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



ALLIED ENGINEERING WORKS LIMITED
CORPORATE IDENTITY NUMBER: U31900DL2011PLC220430

REGISTERED AND CORPORATE OFFICE	CONTACT PERSON	E-MAIL AND TELEPHONE	WEBSITE
M-11, Badli Industrial Estate Delhi 110 042, Delhi, India	Bhavesh Mehra	Telephone: +91 11 4708 2775 E-mail: compliance@aewinfra.com	www.aewinfra.com

OUR PROMOTERS: ASHUTOSH GOEL, NIDHI GOEL, AEW INFRATECH PRIVATE LIMITED AND RP GOEL FAMILY TRUST

DETAILS OF THE OFFER TO THE PUBLIC

TYPE	SIZE OF FRESH ISSUE	SIZE OF OFFER FOR SALE	TOTAL OFFER SIZE	ELIGIBILITY AND SHARE RESERVATION AMONG QIBs, NIBs, RIBs AND ELIGIBLE EMPLOYEES
Fresh Issue and Offer for Sale	Up to [●] Equity Shares of face value ₹5 aggregating up to ₹4,000.00 million	Up to 7,500,000 Equity Shares of face value ₹5 aggregating up to ₹[●] million	Up to [●] Equity Shares of face value ₹5 aggregating up to ₹[●] million	The Offer is being made pursuant to Regulation 6(1) of the SEBI ICDR Regulations. For further details, see “Other Regulatory and Statutory Disclosures—Eligibility for the Offer” on page 420. For details in relation to share reservation among QIBs, NIBs, RIBs and Eligible Employees see “Offer Structure” on page 440.

DETAILS OF THE OFFER FOR SALE

NAME OF THE SELLING SHAREHOLDER	TYPE	NUMBER OF EQUITY SHARES OFFERED / AMOUNT	WEIGHTED AVERAGE COST OF ACQUISITION EQUITY SHARE (In ₹)*
Ashutosh Goel	Promoter Selling Shareholder	Up to 7,500,000 Equity Shares of face value ₹5 aggregating up to ₹[●] million	0.27

* As certified by J.C. Bhalla & Co., Chartered Accountants, having firm registration number 001111N, pursuant to their certificate dated July 4, 2025.

RISKS IN RELATION TO THE FIRST OFFER

This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is ₹5. The Floor Price, Cap Price and Offer Price determined by our Company, in consultation with the Book Running Lead Managers, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under “Basis for Offer Price” on page 124 should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to “Risk Factors” beginning on page 30.

ISSUER’S AND PROMOTER SELLING SHAREHOLDER’S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect. The Promoter Selling Shareholder accepts responsibility for and confirms the statements made or undertaken expressly by him in this Draft Red Herring Prospectus to the extent of information specifically pertaining to him and the Offered Shares and assumes responsibility that such statements are true and correct in all material respects and not misleading in any material respect. Accordingly, the Promoter Selling Shareholder assumes no responsibility for any other statements, disclosures and undertakings in this Draft Red Herring Prospectus, including, inter alia, any of the statements, disclosures and undertakings made by or confirmed by or in relation to our Company or our Company’s business or any other person(s) in this Draft Red Herring Prospectus.

LISTING

The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on BSE Limited (“**BSE**”) and National Stock Exchange of India Limited (“**NSE**”, together with BSE, the (“**Stock Exchanges**”). For the purposes of the Offer, [●] is the Designated Stock Exchange. A signed copy of the Red Herring Prospectus and the Prospectus shall be delivered to the RoC in accordance with Sections 26(4) and 32 of the Companies Act, 2013. For details of the material contracts and documents that will be available for inspection from the date of the Red Herring Prospectus up to the Bid/Offer Closing Date, see “*Material Contracts and Documents for Inspection*” on page 508.

BOOK RUNNING LEAD MANAGERS

NAME AND LOGO	CONTACT PERSON	E-MAIL AND TELEPHONE
 Axis Capital Limited	Simran Gadh/Pratik Pednekar	Tel: +91 22 4325 2183 E-mail: aew.ipo@axiscap.in
 IIFL Capital Services Limited (formerly known as IIFL Securities Limited)	Dhruv Bhavsar/Pawan Jain	Tel: +91 22 4646 4728 E-mail: aew.ipo@iiflcap.com

REGISTRAR TO THE OFFER

NAME AND LOGO	CONTACT PERSON	E-MAIL AND TELEPHONE
 KFin Technologies Limited	M. Murali Krishna	Tel: +91 40 6716 2222 E-mail: allied.ipo@kfintech.com

BID/OFFER PERIOD

ANCHOR INVESTOR BID/OFFER PERIOD ⁽¹⁾	[●]	BID/OFFER OPENS ON	[●]	BID/OFFER CLOSES ON ⁽²⁾⁽³⁾	[●]

⁽¹⁾Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement of Equity Shares, aggregating up to ₹ 800.00 million, prior to filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the RHP and the Prospectus.

⁽²⁾Our Company, in consultation with the Book Running Lead Managers, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid/Offer Opening Date.

⁽³⁾UPI mandate end time and date shall be at 5.00 p.m. on the Bid/Offer Closing Date.

DRAFT RED HERRING PROSPECTUS

Dated July 4, 2025

Please read Section 32 of the Companies Act, 2013

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

100% Book Built Offer



ALLIED ENGINEERING WORKS LIMITED

Our Company was originally incorporated on June 7, 2011, as “Allied Engineering Works Private Limited” at Delhi, as a private limited company under the provisions of the Companies Act, 1956 pursuant to a certificate of incorporation issued by the Assistant Registrar of Companies, National Capital Territory of Delhi and Haryana. Subsequently, our Company was converted from a private limited company to a public limited company as approved by a resolution of our Board dated April 22, 2025 and a special resolution of our Shareholders dated April 22, 2025 and a fresh certificate of incorporation dated May 1, 2025 consequent to such conversion was issued by the Registrar of Companies, Central Processing Centre, Manesar and the name of our Company was changed from ‘Allied Engineering Works Private Limited’ to ‘Allied Engineering Works Limited’. For further details in relation to changes in the name of our Company, see “History and Certain Corporate Matters” on page 267.

Registered and Corporate Office: M-11, Badli Industrial Estate, Delhi 110 042, Delhi, India

Contact Person: Bhavesh Mehra, Company Secretary and Compliance Officer

Tel: +91 11 4708 2775; E-mail: compliance@aewinfra.com; Website: www.aewinfra.com

Corporate Identity Number: U31900DL2011PLC220430

OUR PROMOTERS: ASHUTOSH GOEL, NIDHI GOEL, AEW INFRA TECH PRIVATE LIMITED AND RP GOEL FAMILY TRUST

INITIAL PUBLIC OFFERING OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹5 EACH (“EQUITY SHARES”) OF ALLIED ENGINEERING WORKS LIMITED (OUR “COMPANY” OR THE “COMPANY” OR THE “ISSUER”) FOR CASH AT A PRICE OF ₹[●] PER EQUITY SHARE OF FACE VALUE OF ₹5 EACH (INCLUDING A PREMIUM OF ₹[●] PER EQUITY SHARE OF FACE VALUE OF ₹5 EACH) (THE “OFFER PRICE”) AGGREGATING UP TO ₹[●] MILLION (THE “OFFER”) COMPRISING A FRESH ISSUE OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹5 EACH AGGREGATING UP TO ₹4,000 MILLION BY OUR COMPANY (THE “FRESH ISSUE”) AND AN OFFER FOR SALE OF UP TO 7,500,000 EQUITY SHARES AGGREGATING UP TO ₹[●] MILLION BY ASHUTOSH GOEL (“PROMOTER SELLING SHAREHOLDER” AND SUCH OFFER FOR SALE OF EQUITY SHARES BY THE PROMOTER SELLING SHAREHOLDER, THE “OFFER FOR SALE”).

THE OFFER INCLUDES A RESERVATION OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹5 EACH, AGGREGATING UP TO ₹[●] MILLION (CONSTITUTING UP TO [●]% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL), FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES NOT EXCEEDING 5% OF OUR POST-OFFER PAID-UP EQUITY SHARE CAPITAL (THE “EMPLOYEE RESERVATION PORTION”). OUR COMPANY MAY IN CONSULTATION WITH THE BRLMS, OFFER A DISCOUNT OF UP TO [●]% TO THE OFFER PRICE (EQUIVALENT OF ₹[●] PER EQUITY SHARE) TO ELIGIBLE EMPLOYEES BIDDING IN 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 SHALL CONSTITUTE [●]% AND [●] %, RESPECTIVELY, OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

OUR COMPANY, IN CONSULTATION WITH THE BRLMS, MAY CONSIDER A PRE-IPO PLACEMENT, AGGREGATING UP TO ₹ 800.00 MILLION, PRIOR TO FILING OF THE RED HERRING PROSPECTUS WITH THE ROC. THE PRE-IPO PLACEMENT, IF UNDERTAKEN, WILL BE AT A PRICE TO BE DECIDED BY OUR COMPANY, IN CONSULTATION WITH THE BRLMS. IF THE PRE-IPO PLACEMENT IS COMPLETED, THE AMOUNT RAISED PURSUANT TO THE PRE-IPO PLACEMENT WILL BE REDUCED FROM THE FRESH ISSUE, SUBJECT TO COMPLIANCE WITH RULE 19(2)(B) OF THE SECURITIES CONTRACTS (REGULATION) RULES, 1957, AS AMENDED (“SCRR”). THE PRE-IPO PLACEMENT, IF UNDERTAKEN, SHALL NOT EXCEED 20% OF THE SIZE OF THE FRESH ISSUE. PRIOR TO THE COMPLETION OF THE OFFER, OUR COMPANY SHALL APPROPRIATELY INTIMATE THE SUBSCRIBERS TO THE PRE-IPO PLACEMENT, PRIOR TO ALLOTMENT PURSUANT TO THE PRE-IPO PLACEMENT, THAT THERE IS NO GUARANTEE THAT OUR COMPANY MAY PROCEED WITH THE OFFER OR THE OFFER MAY BE SUCCESSFUL AND WILL RESULT IN LISTING OF THE EQUITY SHARES OF FACE VALUE OF ₹5 EACH ON THE STOCK EXCHANGES. FURTHER, RELEVANT DISCLOSURES IN RELATION TO SUCH INTIMATION TO THE SUBSCRIBERS TO THE PRE-IPO PLACEMENT (IF UNDERTAKEN) SHALL BE APPROPRIATELY MADE IN THE RELEVANT SECTIONS OF THE RED HERRING PROSPECTUS AND THE PROSPECTUS.

THE FACE VALUE OF THE EQUITY SHARES IS ₹5 EACH AND THE OFFER PRICE IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES. THE PRICE BAND, THE EMPLOYEE DISCOUNT, IF ANY, TO THE ELIGIBLE EMPLOYEES BIDDING IN THE EMPLOYEE RESERVATION PORTION AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BRLMS AND WILL BE ADVERTISED IN ALL EDITIONS OF THE ENGLISH NATIONAL DAILY NEWSPAPER, [●], ALL EDITIONS OF THE HINDI NATIONAL DAILY NEWSPAPER, [●] (HINDI ALSO BEING THE REGIONAL LANGUAGE OF NEW DELHI, 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 SUCH ADVERTISEMENT SHALL BE MADE AVAILABLE TO THE BSE LIMITED (THE “BSE”) AND THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED (THE “NSE”, AND TOGETHER WITH THE BSE, THE “STOCK EXCHANGES”) FOR THE PURPOSE OF UPLOADING ON THEIR RESPECTIVE WEBSITES.

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

The Offer is being made through the Book Building Process, 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 in compliance with Regulation 6(1) of the SEBI ICDR Regulations, wherein not more than 50% of the Net Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers (“QIBs”), the “QIB Portion”, provided that our Company in consultation with the Book Running Lead Managers, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations (“Anchor Investor Portion”). One-third of the Anchor Investor Portion shall be reserved for the domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the remaining QIB Portion (“Net QIB Portion”). Post allocation to the Anchor Investors, the QIB Portion will be reduced by such number of Equity Shares. Further, 5% of the Net QIB Portion (excluding Anchor Investor 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, 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 Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Net Offer shall be available for allocation in accordance with the SEBI ICDR Regulations to Non-Institutional Bidders (out of which one third shall be reserved for Bidders with Bids exceeding ₹200,000 up to ₹1,000,000 and two-thirds shall be reserved for Bidders with Bids exceeding ₹1,000,000) and not less than 35% of the Net Offer shall be available for allocation to Retail Individual Bidders (“RIB”) in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. Further, Equity Shares of face value of ₹5 each 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 (net of Employee Discount, if any, as applicable). All Bidders (except Anchor Investors) are mandatorily required to utilise the Application Supported by Blocked Amount (“ASBA”) process by providing details of their respective ASBA accounts and UPI ID in case of UPI Bidders using the UPI Mechanism, as applicable, pursuant to which their corresponding Bid Amount will be blocked by the Self Certified Syndicate Banks (“SCSBs”) or by the Sponsor Banks under the UPI Mechanism, as the case may be, to the extent of the respective Bid Amounts. Anchor Investors are not permitted to participate in the Offer through the ASBA Process. For further details, see “Offer Procedure” on page 446.

RISKS IN RELATION TO THE FIRST OFFER

This being the first public offer of Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹5 each. The Floor Price, Cap Price and Offer Price determined by our Company, in consultation with the Book Running Lead Managers, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under “Basis for Offer Price” beginning on page 124, should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have not been recommended or approved by SEBI, nor does the SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to “Risk Factors” beginning on page 30.

ISSUER'S AND PROMOTER SELLING SHAREHOLDER'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. The Promoter Selling Shareholder, accepts responsibility for and confirms the statements made or undertaken expressly by him in this Draft Red Herring Prospectus to the extent of information specifically pertaining to him and his Offered Shares and assumes responsibility that such statements are true and correct in all material respects and not misleading in any material respect. Accordingly, the Promoter Selling Shareholder assumes no responsibility for any other statements, disclosures and undertakings in this Draft Red Herring Prospectus, including, inter alia, any of the statements, disclosures and undertakings made by or confirmed by or in relation to our Company or our Company's business or any other person(s) in this Draft Red Herring Prospectus.

LISTING

The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges. Our Company has received an ‘in-principle’ approval from BSE and NSE for the listing of the Equity Shares pursuant to their letters dated [●] and [●], respectively. For the purposes of the Offer, the Designated Stock Exchange shall be [●]. A signed copy of the Red Herring Prospectus and the Prospectus shall be delivered to the RoC in accordance with the Companies Act. For details of the material contracts and documents that will be available for inspection from the date of the Red Herring Prospectus up to the Bid/Offer Closing Date, see “Material Contracts and Documents for Inspection” beginning on page 508.

BOOK RUNNING LEAD MANAGERS

REGISTRAR TO THE OFFER

AXIS CAPITAL LIMITED Axis House, 1st Floor Pandurang Budhkar Marg, Worli Mumbai 400 025 Maharashtra, India Tel: +91 22 4325 2183 E-mail: aew.ipo@axiscap.in Website: www.axiscapital.co.in Investor grievance e-mail: complaints@axiscap.in Contact Person: Simran Gadh/ Pratik Pednekar SEBI Registration No.: INM000012029	IIFL CAPITAL SERVICES LIMITED (formerly known as IIFL SECURITIES LIMITED) 24th Floor, One Lodha Place Senapati Bapat Marg Lower Parel (West) Mumbai 400 013 Maharashtra, India Tel: +91 22 4646 4728 E-mail: aew.ipo@iiflcap.com Website: www.iiflcap.com Investor grievance e-mail: ig.ib@iiflcap.com Contact Person: Dhruv Bhavsar/ Pawan Jain SEBI Registration: INM000010940	KFIN TECHNOLOGIES LIMITED Selenium Tower-B Plot No 31 & 32, Gachibowli Financial District, Nanakramguda Serilingampally, Hyderabad 500 032 Telangana, India Tel: +91 40 6716 2222 E-mail: allied.ipo@kfintech.com Website: www.kfintech.com Investor Grievance e-mail: einward.ris@kfintech.com Contact Person: M. Murali Krishna SEBI Registration No.: INR000002221

BID/OFFER PERIOD

ANCHOR INVESTOR BID/OFFER PERIOD ⁽¹⁾	[●]	BID/OFFER OPENS ON	[●]	BID/OFFER CLOSES ON ⁽²⁾⁽³⁾	[●]

⁽¹⁾Our Company, in consultation with the Book Running Lead Managers, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid/Offer Opening Date.

⁽²⁾Our Company, in consultation with the Book Running Lead Managers, may consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.

⁽³⁾UPI mandate end time and date shall be at 5.00 p.m. on the Bid/Offer Closing Date.

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SECTION I: GENERAL

DEFINITIONS AND ABBREVIATIONS

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

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

Notwithstanding the foregoing, the terms used in “Objects of the Offer”, “Basis for Offer Price”, “Statement of Special Tax Benefits”, “Industry Overview”, “Key Regulations and Policies”, “History and Certain Corporate Matters”, “Financial Information”, “Financial Indebtedness”, “Outstanding Litigation and Material Developments”, “Other Regulatory and Statutory Disclosures”, “Offer Procedure”, and “Main Provisions of the Articles of Association” on pages 102, 124, 133, 139, 259, 267, 299, 400, 403, 419, 446, and 471, respectively, shall have the respective meanings ascribed to them in the relevant sections.

General Terms

Term	Description
Our Company or the Company	Allied Engineering Works Limited, a company incorporated under the Companies Act, 1956, whose registered and corporate office is situated at M-11, Badli Industrial Estate, Delhi 110 042, Delhi, India
We or us or our	Unless the context otherwise requires or implies, (i) our Company and (ii) for any period on or after May 16, 2025, our Company and our Subsidiary, on a consolidated basis

Company Related Terms

Term	Description
AoA or Articles or Articles of Association	The articles of association of our Company, as amended
Audit Committee	The audit committee of our Board as described in “Our Management—Committees of our Board” on page 281
Auditors or Statutory Auditors	The statutory auditors of our Company, namely O. Aggarwal & Co., Chartered Accountants
Board or Board of Directors	The board of directors of our Company. For details, see “Our Management—Board of Directors” on page 275
C-13, G.T. Karnal Road	Our manufacturing facility located at C-13, SMA Industrial Area, G.T. Karnal Road, Delhi 110 033, Delhi, India
Chairman and Managing Director	The chairman and managing director of our Board of Directors, being Ashutosh Goel. For details, see “Our Management—Board of Directors” on page 275
Chief Financial Officer or CFO	The chief financial officer of our Company, being Manish Jain. For details, see “Our Management—Key Managerial Personnel” on page 289
Company Secretary and Compliance Officer	The company secretary and compliance officer of our Company for the purposes of the Offer and as required under the SEBI Listing Regulations, being Bhavesh Mehra. For details, see “Our Management—Key Managerial Personnel” on page 289
Corporate Promoter	Corporate promoter of our Company i.e., AEW Infratech Private Limited
Corporate Social Responsibility Committee	The corporate social responsibility committee of our Board as described in “Our Management—Committees of our Board” on page 281
Crisil Intelligence	Crisil Intelligence (formerly CRISIL Market Intelligence & Analytics), a division of Crisil Limited
Crisil Report	Report titled “Market assessment of smart meters, IIOT automation and wires & cables” dated July, 2025 prepared and released by Crisil Intelligence, exclusively commissioned and paid for by our Company in connection with the Offer
Director(s)	The director(s) on our Board of Directors, as described in “Our Management—Board of Directors” on page 275

Term	Description
Dividend Policy	The dividend distribution policy approved and adopted by our Board on May 17, 2025
Equity Shares	The equity shares of our Company of face value of ₹5 each
“ESOS Scheme”	AEW Employee Stock Option Scheme 2025, as described in “ <i>Capital Structure—Notes to Capital Structure—Employee Stock Option Schemes</i> ” on page 99
Executive Director	The executive director on our Board being Vipul Gupta. For details, see “ <i>Our Management—Board of Directors</i> ” on page 275
Group Companies	Our group companies, being (a) AEW Smart Services Private Limited; (b) AEW Smart Things Private Limited; (c) Mass Powertech Private Limited; (d) RGM Solutions Private Limited; (e) TGL Engineering Private Limited; and (f) TGL Enterprises Private Limited, as disclosed in “ <i>Our Group Companies</i> ” on page 417
I-78, Bawana	Our tool room facility located at No.78, Block I, Sector 5, Bawana Industrial Estate, Delhi 110 039, Delhi, India
Independent Chartered Accountant	J.C. Bhalla & Co., Chartered Accountants, having firm registration number 001111N
Independent Chartered Engineer	Khyati Enterprises (acting through Pradeep Kumar, Chartered Engineer)
Independent Directors(s)	The independent director(s) on our Board, as disclosed in “ <i>Our Management- Board of Directors</i> ” on page 275.
IPO Committee	The IPO committee of our Board of Directors
Key Managerial Personnel or KMP	The key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations and Section 2(51) of the Companies Act, and as disclosed in “ <i>Our Management—Key Managerial Personnel of our Company</i> ” on page 289
Kundli Facility	Our proposed manufacturing and research facility located at 376, HSIIDC Kundli Industrial Estate, Sonapat, 131 028, Haryana, India
M-11, Badli	One of our manufacturing and research units located at M-11, Badli Industrial Estate, Delhi, 110 042, Delhi India
M-11 and M-22 Facility	Our manufacturing and research facility comprising of M-11, Badli and M-22 Badli units
M-22, Badli	One of our manufacturing and research units located at M-22, Badli Industrial Estate, Delhi, 110 042, Delhi India
Materiality Policy	The materiality policy of our Company adopted pursuant to a resolution of our Board dated July 2, 2025 for the identification of (a) material outstanding litigations; (b) group companies; and (c) outstanding dues to material creditors, pursuant to the requirements of the SEBI ICDR Regulations and for the purposes of disclosure in this Draft Red Herring Prospectus
MoA or Memorandum or Memorandum of Association	The memorandum of association of our Company, as amended
Nomination and Remuneration Committee	The nomination and remuneration committee of our Board as described in “ <i>Our Management — Committees of our Board—Nomination and Remuneration Committee</i> ” on page 283
Non-Executive Director	The non-executive director on our Board, being Nidhi Goel. For details, see “ <i>Our Management—Board of Directors</i> ” on page 275
Practicing Company Secretary	DPV & Associates LLP, independent practicing company secretary appointed by our Company
Promoters	The promoters of our Company, namely, Ashutosh Goel, Nidhi Goel and AEW Infratech Private Limited and RP Goel Family Trust For details, see “ <i>Our Promoters and Promoter Group</i> ” on page 292
Promoter Group	The persons and entities constituting the promoter group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, as disclosed in “ <i>Our Promoters and Promoter Group</i> ” on page 292
Promoter Selling Shareholder	Ashutosh Goel
Proposed Manufacturing Facilities	Kundli Facility together with Rai Facility
Rai Facility	2003-B, HSIIDC Industrial Estate, Rai (Sonapat), 131 029, Haryana, India
Registered and Corporate Office/ Registered Office	The registered and corporate office of our Company, which is located at M-11, Badli Industrial Estate, Delhi 110 042, Delhi, India
Registrar of Companies or RoC	Registrar of Companies, Delhi and Haryana at New Delhi
Restated Financial Information	The restated financial information of our Company as at and for the Financial Years ended March 31, 2025, March 31, 2024 and March 31, 2023, comprising the restated statement of assets and liabilities as at March 31, 2025, March 31, 2024 and March 31, 2023, the restated statement of profit and loss and the restated statement of cash flows and restated changes in equity for the years ended March 31, 2025, March 31, 2024 and March 31, 2023, the summary statement of notes and other explanatory information, derived from the audited financial statements as at and for the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023, prepared in accordance with Ind AS and restated in accordance with requirements of Section 26 of Part I of Chapter III of the Companies Act, the SEBI ICDR Regulations and the Guidance Note on “Reports on Company Prospectuses (Revised

Term	Description
	2019)” issued by the ICAI
Risk Management Committee	The risk management committee of the Board of Directors, as described in “ <i>Our Management—Committees of our Board</i> ” on page 281
Senior Management Personnel/ SMP/ Senior Management	The senior management of our Company in terms of Regulation 2(1)(bbbb) of the SEBI ICDR Regulations, as disclosed in “ <i>Our Management—Senior Management of our Company</i> ” on page 289
Shareholder(s)	The equity shareholders of our Company whose names are entered into the register of members of our Company; or (ii) the records of a depository as a beneficial owner of Equity Shares, from time to time
S-62, Badli	Our warehouse located at S-62, Badli Industrial Estate, Delhi, 110 042, Delhi, India
S-85, Badli	Our warehouse located at S-85, Badli Industrial Area Phase-1, Badli Delhi 110 042, Delhi
SSI-32, Jahangir Puri	Our manufacturing facility located at SSI-32, SMA Co-operative Industrial Estate, Jahangir Puri, Delhi, 110 033, Delhi, India
Stakeholders’ Relationship Committee	The stakeholders’ relationship committee of our Board of Directors as described in “ <i>Our Management—Committees of our Board</i> ” on page 281
Subsidiary	Our Company’s subsidiary, namely, Advance Technology and Electrics Company Limited since May 16, 2025. As the Subsidiary has been acquired after March 31, 2025, the Subsidiary has not been consolidated in the Restated Financial Information

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 to a Bidder as proof of registration of the Bid cum Application Form
Allotment or Allot or Allotted	Unless the context otherwise requires, allotment of Equity Shares pursuant to the Fresh Issue and transfer of Offered Shares pursuant to the Offer for Sale, in each case to the successful Bidders
Allotment Advice	A note or advice or intimation of Allotment sent to each successful Bidder who has been or is to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange
Allottee	A successful Bidder to whom Equity Shares are Allotted
Anchor Investor(s)	A Qualified Institutional Buyer, who applies under the Anchor Investor Portion, in accordance with the SEBI ICDR Regulations and the Red Herring Prospectus, who has Bid for an amount of at least ₹100.00 million
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Offer Price but not higher than the Cap Price. The Anchor Investor Offer Price will be determined by our Company, in consultation with the BRLMs during the Anchor Investor Bid/Offer Period
Anchor Investor Application Form	The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which shall be considered as an application for Allotment in accordance with the requirements specified under the SEBI ICDR Regulations and the Red Herring Prospectus and the Prospectus
Anchor Investor Bid/Offer Period	One Working Day prior to the Bid/Offer Opening Date, on which Bids by the Anchor Investors shall be submitted, prior to and after which the BRLMs will not accept any Bids from Anchor Investors and allocation to Anchor Investors shall be completed
Anchor Investor Offer Price	The final price at which the Equity Shares will be Allotted to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Offer Price, but not higher than the Cap Price. The Anchor Investor Offer Price will be decided by our Company, in consultation with the BRLMs
Anchor Investor Pay-In Date	With respect to the 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 one Working Day after the Bid/Offer Closing Date and not later than the time on such day specified in the revised CAN
Anchor Investor Portion	Up to 60% of the QIB Portion which may be allocated by our Company, in consultation with the BRLMs, to the Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price in accordance with the SEBI ICDR Regulations
Application Supported by Blocked Amount or ASBA	An application, whether physical or electronic, used by ASBA Bidders to make a Bid and to authorize an SCSB to block the Bid Amount in the relevant ASBA Account and will include applications made by UPI Bidders linked to a UPI ID using the UPI Mechanism where the Bid Amount will be blocked upon acceptance of the UPI Mandate Request by UPI Bidders using the UPI Mechanism
ASBA Account	A bank account maintained with an SCSB by an ASBA Bidder, as specified in the ASBA Form submitted by ASBA Bidders, for blocking the Bid Amount mentioned in the relevant ASBA Form

Term	Description
	and includes the account of a UPI Bidder, which is blocked upon acceptance of a UPI Mandate Request made by the UPI Bidder using the UPI Mechanism
ASBA Bid	A Bid made by an ASBA Bidder
ASBA Bidders	All Bidder(s), except Anchor Investors
ASBA Form	An application form, whether physical or electronic, used by ASBA Bidders which will be considered as an application for Allotment in terms of the Red Herring Prospectus and the Prospectus
Axis Capital	Axis Capital Limited
Banker(s) to the Offer	The Escrow Collection Bank, Sponsor Bank(s), Refund Bank and Public Offer Account Bank, as the case may be
Basis of Allotment	The basis on which Equity Shares shall be Allotted to successful Bidders under the Offer and which is described in “Offer Procedure” on page 446
Bid	An indication to make an offer during the Bid/Offer Period by ASBA Bidders pursuant to submission of the ASBA Form, or during the Anchor Investor Bid/ Offer Period by Anchor Investors pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase Equity Shares at a price within the Price Band, including all revisions and modifications thereto, in accordance with the SEBI ICDR Regulations and the Red Herring Prospectus and the relevant Bid cum Application Form. The term “Bidding” shall be construed accordingly
Bid Amount	In relation to each Bid, the highest value of the Bids indicated in the Bid cum Application Form and in the case of Retail Individual Bidders Bidding at the Cut-off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such Retail Individual Bidder, and mentioned in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the ASBA Bidder, as the case may be, upon submission of such Bid. Eligible Employees Bidding in the Employee Reservation Portion can Bid at the Cut-off Price and the Bid Amount shall be Cap Price (net of Employee Discount, if any, as applicable), multiplied by the number of Equity Shares Bid for by such Eligible Employee and mentioned in the Bid cum Application Form The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹500,000 (net of Employee Discount, if any, as applicable). However, the initial allocation to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹200,000 (net of Employee Discount, if any, as applicable). 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, as applicable), subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹500,000 (net of Employee Discount, if any, as applicable). An Eligible Employee Bidding in the Employee Reservation Portion can also Bid in the Net Offer portion (i.e. Non-Institutional Portion or Retail Portion) and such Bids will not be treated as multiple Bids, subject to applicable limits. The unsubscribed portion, if any, in the Employee Reservation Portion (after allocation up to ₹500,000 (net of Employee Discount, if any) 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. The Employee Reservation Portion shall not exceed 5% of our post-Offer paid-up Equity Share capital. For details, see “Offer Structure” on page 440
Bid cum Application Form	The Anchor Investor Application Form or the ASBA Form, as the case may be
Bid Lot	[●] Equity Shares of face value of ₹5 each and in multiples of [●] Equity Shares of face value of ₹5 each, thereafter
Bid/Offer Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries shall not accept any Bids, which shall be notified in [●] editions of [●], an English national daily newspaper, [●] editions of [●], a Hindi national daily newspaper (Hindi also being the regional language of New Delhi, where the Registered Office is located), each with wide circulation. Our Company may, in consultation with the BRLMs, consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations. In case of any revision, the extended Bid/Offer Closing Date shall be widely disseminated by notification to the Stock Exchanges and shall also be notified on the websites of the BRLMs and at the terminals of the Syndicate Members and communicated to the Designated Intermediaries and the Sponsor Bank(s), 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 Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, which shall be notified in [●] editions of [●], an English national daily newspaper, [●] editions of [●], a Hindi national daily newspaper (Hindi also being the regional language of New Delhi, where the Registered Office is located), each with wide circulation

Term	Description
Bid/Offer Period	Except in relation to Anchor Investors, the period between the Bid/Offer Opening Date and the Bid/Offer Closing Date, inclusive of both days, during which prospective Bidders can submit their Bids, including any revisions thereof, in accordance with the SEBI ICDR Regulations and in terms of the Red Herring Prospectus. Our Company may, in consultation with the Book Running Lead Managers, consider closing the Bid/Offer Period for the QIB Portion one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations. The Bid/Offer Period will comprise Working Days only. In cases of force majeure, banking strike or similar unforeseen circumstances, our Company may, in consultation with the BRLMs, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of one Working Day, subject to the Bid/ Offer Period not exceeding 10 Working Days.
Bidder/ Applicant	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an Anchor Investor
Bidding Centres	The centres at which the Designated Intermediaries shall accept the ASBA Forms, <i>i.e.</i> , Designated Branches for SCSBs, Specified Locations for the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
Book Building Process	The book building process, as provided in Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made
Book Running Lead Managers or BRLMs	The book running lead managers to the Offer, namely Axis Capital Limited and IIFL Capital Services Limited (<i>formerly known as IIFL Securities Limited</i>)
Broker Centres	The broker centres notified by the Stock Exchanges where ASBA Bidders can submit the ASBA Forms to a Registered Broker (in case of UPI Bidders, using the UPI Mechanism). The details of such broker centres, along with the names and contact details of the Registered Brokers are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com), updated from time to time
CAN or Confirmation of Allocation Note	A notice or intimation of allocation of Equity Shares sent to Anchor Investors who have been allocated Equity Shares, on or after the Anchor Investor Bid/Offer Period
Cap Price	The higher end of the Price Band i.e., ₹[●] per Equity Share, subject to any revision thereto, above which the Offer Price and the Anchor Investor Offer Price will not be finalized and above which no Bids will be accepted. The Cap Price shall be at least 105% of the Floor Price and less than or equal to 120% of the Floor Price
Cash Escrow and Sponsor Bank Agreement	The agreement to be entered into among our Company, the Promoter Selling Shareholder, the BRLMs, the Syndicate Members, the Banker(s) to the Offer and the Registrar to the Offer for inter <i>alia</i> , collection of the Bid Amounts from Anchor Investors, transfer of funds to the Public Offer Account(s) and where applicable, remitting refunds of the amounts collected from Bidders, on the terms and conditions thereof
Client ID	Client identification number maintained with one of the Depositories in relation to a dematerialized account
Collecting Depository Participant or CDP	A depository participant as defined under the Depositories Act, registered with the SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of SEBI RTA Master Circular and the UPI Circulars, issued by the SEBI as per the list available on the websites of the Stock Exchanges, as updated from time to time
Cut-off Price	The Offer Price finalized by our Company, in consultation with the BRLMs, which may be any price within the Price Band. Only Retail Individual Bidders bidding in the Retail Portion and the Eligible Employees Bidding in the Employee Reservation Portion are entitled to Bid at the Cut-off Price. No other category of Bidders is permitted to Bid at the Cut-off Price
Demographic Details	The demographic details of the Bidders including the Bidder's address, name of the Bidder's father/husband, investor status, occupation, bank account details and UPI ID, where applicable
Designated Branches	Such branches of the SCSBs which will collect the ASBA Forms used by the ASBA Bidders, a list of which is available on the website of the SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes , as updated from time to time, or any such other website as may be prescribed by the SEBI
Designated CDP Locations	Such locations of the CDPs where 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) and updated from time to time
Designated Date	The date on which the Escrow Collection Bank(s) transfer funds from the Escrow Account(s) to the Public Offer Account(s) or the Refund Account(s), as the case may be, and/or the instructions are issued to the SCSBs (in case of UPI Bidders using the UPI Mechanism, instructions issued through the Sponsor Bank(s)) for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Offer Account(s), in terms of the 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
Designated Intermediaries	Collectively, the Syndicate, Sub-Syndicate Members, SCSBs, Registered Brokers, CDPs and RTAs, who are authorized to collect Bid cum Application Forms from the Bidders in the Offer.

Term	Description
	In relation to ASBA Forms submitted by Retail Individual Bidders, Eligible Employees Bidding in the Employee Reservation Portion and Non-Institutional Bidders Bidding with an application size of up to ₹500,000 (not using the UPI Mechanism) authorizing an SCSB to block the Bid Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs. In relation to ASBA Forms submitted by UPI Bidders where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by such UPI Bidders using the UPI Mechanism, Designated Intermediaries shall mean Syndicate, sub-syndicate, Registered Brokers, CDPs and RTAs. In relation to ASBA Forms submitted by QIBs and NIIs (not using the UPI Mechanism), Designated Intermediaries shall mean SCSBs, Syndicate, sub-syndicate, Registered Brokers, CDPs and RTAs
Designated RTA Locations	Such locations of the RTAs where Bidders can submit ASBA Forms to the RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com) and updated from time to time
Designated Stock Exchange	[●]
Draft Red Herring Prospectus or DRHP	This draft red herring prospectus dated July 4, 2025 filed with the SEBI and issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Offer, including any addenda or corrigenda hereto
Eligible Employees	Permanent employees, working in India or outside India, of our Company or our Subsidiary or a Director of our Company, whether whole-time or not, as at the date of filing of the Red Herring Prospectus with RoC and who continues to be a permanent employee of our Company until the submission of the ASBA Form, but not including the (i) Promoters; (ii) person belonging to the Promoter Group; or (iii) Directors who either themselves or through their relatives or through any body corporate, directly or indirectly, hold more than 10% of the outstanding equity shares of our Company. The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹500,000 (net of Employee Discount, if any, as applicable). However, the initial allocation to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹200,000 (net of Employee Discount, if any, as applicable). 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, as applicable), subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹500,000 (net of Employee Discount, if any, as applicable). An Eligible Employee Bidding in the Employee Reservation Portion can also Bid in the Net Offer portion (i.e. Non-Institutional Portion or Retail Portion) and such Bids will not be treated as multiple Bids, subject to applicable limits. The unsubscribed portion, if any, in the Employee Reservation Portion (after allocation up to ₹500,000 (net of Employee Discount, if any, as applicable) 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. The Employee Reservation Portion shall not exceed 5% of our post-Offer paid-up Equity Share capital. For details, see “Offer Structure” on page 440
Eligible FPI(s)	FPIs that are eligible to participate in the Offer from such jurisdictions outside India where it is not unlawful to make an offer/ invitation under the Offer and in relation to whom the Bid cum Application Form and the Red Herring Prospectus constitutes an invitation to purchase the Equity Shares offered thereby
Eligible NRI(s)	NRI(s) from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the Bid cum Application Form and the Red Herring Prospectus constitutes an invitation to subscribe to or purchase the Equity Shares offered thereby
Employee Discount	Discount of up to [●]% to the Offer Price (equivalent of ₹[●] per Equity Share) that may be offered to Eligible Employees Bidding in the Employee Reservation Portion, as decided by our Company in consultation with the Book Running Lead Mangers
Employee Reservation Portion	The portion of the Offer, being up to [●] Equity Shares of face value of ₹5 each aggregating up to ₹[●] million, not exceeding 5% of the post-Offer paid-up equity share capital of our Company, available for allocation to Eligible Employees, on a proportionate basis
Escrow Account(s)	Accounts opened with the Escrow Collection Bank in whose favour the Anchor Investors will transfer money through direct credit, NACH, NEFT or RTGS in respect of the Bid Amount when submitting a Bid
Escrow Collection Bank(s)	The bank(s), which are clearing member(s) and registered with SEBI as a banker to an offer under the SEBI BTI Regulations and with whom the Escrow Account(s) will be opened, in this case, being

Term	Description
	[●]
First Bidder/Sole Bidder	The Bidder whose name appears first in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names
Floor Price	The lower end of the Price Band, subject to any revision thereto, at or above which the Offer Price and the Anchor Investor Offer Price will be finalized and below which no Bids will be accepted
Fraudulent Borrower	Fraudulent borrower as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations
Fresh Issue	The issue of up to [●] Equity Shares of face value of ₹5 each aggregating up to ₹ 4,000 million by our Company Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement of Equity Shares, aggregating up to ₹ 800.00 million, prior to filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the RHP and the Prospectus
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
General Information Document or GID	The General Information Document for investing in public issues prepared and issued in accordance with the SEBI circular no. SEBI / HO / CFD / DIL1 / CIR / P / 2020 / 37 dated March 17, 2020 and the UPI Circulars, as amended from time to time The General Information Document shall be available on the websites of the Stock Exchanges and the BRLMs
IIFL Capital	IIFL Capital Services Limited (formerly known as IIFL Securities Limited)
Minimum Non-Institutional Bidder Application Size	Bid for [●] Equity Shares for an amount of more than ₹2,00,000
Monitoring Agency	[●]
Monitoring Agency Agreement	Agreement to be entered into between our Company and the Monitoring Agency
Mutual Fund(s)	Mutual fund(s) registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
Mutual Fund Portion	5% of the Net QIB Portion 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
Net Offer	The Offer less the Employee Reservation Portion
Net Proceeds	The proceeds of the Fresh Issue less our Company's share of the Offer related expenses. For further information regarding use of the Net Proceeds and the Offer expenses, see "Objects of the Offer" on page 102
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares Allocated to the Anchor Investors
Non-Institutional Portion	The portion of the Offer being not less than 15% of the Net Offer comprising [●] Equity Shares, which shall be available for allocation to Non-Institutional Bidders in accordance with the SEBI ICDR Regulations, out of which (a) one-third of such portion shall be reserved for Bidders with application size of more than ₹200,000 and up to ₹1,000,000; and (b) two-thirds of such portion shall be reserved for Bidders 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, subject to valid Bids being received at or above the Offer Price
Non-Institutional Bidders or NIBs or Non- Institutional Investors	All Bidders, including FPIs other than individuals, corporate bodies and family offices, registered with SEBI that are not QIBs (including Anchor Investors) or Retail Individual Bidders or Eligible Employees Bidding in the Employee Reservation Portion, who have Bid for Equity Shares for an amount of more than ₹200,000 (but not including NRIs other than Eligible NRIs)
Non-Resident	A person resident outside India, as defined under FEMA and includes NRIs, FPIs and FVCIs
Non-Resident Indians or NRI(s)	A non-resident Indian as defined under the FEMA Rules
Offer	Initial public offering of up to [●] Equity Shares of face value ₹5 each for cash at a price of ₹[●] per Equity Share, aggregating up to ₹[●] million comprising the Fresh Issue and the Offer for Sale Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement of Equity Shares, aggregating up to ₹ 800.00 million, prior to filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement

Term	Description
	will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the RHP and the Prospectus
Offer Agreement	The agreement dated July 4, 2025 entered into among our Company, the Promoter Selling Shareholder and the BRLMs, pursuant to which certain arrangements have been agreed to in relation to the Offer
Offer for Sale	The offer for sale of up to 7,500,000 Equity Shares aggregating up to ₹[●] million by the Promoter Selling Shareholder for a cash price of ₹[●] per Equity Share
Offer Price	The final price at which Equity Shares will be Allotted to successful Bidders (except for the Anchor Investors) in terms of the 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 the Red Herring Prospectus. The Offer Price will be determined by our Company, in consultation with the BRLMs, on the Pricing Date in accordance with the Book Building Process and the Red Herring Prospectus. Our Company, in consultation with the Book Running Lead Managers, may offer a discount of up to [●]% to 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
Offer Proceeds	The proceeds of the Fresh Issue which shall be available to our Company and the proceeds of the Offer for Sale which shall be available to the Promoter Selling Shareholder. For further information about use of the Offer Proceeds, see “ <i>Objects of the Offer</i> ” on page 102
Offered Shares	Up to 7,500,000 Equity Shares being offered for sale by the Promoter Selling Shareholder in the Offer for Sale
Pre-IPO Placement	Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement of Equity Shares, aggregating up to ₹ 800.00 million, prior to filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the RHP and the Prospectus
Price Band	Price band of a minimum price of ₹[●] per Equity Share (<u>i.e.</u>, the Floor Price) and the maximum price of ₹[●] per Equity Share (<u>i.e.</u>, 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 shall be advertised in [●] editions of [●], an English national daily newspaper, [●] editions of [●], a Hindi national daily newspaper (Hindi being the regional language of New Delhi, where the Registered 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
Pricing Date	The date on which our Company, in consultation with the BRLMs, will finalize the Offer Price
Prospectus	The prospectus for the Offer 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, <i>inter alia</i> , 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(s)	‘No-lien’ and ‘non-interest-bearing’ bank account opened with the Public Offer Account Bank in accordance with Section 40(3) of the Companies Act, 2013, to receive money from the Escrow Accounts and the ASBA Accounts maintained with the SCSBs on the Designated Date
Public Offer Account Bank(s)	The bank(s) which are clearing members and registered with the SEBI as a banker to an issue under the SEBI BTI Regulations, with which the Public Offer Account(s) shall be opened, being [●]
QIB Portion	The portion of the Offer (including Anchor Investor Portion) being not more than 50% of the Net Offer comprising [●] Equity Shares, which shall be available for allocation on a proportionate basis to QIBs (including Anchor Investors), subject to valid Bids being received at or above the Offer Price or the Anchor Investor Offer Price, as applicable
Qualified Institutional Buyer(s)	A qualified institutional buyer as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations

Term	Description
QIBs or QIB Bidders	
Red Herring Prospectus or RHP	The red herring prospectus for the Offer to be issued by our Company in accordance with the Companies Act and the SEBI ICDR Regulations which will not have complete particulars of the Offer Price and size of the Offer, including any addenda or corrigenda thereto. The Red Herring Prospectus will be filed with the RoC at least three Working Days before the Bid/Offer Opening Date and will become the Prospectus after filing with the RoC after the Pricing Date, including any addenda or corrigenda thereto
Refund Account(s)	The account(s) opened with the Refund Bank(s) from which refunds, if any, of the whole or part of the Bid Amount shall be made to the Anchor Investors
Refund Bank(s)	The bank(s) which are a clearing member registered with SEBI under the SEBI BTI Regulations, with whom the Refund Account(s) will be opened, in this case being [●]
Registered Brokers	The stock brokers registered with the Stock Exchanges having nationwide terminals, other than the members of the Syndicate, which are eligible to procure Bids in terms of circular (No. CIR/CFD/14/2012) dated October 4, 2012 and the UPI Circulars issued by the SEBI
Registrar Agreement	The agreement dated July 4, 2025, entered into among our Company, the Promoter Selling Shareholder and the Registrar to the Offer in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer
Registrar and Share Transfer Agents or RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Bids from relevant Bidders at the Designated RTA Locations as per the list available on the websites of BSE and NSE, and the UPI Circulars
Registrar to the Offer or Registrar	KFin Technologies Limited
Retail Individual Bidders or RIBs or Retail Individual Investors or RIIs	Individual Bidders, other than Eligible Employees Bidding in the Employee Reservation Portion, who have Bid for Equity Shares for an amount of not more than ₹200,000 in any of the bidding options in the Net Offer (including HUFs applying through the <i>karta</i> and Eligible NRIs)
Retail Portion	The portion of the Offer being not less than 35% of the Net Offer consisting of [●] Equity Shares, which shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations
Revision Form	The form used by the Bidders to modify the quantity of Equity Shares or the Bid Amount in their Bid cum Application Forms or any previous Revision Forms. QIBs and Non-Institutional Bidders are not allowed to withdraw or lower their Bids (in terms of the quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders and Eligible Employees Bidding in the Employee Reservation Portion (subject to the Bid Amount being up to ₹200,000) can revise their Bids during the Bid/Offer Period and can withdraw their Bids until the Bid/Offer Closing Date
SCORES	Securities and Exchange Board of India Complaints Redressal System
Self-Certified Syndicate Banks or SCSBs	The banks registered with SEBI, which offer the facility of ASBA services, (i) in relation to ASBA (other than through the UPI Mechanism), where the Bid Amount will be blocked by authorizing 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 or https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 and as updated from time to time and at such other websites as may be prescribed by SEBI from time to time, (ii) in relation to 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 or such other website as may be prescribed by SEBI and 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 the SEBI website. A list of SCSBs and mobile applications, which, are live for applying in public issues using UPI mechanism is provided as Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019. The list is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 and as updated from time to time and at such other websites as may be prescribed by SEBI from time to time
Share Escrow Agent	Share escrow agent to be appointed pursuant to the Share Escrow Agreement, namely [●]
Share Escrow Agreement	Agreement to be entered among our Company, the Promoter Selling Shareholder and the Share Escrow Agent in connection with the transfer of the Offered Shares by the Promoter Selling Shareholder and the credit of the Equity Shares to the demat account of the Allottees
Specified Locations	Bidding Centres where the Syndicate will accept ASBA Forms, a list of which is available at the website of the SEBI (www.sebi.gov.in) and updated from time to time
Sponsor Bank(s)	Bank(s) registered with SEBI which will be appointed by our Company to act as a conduit between the Stock Exchanges and the National Payments Corporation of India in order to push the mandate collect requests and/or payment instructions of the UPI Bidders into the UPI, in this case being [●]
Syndicate or members of the Syndicate	Collectively, the BRLMs and the Syndicate Members
Syndicate Agreement	The agreement to be entered into among the members of the Syndicate, our Company, the Promoter Selling Shareholder and the Registrar to the Offer in relation to the collection of Bid cum Application Forms by the Syndicate
Syndicate Member	Syndicate members as defined under Regulation 2(1)(hhh) of the SEBI ICDR Regulations, namely, [●]

Term	Description
Underwriters	[●]
Underwriting Agreement	The agreement among the Underwriters, the Promoter Selling Shareholder and our Company to be entered into on or after the Pricing Date but prior to filing of the Prospectus with the RoC
UPI	Unified Payments Interface, a payment mechanism, developed by NPCI
UPI Bidders	Collectively, individual investors applying as Retail Individual Bidders in the Retail Portion, Eligible Employees applying in the Employee Reservation Portion and individuals applying as Non-Institutional Bidders with an application size of up to ₹500,000 in the Non-Institutional Portion. Pursuant to the SEBI ICDR Master Circular, all individual investors applying in public issues where the application amount is up to ₹500,000 shall use the UPI Mechanism and shall provide their UPI ID in the Bid cum Application Form submitted with: (i) a Syndicate Member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity)
UPI Circulars	The SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, (to the extent these circulars are not rescinded by the SEBI RTA Master Circular, as applicable to RTA), the SEBI RTA Master Circular, the SEBI ICDR Master Circular, and any subsequent circulars or notifications issued by SEBI in this regard, along with the circulars issued by the Stock Exchanges in this regard, including, the circulars issued by the NSE having reference no. 23/2022 dated July 22, 2022 and reference no. 25/2022 dated August 3, 2022 and the circular issued by BSE having reference no. 20220702-30 dated July 22, 2022 and reference no. 20220803-40 dated August 3, 2022 and any subsequent circulars or notifications issued by SEBI or the Stock Exchanges in this regard
UPI ID	ID created on the Unified Payments Interface for a single-window mobile payment system developed by the NPCI
UPI Mandate Request	A request (intimating the UPI Bidder by way of a notification on the UPI linked mobile application as disclosed by SCSBs on the website of SEBI and by way of an SMS on directing the UPI Bidder to such UPI linked mobile application) to the UPI Bidder initiated by the Sponsor Banks to authorize blocking of funds in the relevant ASBA Account through the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment
UPI Mechanism	The bidding mechanism that may be used by a UPI Bidder in accordance with the UPI Circulars to make an ASBA Bid in the Offer
UPI PIN	Password to authenticate a UPI transaction
Wilful Defaulter	Wilful defaulter as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations
Working Day(s)	All days on which commercial banks in Mumbai, India are open for business. In respect of announcement of the Price Band and the 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, as per circulars issued by SEBI, including UPI Circulars

Industry/Business Related Terms

Term	Description
AI	Artificial Intelligence
ACoS	Average Cost of Supply
AMI	Advanced Metering Infrastructure
AMISPs	Advanced Metering Infrastructure Service Provider
APDRP	Accelerated Power Development and Reforms Programme
ARR	Average Revenue Realized
BCD	Basic Customs Duty
BEE	Bureau of Energy Efficiency
BESS	Battery Energy storage system
BIS	Bureau of India Standard
BLE	Bluetooth Low Energy
C&I	Commercial and Industrial
CAD	Current Account Deficit
CAGR	Compound Annual Growth Rate
CEA	Central Electricity Authority of India
CPI	Consumer Price Index
CGA	Controller General of Accounts

Term	Description
COSEM	Companion Specification for Energy Metering
CRR	Cash Reserve Ratio
CTUIL	Central Transmission Utility of India Limited
DBFOOT	Design Build Finance Own Operate and Transfer
DCU	Data Concentrator Unit
DER	Distributed Energy Resources
DI	Digital Input
DLMS	Device Language Message Specification
DT	Distribution Transformer
EU	European Union
EV	Electric Vehicles
FOTA	Firmware Over the Air
FPI	Foreign Portfolio Investment
GDP	Gross Domestic Product
GEC	Green Energy Corridor
GoI	Government of India
GPS	Government Budgetary Support
HAN	Home Area Network
HES	Head End System
HHU	Handheld Unit
HVDS	High Voltage Distribution System
HTCT	High-Tension Current Transformer
IIP	Index of Industrial Production
IoT	Internet of Things
IMF	International Monetary Fund
IHD	In Home Display
IPDS	Integrated Power Development Scheme
ISGTF	India Smart Grid Task Force
ISTS	Inter-State Transmission System
IP	Internet Protocol
IT	Information Technology
LTCT	Low-Tension Current Transformer
MDM	Meter Data Management System
MFM	Multi-Function Meters
MoP	Ministry of Power
MPC	Monetary Policy Committee
MTCTE	Mandatory Testing and Certification of Telecom Equipment
NAN	Neighborhood Area Network
NB-IoT	Narrowband IoT
NFMS	National Feeder Monitoring System
NPISH	Non-Profit Institutions Serving Households
NSGF	National Smart Grid Forum
NSGM	National Smart Grid Mission
PM KUSUM	Pradhan Mantri Kisan Urja Suraksha Utthan Mahabhiyan
PFCE	Private Final Consumption Expenditure
PLI	Production Linked Incentives
PMDP	Prime Minister's Development Package
PMI	Purchasing Managers' Index
PFC	Power Finance Corporation
PV	Photo Voltaic
RBI	Reserve Bank of India
RDSS	Revamped Distribution Sector Scheme
RE	Renewable Energy
REC	Rural Electrification Corporation
RES	Renewable Energy Sources
REZ	Renewable Energy Zones
RF	Radio Frequency
RTC	Real-Time Clock
SAIDI	System Average Interruption Duration Index
SAIFI	System Average Interruption Frequency Index
SERC	State Electricity Regulatory Commissions
SMNP	Smart Meter National Programme

Term	Description
SMR	Small Modular Reactors
T&D	Transmission and Distribution
TCP	Transmission Control Protocol
TOTEX	Total Expenditure
TPES	Total Primary Energy Supply
TFC	Total Final Consumption
UDAY	Ujjwal DISCOM Assurance Yojana
WAN	Wide Area Network
WEO	World Economic Outlook

Key Performance Indicators (as identified in the “Basis for Offer Price” beginning on page 126)

Term	Description
Revenue from operations	Revenue from operations means revenue from sale of products and services and other operating revenue as sourced from the Restated Financial Information
Revenue from operations growth	Revenue from operations growth is calculated as (Revenue from operations in the reference year minus Revenue from operations in the previous reference year) divided by the revenue from operations in the previous reference year
Gross Margin	Gross Margin is calculated as Gross Profit divided by Revenue from operations. Gross Profit is calculated as Revenue from operations less Cost of goods sold. Cost of Goods Sold (COGS) is calculated as sum of Cost of materials consumed and Change in Inventories of Finished Goods, Work in Progress and Stock-in-trade. COGS excludes direct wages and other direct cost
EBITDA	EBITDA is calculated as sum of profit before tax, depreciation and amortization and finance cost less other income
EBITDA Margin	EBITDA Margin is calculated as EBITDA divided by Revenue from operations
Profit for the year	Profit for the year means profit for the year as sourced from the Restated Financial Information
PAT Margin	PAT Margin is calculated as Profit for the year divided by Revenue from operations
Return on Capital Employed (ROCE)	Return on capital employed (ROCE) is calculated as EBIT divided by Capital employed. EBIT is calculated as sum of profit before tax for the year and finance costs. Capital employed is calculated as total equity plus current borrowings, non-current borrowings and deferred tax liabilities, minus deferred tax assets
Return on Equity (ROE)	Return of equity (ROE) is calculated as profit for the year divided by total equity. Total equity is calculated as sum of equity share capital and other equity
Outstanding order book value for metering	Outstanding order book value for metering means the anticipated revenue from the unexecuted portions of existing metering contracts received by the company as of the end of the year
Number of smart meters sold	Number of smart meters sold indicates the number of meters sold during the specified year.

Conventional Terms/Abbreviations

Term	Description
AGM	Annual General Meeting
Alternative Investment Funds or AIFs	Alternative investment funds as defined in, and registered under, the SEBI AIF Regulations
AS or Accounting Standards	Accounting Standards issued by the Institute of Chartered Accountants of India
Banking Regulation Act	The Banking Regulation Act, 1949, as amended
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate
Category I FPIs	FPIs registered as “Category I foreign portfolio investors” under the SEBI FPI Regulations
Category II FPIs	FPIs registered as “Category II foreign portfolio investors” under the SEBI FPI Regulations
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
Companies Act or Companies Act, 2013	The Companies Act, 2013, read with the rules, regulations, clarifications and modifications notified thereunder, as amended
Companies Act, 1956	The Companies Act, 1956, read with the rules, regulations, clarifications and modifications notified thereunder
Competition Act	The Competition Act, 2002, as amended
CSR	Corporate social responsibility
Depositories	NSDL and CDSL

Term	Description
Depositories Act	The Depositories Act, 1996, as amended
DIN	Director Identification Number
DP or Depository Participant	A depository participant as defined under the Depositories Act
DP ID	Depository Participant's identification number
DPIIT	Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (<i>earlier known as the Department of Industrial Policy and Promotion</i>)
EGM	Extraordinary General Meeting
EPS	Earnings per share
FDI	Foreign Direct Investment
FDI Policy	Consolidated Foreign Direct Investment Policy notified by the DPIIT through notification dated October 15, 2020 effective from October 15, 2020
FEMA	The Foreign Exchange Management Act, 1999, read with the rules and regulations thereunder, as amended
FEMA Non-debt Instruments Rules or the FEMA NDI Rules or FEMA Rules	The 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
FPIs	Foreign portfolio investors as defined in, and registered with, the SEBI under the SEBI FPI Regulations
FVCI	Foreign venture capital investors as defined in, and registered with, the SEBI under the SEBI FVCI Regulations
GAAR	General anti-avoidance rules
GDP	Gross domestic product
Government or Government of India	The government of India
GST	Goods and services tax
HR	Human resources
HUF	Hindu undivided family
IBC	Insolvency and Bankruptcy Code, 2016
ICAI	The Institute of Chartered Accountants of India
ICSI	The Institute of Company Secretaries of India
IFRS	International Financial Reporting Standards of the International Accounting Standards Board
Income-tax Act	The Income-tax Act, 1961
Ind AS	The Indian Accounting Standards notified under the Companies (Indian Accounting Standards) Rules, 2015, as amended under Section 133 of the Companies Act, 2013, as amended
Ind AS Rules	The Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of the Companies Act, 2013, as amended
India	Republic of India
Indian GAAP	The Generally Accepted Accounting Principles in India
IoT	Internet of things
INR or ₹ or Rs. or Rupees	Indian rupees
IPC	Indian Penal Code, 1860
IPO	Initial public offering
IRDAI	Insurance Regulatory and Development Authority of India
IRDAI Investment Regulations	Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016
IST	Indian Standard Time
IT	Information technology
IT Act	Information Technology Act, 2000, as amended
Key Performance Indicator or KPI	Key numerical measures of our Company's historical financial and/or operational performance, which our management evaluates and tracks to monitor our performance and which provides information to the investors to make an informed decision with respect to the valuation of our Company
KYC	Know Your Customer
MAT	Minimum alternate tax
MCA	Ministry of Corporate Affairs, Government of India
MCLR	Marginal cost of funds based lending rate
N.A.	Not applicable
NACH	National Automated Clearing House
NAV	Net asset value
NBFC	Non-banking financial company
NBFC ND SI	Systemically important non-deposit taking non-banking financial company

Term	Description
NEFT	National Electronic Fund Transfer
NPCI	National Payments Corporation of India
NR or Non-resident	A person resident outside India, as defined under the FEMA, including Eligible NRIs, FPIs and FVCIs registered with the SEBI
NRI	An individual resident outside India, who is a citizen of India
NSDL	National Securities Depository Limited
NSE	The 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 prior to such date had taken benefits under the general permission granted to OCBs under the FEMA. OCBs are not permitted to invest in the Offer
ODI	Overseas direct investment
p.a.	Per annum
P&L	Profit and loss
P/E Ratio	Price/Earnings Ratio
PAN	Permanent account number allotted under the Income-tax Act
PAT	Profit after tax
RBI	Reserve Bank of India
Regulation S	Regulation S under the U.S. Securities Act
RoNW	Return on Net Worth
RTGS	Real Time Gross Settlement
SCRA	Securities Contracts (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended
SEBI BTI Regulations	Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994, as amended
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000, as amended
SEBI ICDR Master Circular	The SEBI master circular no. SEBI/HO/CFD/PoD-1/P/CIR/2024/0154 dated November 11, 2024
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended
SEBI Investment Advisers Regulations	Securities and Exchange Board of India (Investment Advisers) Regulations, 2013
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended
SEBI Merchant Bankers Regulations	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
SEBI Mutual Fund Regulations	Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
SEBI Portfolio Manager Regulations	Securities and Exchange Board of India (Portfolio Managers) Regulations, 2020
SEBI RTA Master Circular	The SEBI master circular no. SEBI/HO/MIRSD-POD/P/CIR/2025/91 dated June 23, 2025, to the extent it pertains to UPI.
SEBI SBEB Regulations	Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended
SEBI Stock Broker Regulations	Securities and Exchange Board of India (Stock Brokers) Regulations, 1992, as amended
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 as repealed by the SEBI AIF Regulations
SICA	The erstwhile Sick Industrial Companies (Special Provisions) Act, 1985
State Government	The government of a State of India
Stock Exchanges	The BSE and the NSE
STT	Securities transaction tax
TAN	Tax deduction and collection account number allotted under the Income-tax Act
TDS	Tax deducted at source
Trade Marks Act	Trade Marks Act, 1999
THB or ฿	Thai Baht

Term	Description
U.S. or USA or United States	United States of America, its territories and possessions, any State of the United States, and the District of Columbia
USD or US\$	United States Dollars
U.S. GAAP	Generally Accepted Accounting Principles in the United States of America
U.S. Securities Act	The United States Securities Act of 1933, as amended
UTs	Union territories
VAT	Value added tax
VCFs	Venture capital funds as defined in and registered with the SEBI under Regulation 2(1)(III) of the SEBI VCF Regulations
WACA	Weighted average cost of acquisition
Wilful Defaulter or Fraudulent Borrower	Wilful defaulter or a fraudulent borrower as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations
Year or calendar year	Unless the context otherwise requires, shall mean the twelve month period ending December 31

OFFER DOCUMENT SUMMARY

The following is a general summary of certain disclosures and terms of the Offer included in this Draft Red Herring Prospectus and is neither exhaustive, nor purports to contain a summary of all the disclosures in this Draft Red Herring Prospectus or the Red Herring Prospectus or the Prospectus when filed, or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Red Herring Prospectus, including “Risk Factors”, “The Offer”, “Capital Structure”, “Objects of the Offer”, “Industry Overview”, “Our Business”, “Financial Information”, “Outstanding Litigation and Material Developments”, “Offer Procedure” and “Main Provisions of the Articles of Association” on pages 30, 71, 87, 102, 139, 225, 299, 403, 446, and 471, respectively.

Summary of Business

We are a technology-driven solutions provider, focused on meeting the evolving needs of utilities in implementing smart metering infrastructure across India and enhancing the efficiency of utility distribution systems. We manufacture and supply a range of smart meters, including consumer smart meters, distribution transformer, feeder and boundary smart meters, as well as advanced automation and IoT solutions. We supply our products to electricity utilities and AMISPs. As of March 31, 2025, we have supplied 2.92 million smart energy meters for installation across six states in India, including Haryana, Punjab and Uttar Pradesh. We intend to leverage our experience in designing and manufacturing smart energy meters to develop smart gas and water meters, as well as multifunction meters for non-utility applications for both domestic and export markets. Our revenue from operations for the Fiscal 2025, 2024 and 2023 were ₹ 7,171.11 million, ₹ 3,484.82 million and ₹ 1,629.90 million, respectively.

Summary of Industry

The energy meter market in India is witnessing substantial growth, fuelled by rapid urbanization, rising electricity consumption, increasing demand for energy efficiency, and government efforts to provide universal electricity access and modernize utility infrastructure. The smart energy meter market in India was valued at ₹ 75 billion in Fiscal 2025 and is projected to attain a market size of ₹ 295 billion to ₹ 300 billion by Fiscal 2030, growing at a CAGR of 31% to 32%, translating to a cumulative potential market size of ₹ 1,180 billion to ₹ 1,200 billion over Fiscal 2026 to 2030. Further, the Indian smart gas meter market was valued at ₹ 4 billion to ₹ 5 billion in 2024 and is projected to reach ₹ 550 to 600 billion by Fiscal 2030 while the Indian smart water meter market was valued at ₹ 4 billion to ₹ 5 billion in 2024 and is projected to reach ₹ 12 billion to ₹ 13 billion by 2030. Further, the India digital panel meter market is estimated to increase from ₹ 7 billion to ₹ 8 billion in Fiscal 2025 to ₹ 27 billion to ₹ 28 billion by Fiscal 2030 and Indian IoT market is expected to reach USD 45 billion to USD 50 billion by 2030. (Source: Crisil Report)

Names of Promoters

Our Promoters are Ashutosh Goel, Nidhi Goel, AEW Infratech Private Limited and RP Goel Family Trust. For details, see “Our Promoters and Promoter Group” on page 292.

Offer size

Initial public offering of up to [●] Equity Shares of face value ₹5 each of our Company for cash at a price of ₹[●] per Equity Share (including a premium of ₹[●] per Equity Share) aggregating up to ₹[●] million, comprising a fresh issue of up to [●] Equity Shares of face value ₹5 each by our Company aggregating up to ₹4,000 million and an offer for sale of up to 7,500,000 Equity Shares of face value ₹5 each aggregating up to ₹[●] million by the Promoter Selling Shareholder, the details of whom are set out below:

S. No.	Name of the Promoter Selling Shareholder	Number of Equity Shares offered / Amount	Date of the consent
1.	Ashutosh Goel	Up to 7,500,000 Equity Shares of face value ₹5 aggregating up to ₹[●] million	April 10, 2025

The Promoter Selling Shareholder confirms that he is eligible to participate in the offer for sale in accordance with Regulation 8 of the SEBI ICDR Regulations.

The Offer includes a reservation of up to [●] Equity Shares, aggregating up to ₹[●] million (constituting up to [●]% of the post-Offer paid-up equity share capital), for subscription by Eligible Employees under the Employee Reservation Portion.

The Employee Reservation Portion shall not exceed 5% of the paid-up Equity Share capital of our Company. Our Company in consultation with the BRLMs, may offer a discount of up to [●]% to the Offer Price (equivalent of ₹[●] per Equity Share) to Eligible Employees Bidding in the Employee Reservation Portion. The Offer and the Net Offer shall constitute [●]% and [●]% of the post-Offer paid-up Equity Share capital of our Company, respectively. For further details, see “The Offer” and “Offer Structure” beginning on pages 71 and 440, respectively.

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

For details, see “The Offer” and “Offer Structure” on pages 71 and 440, respectively.

Objects of the Offer

The objects for which the Net Proceeds from the Fresh Issue shall be utilized are as follows:

Particulars	Amount (in ₹ million) ⁽¹⁾
Part financing the capital expenditure requirements for setting up manufacturing facilities for the production of:	
(a) smart gas meters, smart water meters, IoT solutions at the Kundli Facility	1,167.47
(b) smart electricity meters at the Rai Facility	997.14
Funding future working capital requirements of our Company	1,200.00
General Corporate Purposes	[●]
Net Proceeds	[●]

⁽¹⁾ Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement of Equity Shares, aggregating up to ₹ 800.00 million, prior to filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the RHP and the Prospectus.

For further details, see “Objects of the Offer” on page 102.

Aggregate pre-Offer and post-Offer shareholding of Promoters, Promoter Group and Promoter Selling Shareholder as a percentage of the paid-up Equity Share capital of our Company

The aggregate pre-Offer and post-Offer shareholding of our Promoters, Promoter Group and the Promoter Selling Shareholder as a percentage of the pre-Offer and post-Offer paid-up Equity Share capital of our Company is set out below:

Name of the Shareholder	Pre-Offer		Post-Offer ⁽¹⁾	
	Number of Equity Shares held	Percentage of the pre-Offer paid-up Equity Share capital (%)	Number of Equity Shares held	Percentage of the post-Offer paid-up Equity Share capital (%)
Promoters				
Ashutosh Goel*	75,641,205	68.76	[●]	[●]
AEW Infratech Private Limited	21,725,800	19.75	[●]	[●]
RP Goel Family Trust	5,132,940	4.67	[●]	[●]
Nidhi Goel	11	Negligible	[●]	[●]
Total (A)	102,499,956	93.18	[●]	[●]
Members of the Promoter Group				
Bimla Devi Goel	3,750,000	3.41	[●]	[●]

Name of the Shareholder	Pre-Offer		Post-Offer ⁽¹⁾	
	Number of Equity Shares held	Percentage of the pre-Offer paid-up Equity Share capital (%)	Number of Equity Shares held	Percentage of the post-Offer paid-up Equity Share capital (%)
Keshav Goel	11	Negligible	[●]	[●]
Priyanka Gupta	11	Negligible	[●]	[●]
Anjali Mangla	11	Negligible	[●]	[●]
Vipul Gupta Family Trust	3,750,000	3.41	[●]	[●]
Total (B)	7,500,033	6.82	[●]	[●]
Total (A+B)	109,999,989	100.00**	[●]	[●]

* Also a Promoter Selling Shareholder

** Rounded off

⁽¹⁾ To be computed prior to filing of the Prospectus with the RoC.

For further details, see “Capital Structure” on beginning page 87.

Aggregate pre-Offer and post-Offer shareholding of Promoters, Promoter Group and additional top 10 Shareholders of our Company as at Allotment

The aggregate pre-Offer and post-offer shareholding of our Promoters, members of the Promoter Group (other than the Promoters) and other shareholder is set out below:

S. No	Name and category of the Shareholder [^]	Pre-Issue (as on the date of this Draft Red Herring Prospectus)		Post-Issue [#]			
		Number of Equity Shares held	Shareholding (in %)	At the lower end of the price band (₹ ●)		At the upper end of the price band (₹ ●)	
				Number of Equity Shares held*	Shareholding (in %)*	Number of Equity Shares held*	Shareholding (in %)*
	Promoters						
1.	Ashutosh Goel	75,641,205	68.76	●	●	●	●
2.	AEW Infratech Private Limited	21,725,800	19.75	●	●	●	●
3.	RP Goel Family Trust	5,132,940	4.67	●	●	●	●
4.	Nidhi Goel	11	Negligible	●	●	●	●
Total (A)		102,499,956	93.18	●	●	●	●
	Promoter Group						
1.	Bimla Devi Goel	3,750,000	3.41	●	●	●	●
2.	Vipul Gupta Family Trust	3,750,000	3.41	●	●	●	●
3.	Keshav Goel	11	Negligible	●	●	●	●
4.	Priyanka Gupta	11	Negligible	●	●	●	●
5.	Anjali Mangla	11	Negligible	●	●	●	●
Total (B)		7,500,033	6.82	●	●	●	●
	Others						
1.	Vipul Gupta	11	Negligible	●	●	●	●
Total (C)		11	Negligible	●	●	●	●
Total (A + B + C)		110,000,000	100.00	●	●	●	●

*To be computed prior to filing of the Prospectus with the RoC.

[#] Based on the Offer Price of ₹[●] and subject to finalization of the Basis of Allotment.

[^]As on date of this Draft Red Herring Prospectus, the Company has a total of 10 Shareholders. Shareholding details of all Shareholders have been stated in the table above.

Select Financial Information

The details of certain select financial information of our Company as of and for the Fiscals indicated, derived from the Restated Financial Information are as follows:

Particulars	As at and for the Financial Year ended March 31,		
	2025	2024	2023
	(₹ million, except per share data)		
Equity share capital ⁽¹⁾	550.00	55.00	55.00
Profit before tax ⁽²⁾	1,953.35	629.91	47.29
Total revenue from operations ⁽³⁾	7,171.11	3,484.82	1,629.90
Net worth ⁽⁴⁾	2135.20	732.53	257.85
Profit after tax ⁽⁵⁾	1,402.60	474.12	10.17
Earnings per equity share of ₹5 each – Basic and Diluted (in rupees) ⁽⁶⁾	12.75	4.32	0.10
Total Borrowings ⁽⁷⁾	669.05	281.44	304.00
Return of Net Worth (RoNW) ⁽⁸⁾	65.69%	64.72%	3.94%
Net asset value per Equity Share ⁽⁹⁾	19.41	6.66	2.34

⁽¹⁾ Equity share capital for the relevant Fiscal Year

⁽²⁾ Profit before tax means profit before tax for the year as sourced from the Restated Financial Information.

⁽³⁾ Revenue from operations means revenue from sale of products and services and other operating revenue as sourced from the Restated Financial Information.

⁽⁴⁾ Net worth means the aggregate value of the paid-up share capital and all reserves created out of profits and securities premium account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the restated balance sheet, but does not include reserves created out of revaluation of assets including revaluation reserve, capital redemption reserve, write back of depreciation and amalgamation.

⁽⁵⁾ Profit before tax means profit before tax for the year as sourced from the Restated Financial Information.

⁽⁶⁾ Earnings per equity share of ₹12.75 each – Basic and Restated earnings per equity share of ₹12.75 each – Diluted are calculated in accordance with Ind AS 33 prescribed under the Companies (Indian Accounting Standard) Rules, 2015.

⁽⁷⁾ Total Borrowings represents the aggregate of subordinated liabilities and borrowings as of the last day of the relevant Fiscal Year.

⁽⁸⁾ Return on Net Worth (in %) is calculated as net restated profit or loss for the year divided by total equity at the end of the year derived from Restated Financial Information.

⁽⁹⁾ Net asset value per Equity Share is calculated as Net Worth as of the end of relevant year divided by the aggregate of total number of equity shares and instruments entirely equity in nature outstanding at the end of such year.

For further details, see “Restated Financial Information” on page 299.

Auditor qualifications which have not been given effect to in the Restated Financial Information

There are no audit qualifications in the auditors’ reports on our audited financial statements for the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023 which have not been given effect to in the Restated Financial Information.

Summary table of outstanding litigation

A summary of outstanding litigation proceedings involving our Company, Promoters and Directors as of the date of this Draft Red Herring Prospectus, as also disclosed in “Outstanding Litigation and Material Developments” on page 403, in terms of the SEBI ICDR Regulations and the Materiality Policy, is provided below:

Category of individual/ entity	Criminal proceedings	Tax proceedings	Actions by statutory or regulatory authorities	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters in the last five financial years	Material civil litigation	Aggregate value or expected impact in terms of value (₹ in million) ⁽¹⁾
Company						
By our Company	Nil	Nil	NA	NA	2	111.60
Against our Company	Nil	4	Nil	NA	1	49.02
Subsidiary						
By our Subsidiary	Nil	Nil	NA	NA	Nil	Nil
Against our Subsidiary	Nil	Nil	Nil	NA	Nil	Nil
Directors						
By our Directors	Nil	Nil	NA	NA	Nil	Nil
Against our Directors	1	Nil	Nil	NA	Nil	Nil
Promoters						

Category of individual/entity	Criminal proceedings	Tax proceedings	Actions by statutory or regulatory authorities	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters in the last five financial years	Material civil litigation	Aggregate value or expected impact in terms of value (₹ in million) ⁽¹⁾
By our Promoters	Nil	Nil	NA	NA	Nil	Nil
Against our Promoters ⁽²⁾	1	Nil	Nil	Nil	Nil	Nil
Key Managerial Personnel						
By our KMP	Nil	NA	NA	NA	NA	NA
Against our KMP ⁽²⁾	1	NA	Nil	NA	NA	NA
Senior Management						
By members of Senior Management	1	NA	NA	NA	NA	NA
Against members of Senior Management	Nil	NA	Nil	NA	NA	NA

⁽¹⁾ To the extent ascertainable.

⁽²⁾ This includes proceedings against our Chairman and Managing Director, who is also one of the Promoters and KMPs of our Company.

Our Group Companies are not a party to any pending litigations which has a material impact on our Company. For further details, see “*Outstanding Litigation and Material Developments*” on page 403.

Risk Factors

The following is a summary of top ten risk factors of our Company:

1. Our business largely depends upon our top 10 customers (93.49%, 92.38% and 86.68% of our revenue from operations in Fiscals 2025, 2024 and 2023, respectively). The loss of any of these customers could have an adverse impact on our business, financial condition, results of operations and cash flows.
2. Our revenue is significantly dependent on the sale of smart energy meters (93.17%, 69.50% and 25.00% of the revenue from operations in Fiscals 2025, 2024 and 2023, respectively). Any variation in government policies, including adverse changes in the government policies for the deployment of smart energy meters, or our inability to secure orders for smart energy meters from electricity utilities or advanced metering infrastructure solution providers, could have an adverse impact on our business, results of operations, financial condition, and cash flows.
3. We depend on a few suppliers for the supply of our raw materials. In Fiscal 2025, 2024, and 2023, the cost of raw materials sourced from our top 10 suppliers accounted for 62.72%, 64.91%, and 49.25% of our total cost of raw materials, respectively. Any disruption in supply or increase in raw material prices from these suppliers could have a significant negative impact on our business, financial condition, results of operations, and cash flows.
4. We depend on orders for our products from electricity utilities through a competitive bidding process (22.14%, 53.06% and 16.20% of our revenue from operations generated from electricity utilities in Fiscal 2025, 2024 and 2023, respectively). We may not be able to qualify for, compete and secure orders, which could adversely affect our business and results of operations.
5. We import certain raw materials. In Fiscal 2025, 2024, and 2023, the cost of imported raw materials accounted for 48.30%, 47.77%, and 30.63% of our total raw material purchases, respectively. Any restrictions imposed by the GoI on the import of such raw materials or any increases in import duties on these raw materials, may adversely affect our business, results of operations and prospects.
6. We have derived a significant portion of our revenues from the sale of our energy meters in the states of Uttar Pradesh, Punjab and Gujarat (56.46%, 22.14% and 8.90% of our revenue from operations generated from the sale of energy meters in Uttar Pradesh, Punjab and Gujarat in Fiscal 2025, respectively). Consequently, any adverse developments affecting our operations in such regions, could have an adverse impact on our business, results of operations, financial condition and cash flows.

7. All of our manufacturing facilities are located in National Capital Territory (NCT) of Delhi which exposes our operations to potential risks arising from local and regional factors such as adverse social and political events, weather conditions and natural disasters in this region.
8. We operate in a competitive business environment. Failure to compete effectively against our competitors and new entrants to the industry may adversely affect our business, financial condition and results of operations.
9. We rely on our manufacturing facilities and any unscheduled or prolonged disruption or quality control issues at such facilities could adversely affect our business, financial condition, results of operations, and cash flows.
10. The orders for the supply of smart energy meters included in our order book may be delayed, modified, cancelled not fully paid, or terminated by our customers, and, therefore our order book is not necessarily indicative of our future revenue or profit.

Bidders are advised to read the risk factors carefully before taking an investment decision in the Offer. For details of the risks applicable to us, see “*Risk Factors*” on page 30.

Summary table of contingent liabilities

The following is a summary of contingent liabilities as of March 31, 2025, derived from our Restated Financial Information:
(in ₹ million)

Particulars	As at March 31, 2025
Central Goods and Service Tax Act, 2017*	10.45
Income Tax Act, 1961*	38.57
Financial bank guarantees	11.00

*No provision has been made against the GST demand and Income Tax Demand as the company has filed an appeal against the aforementioned demand.

For further details of the contingent liabilities of our Company, see “*Restated Financial Information—Note 33*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations—Contingent Liabilities and Capital Commitments*” on pages 351 and 395, respectively.

Summary of related party transactions

The details of related party transactions for the Fiscals indicated, as per Ind AS 24 – Related Party Disclosures, read with the SEBI ICDR Regulations are as set out in the table below:

Name of the related party	Nature of transactions	Financial Year ended March 31,		
		2025	2024	2023
		(₹ million)		
AEW Infratech Private Limited	Corporate Guarantee fees	20.88	-	-
	Rent paid	5.25	5.25	3.70
	Loan taken from the Company	-	-	2.27
	Loan repaid to the Company	-	-	2.27
	Corporate Guarantee Taken	2,151.00	1,699.50	1,211.90
AEW Smart Things Private Limited	Purchases	33.78	0.47	-
	Purchase of fixed assets	17.75		
AEW Smart Services Private Limited	Sales	0.17	-	-
	Services taken for meter installation	26.82	11.35	
	Purchase of fixed assets	0.70		
Mass Powertech Private Limited	Loan taken from the Company	-	7.01	1.08
	Loan repaid to the Company	0.01	7.00	1.11
	Purchases	-	2.64	-
RGM Solution Private Limited	Purchases	87.03	10.32	-
	Job Work	39.34	-	-
TGL Engineering Private Limited	Loan taken from the Company	-	8.42	-
	Loan repaid to the Company	0.03	8.39	-
TGL Enterprises Private Limited	Purchases	-	0.22	-
	Sales	-	-	0.41
RG Moulders	Purchases	0.56	3.16	2.61
	Sales	-	2.21	-
	Job Work	32.67	34.09	23.86

Ashutosh Goel	Rent paid	22.20	22.20	18.60
	Loan taken by the Company	41.50	2.64	80.38
	Loan repaid by the Company	49.95	2.99	90.73
	Employee benefit expense	120.00	44.50	24.00
Nidhi Goel	Rent paid	3.98	3.98	5.05
	Receipt of loan	5.00	3.40	44.96
	Repayment of loan	-	4.25	34.61
	Consultancy fees	14.40	4.80	3.60
Bimla Goel	Rent paid	16.36	14.77	11.65
	Loan taken by the Company	-	3.11	15.80
	Loan repaid by the Company	-	1.92	15.80
	Employee benefit expense	-	-	12.00
Vipul Gupta	Employee benefit expense	30.00	21.50	2.40
Ashish Singhal	Employee benefit expense	7.50	-	-
Manish Jain	Employee benefit expense	3.11	-	-
Bhaves Mehra	Employee benefit expense	0.63	-	-
Pradeep Kumar Pujari	Director sitting fees	0.25	-	-
Aravind Kumar Narasimha Marur	Director sitting fees	0.35	-	-

The elimination table for related party transactions is not applicable our Company, as there are no such transaction which needs to be eliminated in restated standalone summary statement.

For details of the related party transactions, see “*Restated Financial Information—Note 38*”.

Details of all financing arrangements

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

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

Except as disclosed below, our Promoters and the Promoter Selling Shareholder have not acquired any Equity Shares in the last one year preceding the date of this Draft Red Herring Prospectus.

Name of the Promoter	Nature of transfer/allotment	Number of Equity Shares acquired	Face value per Equity Share	Weighted average price per Equity Share (in ₹) ^{(1)**}
Ashutosh Goel*	Bonus Issue [#]	68,077,134	5	N.A.
Nidhi Goel	Cash	11	5	5.00
AEW Infratech Private Limited	Bonus Issue [#]	19,553,220	5	N.A.
RP Goel Family Trust	Gift	5,132,940	5	Nil [^]

* Also the Promoter Selling Shareholder

[^] Mrs. Bimla Goel transferred these shares to the R.P. Goel Family Trust by way of a gift.

[#] Pursuant to a resolution passed by our Board and resolution passed by the Shareholders at an extraordinary general meeting on March 01, 2025, bonus shares were issued to the existing Shareholders in the ratio of 1:9 (Record date: March 01, 2025).

^{**} As certified by J.C. Bhalla & Co., Chartered Accountants, having firm registration number 001111N, pursuant to their certificate dated July 4, 2025.

⁽¹⁾ Weighted Cost of Acquisition is calculated by way of dividing the total amount of consideration paid by total number of shares acquired. The shares transferred/disposed off has not been considered while computing the average cost of acquisition.

Average cost of acquisition of specified securities for our Promoters and the Promoter Selling Shareholder

The average cost of acquisition of Equity Shares for our Promoters and the Promoter Selling Shareholder as on the date of this Draft Red Herring Prospectus is as set out below:

Name of the Shareholder	Number of Equity Shares acquired	Average cost of acquisition per Equity Share (in ₹) ^{(1)#}
Promoters		
Ashutosh Goel*	75,641,205	0.27
Nidhi Goel	11	5.00

Name of the Shareholder	Number of Equity Shares acquired	Average cost of acquisition per Equity Share (in ₹) ^{(1)#}
AEW Infratech Private Limited	21,725,800	0.50
RP Goel Family Trust	5,132,940	Nil [^]

* Also the Promoter Selling Shareholder

[^] Bimla Goel transferred these shares to the R.P. Goel Family Trust by way of a gift.

[#] As certified by J.C. Bhalla & Co., Chartered Accountants, having firm registration number 001111N, pursuant to their certificate dated July 4, 2025.

(1) Average cost of acquisition has been arrived at by considering only the cost of shares allotted to the Promoters and the Promoter Selling Shareholder on account of further issue and bonus issue and transfers, i.e., cost paid by the Promoters and the Promoter Selling Shareholder 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.

(2) The selling price of the shares transferred by the respective Promoters and the Promoter Selling Shareholder to others has not been netted off while calculating the average cost of acquisition.

Notes:

(3) For the purpose of calculation of average cost of acquisition, the sub-division of shares has not been considered as an acquisition but the effect of such sub-division has been duly provided.

(4) The average cost of acquisition per equity share held by each Promotor or Promoter Selling Shareholder in our Company has been computed by applying the First-In-First-Out (FIFO) method

Details of price at which specified securities were acquired in the last three years preceding the date of this Draft Red Herring Prospectus by our Promoters, the Promoter Group, the Promoter Selling Shareholder or Shareholder(s) with rights to nominate Director(s) or other special rights

Except as disclosed below, none of our Promoters, members of our Promoter Group, the Promoter Selling Shareholder or Shareholder(s) with rights to nominate Director(s) or other special rights have acquired Equity Shares in the last three years preceding the date of this Draft Red Herring Prospectus.

Name	Nature of transaction	Date of acquisition	Number of Equity Shares acquired	Face value per Equity Share	Acquisition price per Equity Share (in ₹) [#]
Promoters and Promoter Selling Shareholder					
Ashutosh Goel*	Bonus Issue [^]	March 13, 2025	68,077,134	5	NA
Nidhi Goel	Cash	April 22, 2025	11	5	5.00
AEW Infratech Private Limited	Bonus Issue [^]	March 13, 2025	19,553,220	5	NA
RP Goel Family Trust	Gift	June 12, 2025	5,132,940	5	Nil
Promoter Group					
Bimla Devi Goel	Bonus Issue [^]	March 13, 2025	11,369,646	5	NA
Vipul Gupta Family Trust	Gift	June 12, 2025	3,750,000	5	Nil
Keshav Goel	Cash	April 22, 2025	11	5	5.00
Priyanka Gupta	Cash	April 22, 2025	11	5	5.00
Anjali Mangla	Cash	April 22, 2025	11	5	5.00

* Also the Promoter Selling Shareholder

[^] Pursuant to a resolution passed by our Board and resolution passed by the Shareholders at an extraordinary general meeting on March 01, 2025, bonus shares were issued to the existing Shareholders in the ratio of 9:1 (Nine Equity Shares for every one Equity Share of the Company held as on record date) (Record date: March 01, 2025).

[#] As certified by J.C. Bhalla & Co., Chartered Accountants, having firm registration number 001111N, pursuant to their certificate dated July 4, 2025.

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

The weighted average cost of acquisition of all Equity Shares transacted in (a) the one year preceding the date of this Draft Red Herring Prospectus; (b) the 18 months preceding the date of this Draft Red Herring Prospectus; and (c) the three years preceding the date of this Draft Red Herring Prospectus, are as follows:

Period	Weighted Average Cost of Acquisition (WACA) (in ₹)**	Cap Price is 'X' times the WACA ⁽¹⁾	Range of acquisition price: lowest price – highest price (in ₹)**
Last three years preceding the date of this Draft Red Herring Prospectus	0.00	[•]	Nil-5.00
Last 18 months preceding the date of this Draft Red Herring	0.00	[•]	Nil-5.00

Prospectus			
Last one year preceding the date of this Draft Red Herring Prospectus	0.00	[•]	Nil-5.00

As certified by J.C. Bhalla & Co., Chartered Accountants, having firm registration number 001111N, pursuant to their certificate dated July 4, 2025.

(1) Information will be included after finalization of the Price Band.

Pre-IPO Placement

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

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

Our Company has not issued any Equity Shares in the last one year for consideration other than cash, as on the date of this Draft Red Herring Prospectus.

Split/consolidation of Equity Shares in the last one year

Except as disclosed in the section, “*Capital Structure*” beginning on page 87, our Company has not undertaken a split or consolidation of the Equity Shares in the one year preceding the date of this Draft Red Herring Prospectus.

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

Our Company has not applied for or received any exemption from complying with any provisions of securities laws from SEBI.

CERTAIN CONVENTIONS, PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

Certain Conventions

All references contained in this Draft Red Herring Prospectus to “India” are to the Republic of India and its territories and possessions and all references herein to the “Government”, “Indian Government”, “GoI”, “Central Government” or the “State Government” are to the Government of India, central or state, as applicable and to the “U.S.”, “USA” or the “United States” are to the United States of America and its territories and possessions.

Unless otherwise specified, any time mentioned in this Draft Red Herring Prospectus is in Indian Standard Time (“IST”). Unless indicated otherwise, all references to a year in this Draft Red Herring Prospectus are to a calendar year.

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

Financial Data

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

Unless the context requires otherwise, the financial information in this Draft Red Herring Prospectus is derived from our Restated Financial Information. The Restated Financial Information of our Company comprising the restated statement of assets and liabilities as at March 31, 2025, March 31, 2024 and March 31, 2023, the restated statement of profit and loss and the restated statement of cash flows and restated changes in equity for the years ended March 31, 2025, March 31, 2024 and March 31, 2023, the summary statement of notes and other explanatory information, derived from the audited financial statements as at and for the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023, prepared in accordance with Ind AS and restated in accordance with requirements of Section 26 of Part I of Chapter III of the Companies Act, the SEBI ICDR Regulations and the Guidance Note on “Reports on Company Prospectuses (Revised 2019)” issued by the ICAI.

For further information, see “*Restated Financial Information*” beginning on page 299.

Ind AS, U.S. GAAP and IFRS differ in certain significant respects from other accounting principles and standards with which investors may be more familiar. We have not made any attempt to explain those differences or quantify their impact on the financial data included in this Draft Red Herring Prospectus, nor do we provide a reconciliation of our financial statements to those of IFRS or any other accounting principles or standards. If we were to prepare our financial statements in accordance with such other accounting principles, our results of operations, financial condition and cash flows may be substantially different. For details in connection with risks involving differences between Ind AS, U.S. GAAP and IFRS, see “*Risk Factors— 52. Certain non-GAAP financial measures and certain other statistical information relating to our operations and financial performance like EBITDA, EBITDA Margin, PAT Margin, Return on capital employed and Return on equity have been included in this Draft Red Herring Prospectus. These non-GAAP financial measures are not measures of operating performance or liquidity defined by Ind AS and may not be comparable.*” on page 58. Prospective investors should consult their own professional advisers for an understanding of the differences between these accounting principles and those with which they may be more familiar. The degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting policies and practices, Ind AS, the Companies Act and the SEBI ICDR Regulations. Any reliance by persons not familiar with these accounting principles and regulations on our financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited.

All figures in decimals (including percentages) have been rounded off to two decimals. 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.

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

Unless stated or the context requires otherwise, any percentage amounts, as disclosed in “*Risk Factors*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages 30, 225 and 372, respectively, and elsewhere in this Draft Red Herring Prospectus have been calculated on the basis of the Restated Financial Information.

Non-GAAP measures

We use a variety of non-GAAP financial and operational performance indicators to measure and analyze our financial and operational performance and financial condition from period to period, and to manage our business. Such non-GAAP measures include, but are not limited to EBITDA, EBITDA Margin, PAT Margin, Return on capital employed, Return on equity (“**Non-GAAP Measures**”). These Non-GAAP Measures are a supplemental measure of our performance and liquidity that is not required by, or presented in accordance with, Ind AS, Indian GAAP, IFRS or US GAAP. Further, these Non-GAAP Measures are not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, IFRS or US GAAP and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the years/ period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, IFRS or US GAAP. In addition, these Non-GAAP Measures are not standardised 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.

Non-GAAP financial information is presented for supplemental informational purposes only, has limitations as an analytical tool and should not be considered in isolation or as a substitute for financial information presented in accordance with Ind AS. Non-GAAP financial information may be different from similarly titled Non-GAAP measures used by other companies. The principal limitation of these non-GAAP financial measures is that they exclude significant expenses and income that are required by Ind AS to be recorded in our financial statements, as further detailed below. In addition, they are subject to inherent limitations as they reflect the exercise of judgment by management about which expenses and income are excluded or included in determining these non-GAAP financial measures. Investors are encouraged to review the related Ind AS financial measures and the reconciliation of non-GAAP financial measures to their most directly comparable Ind AS financial measures included below and to not rely on any single financial measure to evaluate our business.

Also see “*Risk Factors— 52. Certain non-GAAP financial measures and certain other statistical information relating to our operations and financial performance like EBITDA, EBITDA Margin, PAT Margin, Return on capital employed and Return on equity have been included in this Draft Red Herring Prospectus. These non-GAAP financial measures are not measures of operating performance or liquidity defined by Ind AS and may not be comparable.*”

Currency and Units of Presentation

All references to “₹” or “Rupees” or “Rs.” or “INR” are to Indian Rupees, the official currency of the Republic of India.

All references to “US\$” or “USD” are to the United States Dollars, the official currency of the United States of America.

All references to “EUR” or “€” are to Euro, the official currency of the European Union.

Certain numerical information has been presented in this Draft Red Herring Prospectus in “million” units. 1,000,000 represents one million and 1,000,000,000 represents one billion. However, where any figures that may have been sourced from third-party industry sources are expressed in denominations other than million, such figures appear in this Draft Red Herring Prospectus expressed in such denominations as provided in their respective sources.

Exchange Rates

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

The table below sets forth, for the dates indicated, information with respect to the exchange rate between the Rupee and the respective foreign currencies.

Currency	Exchange rate as on		
	March 31, 2025 (₹)	March 31, 2024 (₹)	March 31, 2023 (₹)
1 USD	85.58	83.37	82.22
1 EUR	92.32	90.22	89.61

Source: www.fbil.org.in.

Note: Exchange rate is rounded off to two decimal places; In case March 31 or any date 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 Draft Red Herring Prospectus have been obtained or derived from publicly available information as well as industry publications and sources such as a report dated July 2025 and titled “*Market assessment of smart meters, IIOT automation and wires & cables*” that has been prepared by Crisil Intelligence, which report has been exclusively commissioned and paid for by our Company for the purposes of confirming our understanding of the industry in connection with the Offer (the “**Crisil Report**”). Crisil Intelligence is an independent agency and is not a related party of our Company, our Promoters, our Promoter Group, Directors, Key Managerial Personnel, Senior Management or the Book Running Lead Managers. References to segments in “*Industry Overview*” on page 139 and information derived from the Crisil Report are in accordance with the presentation, analysis and categorisation in the Crisil Report.

Additionally, certain industry related information in “*Industry Overview*”, “*Our Business*”, “*Risk Factors*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operation*” on pages 139, 225, 30 and 372, respectively, has been derived from the Crisil Report.

The Crisil Report is available on the website of our Company at www.aewinfra.com/investor/ as of date of this Draft Red Herring Prospectus.

These industry sources and publications are 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 and assumptions that may prove to be incorrect. The extent to which the industry and market data presented in this Draft Red Herring Prospectus is meaningful depends upon the reader’s familiarity with, and understanding of, the methodologies used in compiling such information. There are no standard data gathering methodologies in the industry in which our Company conducts business. Methodologies and assumptions may vary widely among different market and industry sources. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those disclosed in “*Risk Factors*” on page 30. Accordingly, no investment decision should be made solely on the basis of such information.

In accordance with the SEBI ICDR Regulations, “*Basis for Offer Price*” on page 124 includes information relating to our industry peer companies, which has been derived from publicly available sources.

FORWARD-LOOKING STATEMENTS

This Draft Red Herring Prospectus contains certain statements which are not statements of historical fact and may be described as “forward-looking statements”. These forward-looking statements generally can be identified by words or phrases such as “aim”, “anticipate”, “are likely”, “believe”, “continue”, “expect”, “estimate”, “intend”, “objective”, “plan”, “goal”, “project”, “propose”, “seek to”, “shall”, “likely”, “will”, and “will continue” or other words or phrases of similar import. Similarly, statements that describe our Company’s expected financial condition, results of operations, business, prospects, strategies, objectives, plans or goals are also forward-looking statements. However, these are not the exhaustive means of identifying forward looking statements. All forward-looking statements are based on our Company’s 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.

Actual results may differ materially from those suggested by the forward-looking statements due to risks or uncertainties associated with our expectations with respect to, but not limited to, regulatory changes pertaining to the industry in which we operate and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India and globally, which have an impact on our business activities or investments, the monetary and fiscal policies of India, inflation, deflation, 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 laws, regulations and taxes, changes in competition in our industry, incidence of natural calamities and/or acts of violence. Important factors that could cause actual results to differ materially from our Company’s expectations include, but are not limited to, the following:

- Ability to attract and retain customers;
- Changing technological and market trends and developing new products aligned with customer demands;
- Meeting the promised level of performance and quality;
- Operating cost effectively and achieving profitability;
- Our expansion towards gas and water meters;
- Inability to expand towards new market; and
- Inability to qualify for, compete and win projects or identify and acquire new projects.

Certain information in “*Industry Overview*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages 139, 225 and 372, respectively, of this Draft Red Herring Prospectus have been obtained from the Crisil Report, which has been commissioned and paid for by our Company.

For further discussion of factors that could cause the actual results to differ from the expectations, see “*Risk Factors*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages 30, 225 and 372, respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses in the future could materially differ from those that have been estimated and are not a guarantee of future performance.

We cannot assure investors that the expectation reflected in these forward-looking statements will prove to be correct. Given the uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements as a guarantee of future performance.

Forward-looking statements reflect the current views of our Company as of the date of this Draft Red Herring Prospectus and are not a guarantee of future performance. These statements are based on our management’s beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Accordingly, we cannot assure investors that the expectations reflected in these forward-looking statements will prove to be correct and given the uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements as a guarantee of future performance. None of our Company, our Promoters, our Promoter Group, our Directors, our Key Managerial Personnel, Senior Management, the Syndicate or any of their respective affiliates has any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying

assumptions do not come to fruition. In accordance with the SEBI ICDR Regulations, our Company will ensure that investors are informed of material developments from the date of the Red Herring Prospectus until the date of Allotment. In accordance with regulatory requirements including requirements of SEBI and as prescribed under applicable law, the Promoter Selling Shareholder will ensure that investors are informed of material developments in relation to the statements and undertakings specifically made or confirmed by such Promoter Selling Shareholder in relation to himself as a Promoter Selling Shareholder and his respective portion of the Offered Shares from the date of the Red Herring Prospectus until the date of Allotment pursuant to the Offer.

SECTION II: RISK FACTORS

An investment in equity shares involves a high degree of risk. Investors should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. The risks described below are not the only ones relevant to us or our Equity Shares, the industry in which we operate or to India and other jurisdictions we operate in. Additional risks and uncertainties, not currently known to us or that we currently do not deem material may also adversely affect our business, financial condition, results of operations and cash flows. If any or a combination of the following risks, or other risks that are not currently known or are not currently deemed material, actually occur, our business, financial condition, results of operations and cash flows could be adversely affected, the price of our Equity Shares could decline, and investors may lose all or part of their investment. In order to obtain a more detailed understanding of our Company and our business, prospective investors should read this section in conjunction with “Our Business”, “Industry Overview”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Restated Financial Information” on pages 225, 139, 372 and 299, respectively, as well as the other financial information contained in this Draft Red Herring Prospectus. In making an investment decision, prospective investors must rely on their own examination of us and our business and the terms of the Offer including the merits and risks involved.

Prospective investors should consult their tax, financial and legal advisors about the particular consequences of investing in the Offer. Unless specified or quantified in the relevant risk factors below, we are unable to quantify the financial or other impact of any of the risks described in this section. Prospective investors in our Equity Shares 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 in India, which may differ in certain respects from that of other countries.

This Draft Red Herring Prospectus also contains certain forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Red Herring Prospectus. For further information, see “Forward-Looking Statements” on page 28. Unless otherwise indicated, the financial information included herein is based on our Restated Financial Information included in this Draft Red Herring Prospectus. For further information, see “Restated Financial Information” on page 299.

Our Company’s financial year commences on April 1 and ends on March 31 of the subsequent year, and references to a particular fiscal year are to the 12 months ended March 31 of that particular year. Unless otherwise indicated or the context otherwise requires, the financial information included herein is based on or derived from our Restated Financial Statements included in this Draft Red Herring Prospectus. For further information, see “Financial Information” on page 299. Also see, “Definitions and Abbreviations” on page 1 for certain terms used in this section. Unless otherwise stated or the context otherwise requires, references in this section to “we”, “us”, “our”, “our Company” or “the Company” are to Allied Engineering Works Limited.

Unless otherwise indicated, industry and market data used in this section has been derived from the industry report titled “Market assessment of smart meters, IIOT automation and wires and cables” dated July, 2025 (the “**Crisil Report**”) prepared and issued by Crisil Intelligence, appointed by us pursuant to an engagement letter dated February 13, 2025 and exclusively commissioned and paid for by us to enable investors to understand the industry in which we operate in connection with the Offer. The data included herein includes excerpts from the Crisil Report and may have been re-ordered by us for the purposes of presentation. Unless otherwise indicated, financial, operational, industry and other related information derived from the Crisil Report and included herein with respect to any particular calendar year/ Fiscal refers to such information for the relevant calendar year/ Fiscal. A copy of the Crisil Report is available on the website of our Company at www.aewinfra.com/investor/. For further information, see “Risk Factors – 51. Certain sections of this Draft Red Herring Prospectus disclose information from the Crisil Report which is a paid report and commissioned and paid for by us exclusively in connection with the Offer and any reliance on such information for making an investment decision in the Offer is subject to inherent risks.” on page 58. Also see, “Certain Conventions, Currency of Presentation, Use of Financial Information and Market Data –Industry and Market Data” on page 27.

Internal Risk Factors

1. **Our business largely depends upon our top 10 customers (93.49%, 92.38% and 86.68% of our revenue from operations in Fiscals 2025, 2024 and 2023, respectively). The loss of any of these customers could**

have an adverse impact on our business, financial condition, results of operations and cash flows.

We supply our products to electricity utilities and advanced metering infrastructure service providers (“AMISPs”). Historically, we have derived a significant portion of our revenues from our top 10 customers. A major customer in one year may not provide the same level of revenues for us in any subsequent year. We cannot assure you that we will be able to maintain historic levels of business from our top 10 customers, or that we will be able to significantly reduce customer concentration in the future, all of which could have an impact on our business prospects and financial performance. Further, loss of all or a substantial portion of sales to any of our top 10 customers, in particular for any reason (including, due to loss of contracts or failure to negotiate acceptable terms, loss of market share of these customers in their industries, disputes with these customers, adverse change in the financial condition of these customers, decline in their sales, plant shutdowns, labour strikes or other work stoppages affecting production of these customers), could have an adverse impact on our business, results of operations, financial condition and cash flows. The table below sets forth details of our revenues from our top customers, in the years indicated:

Products	Fiscal 2025	Fiscal 2024	Fiscal 2023
Revenue from the top customer (₹ million)	1,714.36	1,857.76	257.10
Revenue from the top customer as a percentage of revenue from operations	23.91%	53.31%	15.77%
Revenue from the top 5 customers (₹ million)	5,283.97	2,734.74	1,125.54
Revenue from the top 5 customers as a percentage of revenue from operations	73.68%	78.48%	69.06%
Revenue from the top 10 customers (₹ million)	6,704.20	3,219.49	1,412.76
Revenue from the top 10 customers as a percentage of revenue from operations	93.49%	92.38%	86.68%

* In Fiscal 2025, our top 10 customers include Punjab State Power Corporation Limited, GMR Agra Smart Meters Limited, GMR Triveni Smart Meters Limited, GMR Kashi Smart Meters Limited, Dakshin Gujarat Smart Metering Private Limited, Intellismart Infrastructure Private Limited, Paschimanchal Infrastructure Private Limited, Madhyanchal One Infrastructure Private Limited and two other companies whose names have not been disclosed here due to non-receipt of consent.

* In Fiscal 2024, our top 10 customers include Punjab State Power Corporation Ltd, Dakshin Gujarat Smart Metering Private Limited, Intellismart Infrastructure Private Limited, Minda Corporation Limited, Techno Electric & Engineering Company Limited, three other electric utilities and two companies whose names have not been disclosed here due to non-receipt of consent.

* In Fiscal 2023, our top 10 customers include Punjab State Power Corporation Limited, Minda Corporation Limited, Techno Electric & Engineering Company Limited, five other electric utilities, one international electric utility and one company whose names have not been disclosed here due to non-receipt of consent.

Under the terms of our agreements or purchase orders with our customers, our customers have the option to terminate such contract with cause or without cause at short notice. If we fail to meet our contractual obligations in a timely manner, or at all, our customers may be entitled to liquidated damages or may terminate the contract with no further liability or obligation to us. This could have an impact on our financial condition and results of operations. While we have not experienced any instances of contract terminations by our customers in the last three Fiscals which had an adverse impact on our business, results of operations, financial condition and cash flows, we cannot assure you that such instances will not arise in the future. Further, the loss of any one or more of such key customers for any reason (including due to failure to negotiate acceptable terms) could have an adverse effect on our business, results of operations and financial condition. Additionally, these key customers may also replace us with our competitors or replace their existing products with alternative products which we do not supply. Further, some of our customers may operate in the same line of business as us, which could result in a competitive disadvantage and adversely affect our market position.

- Our revenue is significantly dependent on the sale of smart energy meters (93.17%, 69.50% and 25.00% of the revenue from operations in Fiscals 2025, 2024 and 2023, respectively). Any variation in government policies, including adverse changes in the government policies for the deployment of smart energy meters, or our inability to secure orders for smart energy meters from electricity utilities or advanced metering infrastructure solution providers, could have an adverse impact on our business, results of operations, financial condition, and cash flows.***

A substantial portion of our revenue is generated from the sale of smart energy meters, with single-phase smart meters being a particularly significant contributor. As of March 31, 2025, we have supplied 2.92 million smart meters for installation across six states, including Uttar Pradesh, Punjab and Gujarat. The table below sets forth details of our revenues from the sale of smart energy meters for the years indicated:

Products	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
Single phase smart meters (I)	4,737.15	66.06%	1,726.14	49.53%	356.63	21.88%
DT smart meters (II)	1,269.18	17.70%	3.23	0.09%	Nil	Nil
Other smart meters including three phase and HT smart meters (III)	675.09	9.41%	692.46	19.88%	50.80	3.12%
Revenue from smart meters (IV) = (I) + (II) + (III)	6,681.42	93.17%	2,421.83	69.50%	407.43	25.00%

Note: Revenue from smart meters includes revenue from services provided to Punjab State Power Corporation Limited as AMISP.

Any decline in the demand for smart energy meters, whether due to changes in technology or changes in governmental policies could adversely affect our business, financial condition, operational results, and cash flows. For example, the Government of India's Smart Meter National Programme ("SMNP") under the Revamped Distribution Sector Scheme ("RDSS") is a key driving factor for the installation of smart meters. (Source: *Crisil Report*) The programme focuses on modernizing the electricity distribution infrastructure through the large-scale deployment of smart energy meters and aims to replace 250 million conventional meters with smart energy meters, enhancing energy management, reducing transmission and distribution losses, and improving consumer engagement. (Source: *Crisil Report*) If the Government of India were to reduce the budgetary allocations provided towards the SMNP, it could slow down the installation of smart meters, thereby reducing the demand for our products. Further, if we are unable to secure orders either directly from electricity utilities or advanced metering infrastructure service providers ("AMISPs") in the manner we have in the past, it may adversely impact our business, results of operations, financial condition, and cash flows.

3. ***We depend on a few suppliers for the supply of our raw materials. In Fiscal 2025, 2024, and 2023, the cost of raw materials sourced from our top 10 suppliers accounted for 62.72%, 64.91%, and 49.25% of our total cost of raw materials, respectively. Any disruption in supply or increase in raw material prices from these suppliers could have a significant negative impact on our business, financial condition, results of operations, and cash flows.***

We require various raw materials, including switch-mode power supplies - IC ("SMPS-IC") for power integration, micro controller, cylindrical battery, coin cell battery, LCD display, relay driver, double pole relay, 3D hall sensor, current transformer, general packet radio service ("GPRS") module to manufacture our products. During the product design phase, we have the flexibility to select from multiple suppliers for our raw materials. However, for some raw materials, such as integrated circuits, once a specific supplier is chosen, we may be required to source from such suppliers until the product design is modified. Consequently, if any issues arise with these suppliers, it could be challenging to transition to an alternative supplier until the design is updated. While we have not had any such instances where we faced quality issues or disruption in the supply chain from such suppliers in the last three Fiscals, we cannot assure you that such instances will not arise in the future.

Our reliance on a select group of suppliers may also constrain our ability to negotiate our arrangements, which may have an impact on our ability to procure raw materials on commercially reasonable terms. The table sets forth below cost of raw materials sourced from our ten suppliers in the years indicated:

Products	Fiscal 2025	Fiscal 2024	Fiscal 2023
Cost of raw materials sourced from top 10 suppliers (₹ million)	2,757.43	1,587.46	660.12
Cost of raw materials sourced from top 10 suppliers as a percentage of total raw materials sourced	62.72%	64.91%	49.25%

** In Fiscal 2025, our top 10 suppliers include SMET Singapore Pte Ltd, Avnet Asia Pte Ltd, Coils & Transformer India Private Limited, Rabyte Technologies LLP, Rosy Electronics Private Limited, Covestro (India) Private Limited, SUP Tech Company Limited and three other companies whose names have not been disclosed here due to non-receipt of consent.*

** In Fiscal 2024, our top 10 suppliers include SMET Singapore Pte Ltd, Avnet Asia Pte Ltd, Coils & Transformer India Private Limited, Matod Industries Private Limited, Ramkrishna Electro Components Pvt Ltd, SUP Tech Co. Ltd, Covestro (India) Private Limited, Rabyte Technologies LLP and two other companies whose names have not been disclosed here due to non-receipt of consent.*

** In Fiscal 2023, our top 10 suppliers include Avnet Asia Pte Ltd, Covestro (India) Private Limited, Coils & Transformer India Private Limited, SUP Tech Co. Ltd, Ramkrishna Electro Components Private Limited and five other companies whose names have not been disclosed here due to non-receipt of consent.*

We do not have long-term agreements or firm commitments with our suppliers. Instead, we typically procure materials through purchase orders. As a result, we may be unable to obtain raw materials in a timely manner, or at all. We are exposed to a risk wherein one or more of our existing suppliers may discontinue their supplies to us, and any inability on our part to procure raw materials from alternate suppliers in a timely fashion, or on terms acceptable us, may adversely affect our operations. While there have been no instances where our suppliers have discontinued their supplies to us or where we could not find a replacement for any particular supplier in the last three Fiscals, we cannot assure you that such instances will not arise in future. Our suppliers may not deliver the required quantity of materials or there may be a disruption in timely supply, resulting in delays to our production schedule and adversely affecting our overall production. While there have been no instances where our suppliers were unable to supply us with the desired quantities of specific raw material, or delayed our production schedule in the last three Fiscals, we cannot assure you that such instances will not arise in future.

Changes in the business strategies of our suppliers, financial difficulties they may encounter, or geopolitical factors could disrupt the availability of raw materials. This could force us to seek alternative suppliers or technologies, which could be time-consuming and costly. Additionally, the prices of our raw materials fluctuate based on a number of factors outside our control, including general economic conditions, competition, commodity market fluctuations, the quality and availability of supply, currency fluctuations, consumer demand, manufacturing capacity, transportation costs, import duties and government policies and regulations. The failure to achieve corresponding sales price increases in a timely manner, sales price erosion without a corresponding reduction in raw material costs or delays in their availability or failure to re-negotiate favourable raw material supply contracts are factors that may have a material adverse effect on our business, financial condition and results of operations.

4. We depend on orders for our products from electricity utilities through a competitive bidding process (22.14%, 53.06% and 16.20% of our revenue from operations generated from electricity utilities in Fiscal 2025, 2024 and 2023, respectively). We may not be able to qualify for, compete and secure orders, which could adversely affect our business and results of operations.

Electricity utilities award contracts following competitive bidding processes and satisfaction of prescribed qualification criteria. The table below sets forth details of our revenues from electricity utilities and AMISPs for the years indicated:

Products	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
AMISPs	5,092.14	71.01%	572.97	16.44%	142.53	8.74%
Electricity Utilities	1,587.50	22.14%	1,848.86	53.06%	264.07	16.20%
Others*	1.78	0.02%	Nil	NA	0.83	0.06%
Total	6,681.42	93.17%	2,421.83	69.50%	407.43	25.00%

**Others include revenues generated from the supply of samples.*

In particular, our sales to electricity utilities are based on submission of bids and grant of contracts, which may require us to offer our products at competitive prices to them. However, there can be no assurance that our bid will be successful. Moreover, even if our bid is successful, we may not receive orders within expected timelines or at all, which may negatively impact our annual production and sales plans. While we have been awarded contracts in the past three Fiscals, there can be no assurance that we will continue to receive such contracts in future or achieve contracts of higher contracts value. While reputation and experience and sufficiency of financial resources are important considerations in authority decisions, there can be no assurance that we would be able to meet such qualification criteria. We spend considerable time and resources in the preparation and submission of bids. We cannot assure you that we will bid where we have been prequalified to submit a bid or that our bids,

when submitted or if already submitted, would be accepted.

5. ***We import certain raw materials. In Fiscal 2025, 2024, and 2023, the cost of imported raw materials accounted for 48.30%, 47.77%, and 30.63% of our total raw material purchases, respectively. Any restrictions imposed by the GoI on the import of such raw materials or any increases in import duties on these raw materials, may adversely affect our business, results of operations and prospects.***

We import certain raw materials such as micro controller from Singapore, LCD display from China and cylindrical battery from Korea. The table below sets forth details of raw materials imported, which is also expressed as a percentage of total purchase of raw materials in the years indicated:

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Cost of raw materials imported (₹ million)	2,123.63	1,168.23	410.57
Total purchase of raw materials (₹ million)	4,396.44	2,445.49	1,340.33
Cost of raw materials imported as a percentage of total purchase of raw materials	48.30%	47.77%	30.63%

Note: The above numbers represent the cost of raw materials purchased which include both the material consumed for production and inventory. While the cost of imported raw materials represents a significant portion of the total purchase, not all of these imported raw materials are in production as some are held in inventory due to longer lead times for future use.

Any restrictions imposed by the Government of India or changes in regulations on the import of such raw materials or geopolitical factors or any embargoes on the jurisdictions where our suppliers are located, or any increase in import duties on these raw materials, may adversely affect our business, results of operations and prospects. While we have not experienced any instances where these factors have significantly disrupted our supply chain in the last three Fiscals or had an adverse impact on our business, results of operations, financial condition and cash flows, we cannot assure you that such disruptions will not occur in the future. If any of these events were to materialize, it could lead to delays in production, increased costs, and potential shortages of critical raw materials, thereby impacting our ability to meet customer demand and maintain our financial performance.

6. ***We have derived a significant portion of our revenues from the sale of our energy meters in the states of Uttar Pradesh, Punjab and Gujarat (56.46%, 22.14% and 8.90% of our revenue from operations generated from the sale of energy meters in Uttar Pradesh, Punjab and Gujarat in Fiscal 2025, respectively). Consequently, any adverse developments affecting our operations in such regions, could have an adverse impact on our business, results of operations, financial condition and cash flows.***

We derived a significant portion of our domestic revenues from the sale of our energy meters in the States of Uttar Pradesh, Punjab and Gujarat. The table below sets forth our revenues generated from the sale of our energy meters in such states in the years indicated:

Geography	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount (₹ million)	Percentage of Revenue from Operations	Amount (₹ million)	Percentage of Revenue from Operations	Amount (₹ million)	Percentage of Revenue from Operations
Uttar Pradesh	4,048.61	56.46%	497.15	14.27%	229.72	14.09%
Punjab	1,587.50	22.14%	1,864.99	53.52%	247.95	15.21%
Gujarat	638.41	8.90%	361.36	10.37%	21.80	1.34%
Maharashtra	388.48	5.42%	53.15	1.53%	266.68	16.36%
Andhra Pradesh	96.05	1.34%	121.50	3.49%	178.00	10.92%
Haryana	-	-	45.21	1.30%	188.39	11.56%
Others*	1.78	0.02%	260.03	7.47%	72.73	4.46%

**Others include the states of Madhya Pradesh and Telangana. Further, it also includes the revenues generated from the supply of samples to the customers.*

Due to the geographic concentration of the sale of our products, our operations are susceptible to local and regional factors in such states, such as adverse economic and weather conditions, social and political events, natural disasters, demographic changes, and other unforeseen events and circumstances. Further, we rely on tenders issued by the state electricity utilities, if there is a reduction in such tenders or if we become non-eligible to apply for such tenders or restrictions are imposed on our Company to apply to those tenders, it may adversely impact our business. While we have not experienced any such instances which adversely impacted our business and results

of operations during the last three Fiscals, we cannot assure you that such instances will not arise in the future. Any significant social, political or economic disruption, natural calamities or civil disruptions in these regions, changes in policies of the State or local governments or the Government of India or adverse developments related to competition in these regions, may adversely affect our business, results of operations, financial condition and cash flows.

7. *All of our manufacturing facilities are located in National Capital Territory (NCT) of Delhi which exposes our operations to potential risks arising from local and regional factors such as adverse social and political events, weather conditions and natural disasters in this region.*

As of the date of this Draft Red Herring Prospectus, our Company operates three manufacturing facilities in National Capital Territory (NCT) of Delhi. While we intend to establish new manufacturing facilities at Kundli and Rai in the state of Haryana, due to our present geographic concentration of our manufacturing facilities in National Capital Territory (NCT) of Delhi, our operations are susceptible to local and regional factors, such as civil unrest as well as other adverse social, economic and political events in National Capital Territory (NCT) of Delhi, weather conditions, natural disasters, regional conflicts and other unforeseen events and circumstances. While we have not experienced any such instance in the last three Fiscals, any significant social, political or economic disruption, natural calamities or civil disruptions in the future in National Capital Territory (NCT) of Delhi, or changes in policies of the state or local governments or the government of India, may adversely affect our business, results of operations, financial conditions and cash flows.

8. *We operate in a competitive business environment. Failure to compete effectively against our competitors and new entrants to the industry may adversely affect our business, financial condition and results of operations.*

The manufacturing of meters is competitive, and it experiences rapid technological developments and changes in customer requirements. Intense competition from both well-established companies and new market entrants creates a highly competitive environment. Our key competitors include among others, Genus Power Infrastructures Limited, HPL Electric and Power Limited, Secure Meters Limited, Sinhal Udyog Private Limited (Kimbal), Avon Meters Private Limited, Capital Power Systems Limited, Landis+Gyr AG, Hubbell Inc., Badger Meter Inc. and Itron Inc. (Source: CRSIL Report) For further details on our competitors, see “Our Business – Competition” and “Industry Overview – Competition analysis of companies with similar offerings” on pages 257 and 215, respectively. We compete on the basis of our ability to fulfil our contractual obligations including the quality of products and the timely delivery of the products. Our competitors may have substantially greater financial, management, research and marketing resources than we have as a result of which they may be able to utilise their resources and economies of scale to develop improved products, divert sales away from us by winning broader contracts or hire our employees by offering more lucrative compensation packages. Our competitors may be able to provide our customers with different or greater capabilities or benefits than we can provide in areas such as technology, technical qualifications, post contract performance, price and availability of key professional personnel. Our failure to compete effectively with respect to any of these or other factors could have an adverse effect on our business, prospects, financial condition or operating results.

9. *We rely on our manufacturing facilities and any unscheduled or prolonged disruption or quality control issues at such facilities could adversely affect our business, financial condition, results of operations, and cash flows.*

As of the date of this Draft Red Herring Prospectus, our Company operates three manufacturing facilities in National Capital Territory (NCT) of Delhi. For details regarding our manufacturing facilities, see “Our Business – Manufacturing Facilities” on page 250. Any unscheduled or prolonged disruption at such facilities, including power failure, fire and unexpected mechanical failure of equipment, labour disputes, strikes, lock-outs, earthquakes and other natural disasters, industrial accidents or any significant social, political or economic disturbances, could affect our ability to manufacture our products. While we have not experienced any disruption at our facilities in the last three Fiscals, resulting in an adverse impact on our business or results of operations, we cannot assure you that such instances will not arise in the future. If we were found to be in contravention of any of the conditions of our regulatory approvals required for our manufacturing facilities, we may be required to cease our operations at such facilities, or limit production until the disputes concerning such approvals are resolved. While we have not experienced any disruption at our facilities on account of non-compliance of any conditions of our regulatory approvals in the last three Fiscals, resulting in an adverse impact on our business or results of operations, we cannot assure you that such instances will not arise in the future.

10. The orders for the supply of smart energy meters included in our order book may be delayed, modified, cancelled not fully paid, or terminated by our customers, and, therefore our order book is not necessarily indicative of our future revenue or profit.

As of March 31, 2025, we had confirmed orders for the supply of 5.79 million smart energy meters, amounting to ₹ 18,535.98 million. These orders are subject to various uncertainties and may be subject to modification, cancellation, delay, or suspension for reasons outside our control. Such reasons may include changes in the scope of work, alterations in government policies, or shifts in budgetary allocations, any of which could diminish the value of our order book and the income and profits we ultimately derive from these orders. While we have not encountered any order terminations in the past three fiscals, there have been certain instances wherein order quantity was modified or prices changed by our customers we cannot assure you that such occurrences will not materialize in the future and have an adverse impact on our business. Our order book is not a definitive indicator of our future performance. The actual revenue we generate may be substantially lower than what we anticipate from these outstanding orders, which could have an adverse impact on our business, results of operations, financial condition and cash flows. We cannot guarantee that the income that we anticipate from our order book will be realized, or, if it is realized, that it will occur on schedule or result in profitability.

11. Delay/ default in payment of statutory dues may attract penalties which could have an adverse impact on our financial condition.

We are required to make certain payments to various statutory authorities from time to time, including but not limited to payments pertaining to employee provident fund, employee state insurance, income tax and excise duty. The table below sets forth the details of the statutory dues paid by our Company in relation to our employees for the periods indicated below:

S. No	Name of Statute	Amount Involved (in ₹)	Duration of the Default (in days)	Due as at Relevant Reporting Month	Actual date of Payment
1.	Employee State Insurance Corporation	4,797	59	January, 2025	April 14, 2025
2.	Employee State Insurance Corporation	5,006	31	February 2025	April 14, 2025

**The delay is attributable to due to non-fulfilment of requirement related to linking of employee Aadhar number and/or PAN card number with the employee provident fund records.*

The table below sets forth the details of our total employees as of the dates indicated:

Particulars	As of March 31,		
	2025	2024	2023
Total permanent employees	412	367	193

While there were two instances of failure to pay statutory dues in the three preceding Fiscals, we cannot assure you to that we will be able to pay our statutory dues timely, or at all, in the future. Any failure or delay in payment of such statutory dues may expose us to statutory and regulatory action, as well as significant penalties, and may adversely impact our business, results of operations, cash flows and financial condition.

12. We propose to utilise a portion of the Net Proceeds from the Offer towards establishing the Proposed Manufacturing Facilities, and such efforts may be subject to delays, cost overruns, or other risks and uncertainties.

We propose to establish two manufacturing facilities at Kundli Industrial Estate, Sonapat, Haryana and Industrial Estate, Rai (Sonapat), Haryana by utilising a portion of the Net Proceeds, as described in “Objects of the Offer – 1. Part financing the capital expenditure requirements for establishing the Proposed Manufacturing Facilities” on page 105. Our proposals for the establishing manufacturing facilities require significant capital expenditure and significant time and attention from our management. We have not entered into any definitive agreements to utilize the Net Proceeds and have relied on the quotations received from third parties for estimation of the cost. Additionally, we are yet to place orders for the purchase of such equipment and machinery forming part of the proposed capital expenditure and we cannot assure you that we will be able to place orders for such equipment and machinery, in a timely manner or at all. We have obtained the quotations from various vendors in relation to

such capital expenditure; however most of these quotations are valid for a certain period of time and may be subject to revisions, and other commercial and technical factors, including financial and market condition, business and strategy, competition, negotiation with suppliers, variation in cost estimates on account of factors, including changes in design or configuration of the equipment and interest or exchange rate fluctuations and other external factors including changes in the price of the equipment due to variation in commodity prices which may not be within the control of our management. We cannot assure you that we will be able to undertake such capital expenditure within the cost indicated by such quotations or that there will not be cost escalations. We have estimated the total cost of such capital expenditure to be incurred by our Company as ₹ 2,666.74 million. Further, out of which as on the date of this Draft Red Herring Prospectus, our Company has deployed ₹ 395.13 million and shall deploy ₹ 107.00 million from internal accruals. The balance cost of approximately ₹ 2,164.61 million is proposed to be deployed from the Net Proceeds. Further, our Company is in the process of applying for certain approvals in relation to the setting up of the Kundli Facility and Rai Facility. For further details, see “*Objects of the Offer- 1. Part financing the capital expenditure requirements for setting up the Proposed Manufacturing Facilities (comprising the Kundli Facility and the Rai Facility)-Approvals*” on page 113. In addition, our Company has entered into a conveyance deed dated June 5, 2025, for Rai Facility which mentions that pursuant to the Company being listed on a recognized stock exchange, the change in the constitution of the Company will only be allowed by the transferor, which is a party to the conveyance deed, subject to the condition that the Company or their associates (family members), retain the major shareholding with management control and the Company will be liable for payment of processing fee to the transferor.

Further, such proposed expansion plans are subject to significant risks and uncertainties, including cost overruns, delays or other risks and uncertainties including increases in the costs of machinery required, inadequate performance of the machinery once installed at manufacturing facilities, delays in completion, the possibility of unanticipated future regulatory restrictions, delays in receiving governmental, statutory and other regulatory approvals and other external factors which may not be within the control of our management. If we are unable to address these risks and uncertainties, the proposals for the establishing manufacturing facilities could be delayed, thereby adversely affecting our business and results of operation. Further, there can be no assurance that we will be able to complete the proposed expansions in accordance with the proposed schedule of implementation as described in detail in “*Objects of the Offer-Proposed schedule of implementation and deployment of Net Proceeds*” on page 103 and any delays could have an adverse impact on our growth, prospects, cash flows and financial condition.

13. Our Company, Promoters, Directors, Key Managerial Personnels and Senior Management are involved in certain legal and regulatory proceedings. Any adverse decision in such proceedings may have an adverse effect on our business, financial condition, cash flows and results of operations.

There are outstanding legal proceedings involving our Company, our Promoters, our Directors, our Key Managerial Personnel and our Senior Management which are pending at different levels of adjudication before various courts, tribunals and other authorities. The amounts claimed in these proceedings have been disclosed to the extent that such amounts are ascertainable and quantifiable and include amounts claimed jointly and severally, as applicable. Any unfavourable decision in connection with such proceedings, individually or in the aggregate, could adversely affect our reputation, continuity of our management, business, cash flows, financial condition and results of operations.

The summary of such outstanding material legal and regulatory proceedings as on the date of this Draft Red Herring Prospectus is set out below:

Category of individual/entity	Criminal proceedings	Tax proceedings	Actions by statutory or regulatory authorities	Disciplinary actions by the SEBI or Stock Exchanges against our Promoter in the last five financial years	Material civil litigation	Aggregate value or expected impact in terms of value (₹ in million) ⁽¹⁾
Company						
By our Company	Nil	Nil	NA	NA	2	111.60
Against our Company	Nil	4	Nil	NA	1	49.02
Subsidiary						

Category of individual/ entity	Criminal proceedings	Tax proceedings	Actions by statutory or regulatory authorities	Disciplinary actions by the SEBI or Stock Exchanges against our Promoter in the last five financial years	Material civil litigation	Aggregate value or expected impact in terms of value (₹ in million) ⁽¹⁾
By our Subsidiary	Nil	Nil	NA	NA	Nil	Nil
Against our Subsidiary	Nil	Nil	Nil	NA	Nil	Nil
Directors						
By our Directors	Nil	Nil	NA	NA	Nil	Nil
Against our Directors	1	Nil	Nil	NA	Nil	Nil
Promoters						
By our Promoters	Nil	Nil	NA	NA	Nil	Nil
Against our Promoters ⁽²⁾	1	Nil	Nil	Nil	Nil	Nil
Key Managerial Personnel						
By our KMP	Nil	NA	NA	NA	NA	NA
Against our KMP ⁽²⁾	1	NA	Nil	NA	NA	NA
Senior Management						
By members of Senior Management	1	NA	NA	NA	NA	NA
Against members of Senior Management	Nil	NA	Nil	NA	NA	NA

⁽¹⁾ To the extent ascertainable.

⁽²⁾ This includes proceedings against our Chairman and Managing Director, who is also one of the Promoters and KMPs of our Company.

Further, as on the date of this Draft Red Herring Prospectus, there are no pending litigation proceedings involving any of our Group Companies which will have a material impact on our Company.

We cannot assure you that any of these matters will be settled in favour of our Company, Promoter, or Directors, Key Managerial Personnel and Senior Management or that no additional liability will arise out of these proceedings. An adverse outcome in any of these proceedings may have an adverse effect on our business, financial position, prospects, cash flows, results of operations and our reputation. For further information, see “Outstanding Litigation and Other Material Developments” on page 403.

14. We are subject to counterparty credit risk and any delay in receiving payments or non-receipt of payments from our customers could have an adverse effect on our business, results of operations, financial condition and cash flows.

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 such outstanding amounts. Any delay in receiving payment or default on their payment obligations to us, could lead to an increase in our receivables. Further, payments from government entities may be subject to delays, due to regulatory scrutiny and procedural formalities. Any significant delay in receiving payment or non-receipt of payments from our customers may adversely affect our business, results of operations, financial condition and cash flows. We cannot assure you that we will accurately assess the creditworthiness of our customers. The table below sets forth details of provision for expected credit loss and bad debts written off in the years indicated:

Particular	For the Year Ended March 31,		
	2025	2024	2023
Provision for expected credit loss (₹ million)	0.67	0.86	0.16
Provision for expected credit loss as a percentage	0.01%	0.02%	0.01%

Particular	For the Year Ended March 31,		
	2025	2024	2023
of revenue from operations			
Bad debts written off* (₹ million)	-	124.47*	-

*During Fiscal 2024, we had written off bad debts amounting ₹ 124.47 million which majorly comprises the long outstanding receivables of two customers pertaining to previous fiscals.

The table below sets forth details of our trade receivable days and our trade receivables as of and for the years indicated:

Particular	As of/ for the year ended March 31,		
	2025	2024	2023
Trade receivable days*	142	151	194
Trade receivables (₹ million)	2,788.01	1,438.99	865.35

*Trade receivable days are calculated as total receivables divided by total revenue from operations multiplied by 365.

Further, payments from electricity utilities may be subject to several delays on account of their poor financial health, regulatory scrutiny and long procedural formalities. If payments under our contractual arrangements with electricity utilities and AMISPs are delayed or if such electricity utilities and AMISPs default in making payments for products purchased from us, our sales and revenues would be adversely affected. Delayed payments from or non-payment by electricity utilities and AMISPs would also negatively affect our working capital requirements and may entail incurring additional finance costs. We may also encounter disputes with the electricity utilities and AMISPs for the recovery of such delayed payments, which may place a further strain on our resources. Further, there can be no assurance that the outcome of these disputes would be in our favor and any unfavorable decision would adversely affect our business and prospects. While there have been no instances of delays or non-receipt of payment in the last three Fiscals, we cannot assure you that in the future we cannot assure you that such instances will not arise in the future. If our customers delay or default in making payments due to us, our profits margins and cash flows could be adversely affected.

- 15. Our Promoters, Ashutosh Goel and Nidhi Goel, have issued a non-compete undertaking to our Company, for avoiding any conflict of interest between our Company and any other entity owned and controlled by Ashutosh Goel, Nidhi Goel and/ or any members of our Promoter Group (“Family Controlled Entities”). Any termination or variation of the non-compete undertaking could result in a conflict of interest between entities controlled by our Promoters and Promoter Group and us.**

Our Promoters, Ashutosh Goel and Nidhi Goel have issued a non-compete undertaking dated June 9, 2025 (“**Non-compete Undertaking**”) to our Company, in order to avoid any conflict of interest between the Company and any of the Family Controlled Entities. Pursuant to the Non-compete Undertaking, our Promoters, Ashutosh Goel and Nidhi Goel, have undertaken that Family Controlled Entities will not, *inter alia*, (i) directly or indirectly, engage in any business which is similar to the business currently, or may in the future be, undertaken by the Company; (ii) induce or attempt to induce any existing or potential client or customer, employees or other service provider of the Company to cease to engage with the Company, or to restrict or vary terms of their arrangement with the Company or in any way interfere with the relationship between the Company and any such person (including making any negative or disparaging statements or communications about the Company), in each case to the detriment of the Company’s existing or future business interests; and/or (iii) either by themselves or through any person, attempt in any manner to solicit from the Company or a client/customer of the Company, business of the type or similar to that carried on by the Company or persuade any person, firm or entity which is a client/ a customer of the Company to cease doing business or to reduce the amount of business which the said client/customer has customarily done or might propose doing with the Company in a manner that adversely affects the Company’s business, financial performance, reputation, financial position, cash flows or prospects. The Non-compete Undertaking has a term of seven years from the date of its execution; however, the parties have the ability to mutually extend the term. We cannot assure you that our Promoters, Ashutosh Goel and Nidhi Goel, will agree to extend the term of the Non-compete Undertaking or that us or our Promoters, Ashutosh Goel and Nidhi Goel, will not vary the terms of the Non-compete Undertaking. Any termination or variation of terms of the Non-compete Undertaking could result in a conflict of interest, which could have a material adverse effect on our revenue from sales, results of operations and financial condition.

- 16. Our business requires working capital. Any failure in arranging adequate working capital for our operations may adversely affect our business, results of operations, cash flows and financial condition.**

Our business requires significant amounts of working capital including for financing our raw material purchases and manufacturing our products before we receive payments from our customers and arrange margin money for issuance of performance and security deposits bank guarantee. Our working capital requirements may increase if, contractual or sales terms do not include advance payments or if under such contractual arrangements, payment is stipulated at the time of delivery of the final product to our customer. Moreover, our working capital requirements may also increase in the event we undertake a larger number of orders due to the growth of our business. The table below sets forth details in relation to our working capital in the years indicated:

Particulars	As of/ for the year ended March 31, 2025	As of/ for the year ended March 31, 2024	As of/ for the year ended March 31, 2023
Working capital loan utilization (₹ million)	533.64	186.80	228.94
Working capital cycle days ⁽¹⁾	126	85	107
Inventory days ⁽²⁾	106	135	100
Trade receivables days ⁽³⁾	142	151	194
Trade payable days ⁽⁴⁾	140	201	177

- (1) Working capital cycle days are calculated as net working capital divided by total revenue from operations multiplied by number of days in the fiscal year i.e. 365 days. Our working capital cycle days have increased in Fiscal 2025 as there was a surge in sales in the last quarter of Fiscal 2025 which led to higher accounts receivable balances.
- (2) Inventory days are calculated as total inventories divided by total cost of goods sold.
- (3) Trade receivables days are calculated as trade receivables divided by total revenue from operations.
- (4) Trade payable days are calculated as trade receivables divided by total cost of goods sold.

The actual amount and timing of our future working capital requirements may differ from estimates as a result of several factors including unforeseen events beyond our control, delays or cost overruns, unanticipated expenses, regulatory changes, adverse economic conditions, technological changes and additional market developments. Further, changes in governmental policies and compliance with those changes may require significant investment in technology and infrastructure, increasing our working capital requirements. Further, our future success depends on our ability to continue to secure and successfully manage sufficient amounts of working capital. Our inability to obtain adequate amounts of working capital in a timely manner and on terms that are acceptable to us, may adversely affect our business, results of operations, financial condition and cash flows.

We also intend to use ₹ 1,200.00 million from the Net Proceeds towards funding our working capital requirements. The estimates have not been appraised by any bank or financial institution or other independent agency and no appraising entity has been appointed for the Offer. The proposed fund deployment is based on internal management estimates basis the current circumstances of our business, and we may have to revise our estimates from time to time on account of various factors, such as financial and market conditions, competition, interest rate fluctuations and other external factors, which may not be within the control of our management. While we have not achieved the maximum possible capacity utilization at all of our units, we anticipate that we will require additional working capital for raw materials in order to meet anticipated order volumes, based on the increase in our revenue from operations from Fiscal 2023 to 2025 and other estimations set out in “Objects of the Offer – Details of the Objects–2. Funding future working capital requirements of our Company–Requirement of working capital” on page 114. For details of the capacity utilization at each of our manufacturing facilities during the Fiscal 2025, 2024 and 2023, see “Our Business –Business Operations – Installed Capacity, Actual Production and Capacity Utilisation” on page 253. In addition, we have continuous working capital requirements, and we fund our working capital requirements in the ordinary course of business from our internal accruals and financing from various banks by way of working capital facilities including working capital loans. There can be no assurance that we will be able to secure adequate financing in the future on commercially acceptable terms, or at all, including in the event our lenders call in loans repayable on demand or if there is a change in applicable regulations. Our inability to obtain or maintain sufficient cash flow, credit facilities and other sources of funding, in a timely manner, or at all, to meet our working capital requirements or to pay our debts, could adversely affect our financial condition and results of operations. For details on our working capital facilities, see “Financial Indebtedness” on page 400.

- 17. We have substantial capital expenditure and may require additional capital and financing in the future and our operations could be affected if we are unable to obtain the required additional capital and financing when needed.**

Our business is capital intensive. We have expanded and upgraded our existing manufacturing facilities in the last three Fiscals. The following table sets forth details of our capital expenditure as a percentage of gross block in the years indicated:

Particulars	As of/ for the year ended March 31, 2025	As of/ for the year ended March 31, 2024	As of/ for the year ended March 31, 2023
Capital expenditure (₹ million) ⁽¹⁾	129.04*	70.58	27.00
Percentage of the gross block	35.52%	30.14%	15.09%

Note:

(1) Capital expenditure comprises fixed assets additions during the year.

(2) This does not include advance payments made to HSIIDC for purchase of land in Rai amounting ₹ 323.57 million and in Kundli amounting ₹ 139.00 million. Both of these lands will be capitalized during Fiscal 2026 on completion of registration process.

Our sources of additional capital, where required to meet our capital expenditure plans, may include the incurrence of debt or the issue of equity or debt securities or a combination of both. Further, our budgeted resources may prove insufficient to meet our requirements which could drain our internal accruals or compel us to raise additional capital. If we are required to raise additional funds through the incurrence of debt, our interest and debt repayment obligations will increase, and could have a significant effect on our profitability and cash flows and we may be subject to additional covenants, which could limit our ability to access cash flows from operations.

Further, we propose to utilise a portion of the Net Proceeds from the Offer towards establishing manufacturing facilities at Kundli Industrial Estate, Sonapat, Haryana and Industrial Estate, Rai (Sonapat), Haryana. For further details, see “Objects of the Offer - Part financing the capital expenditure requirements for setting up the (a) Kundli Facility; and (b) Rai Facility” on page 105. Also, see “—12. We propose to utilise a portion of the Net Proceeds from the Offer towards establishing the Proposed Manufacturing Facilities, and such efforts may be subject to delays, cost overruns, or other risks and uncertainties.” on page 36.

18. Our inability to effectively manage our growth or implement our growth strategies may have an adverse effect on our business, results of operations, financial condition and cash flows.

We have experienced growth in our financial performance over the past three Fiscals. The table below sets forth certain financial information for the years indicated:

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Revenue from operations (₹ million)	7,171.11	3,484.82	1,629.90
Restated profit for the year (“PAT”) (₹ million)	1,402.60	474.12	10.17
PAT Margin ⁽¹⁾	19.56%	13.61%	0.62%

⁽¹⁾ PAT Margin is calculated as restated profit for the year divided by revenue from operations.

Our growth strategies include (i) expanding our presence across India to increase our market share; (ii) focusing on Industrial Internet of things (“IIoT”) and automation solutions for utilities and other applications, (iii) expanding into smart gas and water meter technologies, (iv) setting up manufacturing facilities to increase our manufacturing capacity and strength our backward integration capabilities and (v) exporting smart meters. For further information, see “Our Business – Strategies” on page 237. We cannot assure you that our future growth strategy will be successful or that we will be able to continue to expand further, or at the same rate. Our ability to manage our future growth will depend on our ability to continue to implement and improve operational, financial and management systems on a timely basis and to expand, train, motivate and manage our personnel. We cannot assure you that our personnel, systems, procedures and controls will be adequate to support our future growth. Our inability to manage our business and implement our growth strategy could have an adverse effect on our business, results of operations, financial condition and cash flows.

19. We have had negative cash flows from operating activities in the past and may, in the future, experience similar negative cash flows.

We have experienced negative cash flows from operating activities and may, in the future, experience negative cash flows. The following table sets forth certain information relating to our cash flows for the years indicated:

Particulars	Fiscal		
	2025	2024	2023
	(in ₹ million)		
Net cash flow (used in)/ generated from operating activities	66.53	261.94	(98.36)

Negative cash flows from operating activities in Fiscal 2023 were primarily on account of higher average credit period of trade receivables and higher holding period of inventories. This was also impacted due change in our product mix from static meter to smart meters resulting in increase in cost of raw materials for smart meters as compared to static meters. Negative cash flows over extended periods, or significant negative cash flows in the short term, could materially impact our ability to operate our business and implement our growth plans. As a result, our business, financial condition and results of operations could be materially and adversely affected.

20. Our inability to meet our obligations, including financial and other covenants under our debt financing arrangements could adversely affect our business, results of operations, financial condition and cash flows.

We have entered into financing arrangements with various lenders for both, short-term and long-term facilities to meet our working capital requirement and facilitate the purchase of capital goods. As of March 31, 2025, our total outstanding borrowings amounted to ₹ 669.05 million.

Our ability to pay interest and repay the principal for our indebtedness is dependent upon our ability to generate sufficient cash flows to service such debt. Any additional indebtedness we incur may have significant consequences, including, requiring us to use a significant portion of our cash flow from operations and other available cash to service our indebtedness, thereby reducing the funds available for other purposes, including capital expenditure and reducing our flexibility in planning for or reacting to changes in our business, competition pressures and market conditions. Some of our financing arrangements may have restrictive or onerous covenants that require us to seek consent of our lenders, or intimate such lenders, upon the occurrence of specified events. Some of the corporate actions that require prior consents from or intimations to certain lenders include, amongst others, (i) effecting any change in the capital structure in any manner whatsoever (ii) effecting changes in our shareholding pattern; (iii) effecting changes in our management; (iv) amending and/or modifying our constitutional documents; (v) opening account with any bank in future without prior consent; (vii) make any investments except granting loans and advances in the ordinary course of business; (viii) formulate any scheme for amalgamation, reconstruction, merger, etc. While we have received all relevant consents required for the purposes of this Offer and have complied with these covenants, a failure to comply with such covenants in the future may restrict or delay certain actions or initiatives that we may propose to take from time to time. While we have not defaulted on any covenants in financing agreements in the past three Fiscals, failure to observe the covenants under our financing arrangements or to obtain necessary consents/ waivers, constitute defaults under the relevant financing agreements and will entitle the respective lenders to declare a default against us and enforce remedies under the terms of the financing agreements, that include, among others, acceleration of amounts due under such facilities, enforcement of any security interest created under the financing agreements and taking possession of the assets given as security in respect of the financing agreements and utilise any amounts in the bank account to service and repay such facilities.

In terms of security, we are typically required to create a mortgage or charge over our current assets, movable and immovable properties and personal guarantees from our promoters and directors. We may also be required to furnish additional security if required by our lenders. Additionally, these financing agreements also require us to maintain certain financial ratios such as current ratio, EBITDA margin, debt to net worth ratio and debt to EBITDA ratio. While there has been no breach of such covenants in the last three Fiscals, we cannot assure you that such instances will not arise in the future. Further, while there have been no re-scheduling/ re-structuring in relation to borrowings availed by us from any financial institutions or banks in the last three Fiscals, we cannot assure you that such instances will not arise in the future.

In addition, our cost and availability of funds may be dependent on our credit ratings. The following table sets forth our details of credit rating received from April 1, 2022 until the date of this Draft Red Herring Prospectus:

Rating Agency	Instruments	Credit Rating	Date
CRISIL Ratings limited	Bank Guarantees	CRISIL A2/BBB+ Stable	April 1, 2025
CRISIL Ratings limited	Cash Credit	CRISIL BBB+ Stable	April 1, 2025
CRISIL Ratings limited	Letter of Credit	CRISIL A2	April 1, 2025
CRISIL Ratings limited	Rupee Term Loans	CRISIL BBB+ Stable	April 1, 2025

Rating Agency	Instruments	Credit Rating	Date
CARE Ratings Limited	Bank Guarantees	CARE A3/BBB- Stable	February 8, 2024
CARE Ratings Limited	Cash Credit	CARE BBB- Stable	February 8, 2024
CARE Ratings Limited	Letter of Credit	CARE A3	February 8, 2024
CARE Ratings Limited	Rupee Term Loans	CARE BBB- Stable	February 8, 2024

Rating Agency	Instruments	Credit Rating	Date
Infomerics Ratings	Bank Guarantees	IVR A3/BBB-	December 29, 2022
Infomerics Ratings	Cash Credit	IVR BBB-/Positive	December 29, 2022
Infomerics Ratings	Letter of Credit	IVR A3	December 29, 2022
Infomerics Ratings	Rupee Term Loans	IVR BBB- /Positive	December 29, 2022

Credit ratings typically reflect, amongst other things, the rating agency's opinion of the financial strength, operating performance, strategic position, and ability to meet obligations of a company. While we have not experienced downgrading in our credit ratings received during the past three Fiscals, any downgrade in our credit ratings or our inability to obtain such credit rating in a timely manner or any non-availability of credit ratings, or poor ratings, could increase borrowing costs, increase the possibility of additional terms and conditions being added to any new or replacement financing arrangements, will give the right to our lenders to review the facilities availed by us under our financing arrangements and adversely affect our access to capital and debt markets, which could in turn adversely affect our interest margins, our business, results of operations, financial condition and cash flows.

21. We have undertaken and may continue to undertake acquisitions in the future, which may be difficult to integrate and manage. If we fail to integrate or manage acquired companies or businesses efficiently, or if the acquired companies or businesses are difficult to integrate, divert management resources or do not perform to our expectations, we may not be able to realise the benefits envisioned for such acquisitions, and our overall profitability and growth plans could be adversely affected.

In order to expand our business and operations, our Company acquired Advance Technology and Electronics Co., Ltd., a company based in Thailand, for an aggregate consideration of ₹ 0.64 million through a share transfer agreement dated April 25, 2025. Our Company currently holds 49% of its share capital. For further details, see "History and Certain Corporate Matters — Shareholders' Agreements and Other Agreements" on page 272.

We cannot assure you that we will be able to successfully integrate this acquired entity into our existing operations as planned. This acquired entity may have liabilities or adverse operating issues that we may have failed to discover prior to the acquisition. While we have not experienced any such instances with respect to the aforesaid entity post its acquisition, we cannot assure you that such instances will not arise in the future. In addition, we may require additional financial resources for the successful expansion of the acquired entity and integrating its operations into our operations. Our inability to successfully integrate this acquired entity into our operations, may affect our growth strategy, market share, profitability, or competitive position.

In the future, while we may acquire additional businesses, integrating the operations of such acquired entities successfully or otherwise realising any of the anticipated benefits of acquisitions, including anticipated cost savings and additional revenue opportunities, involves a number of potential challenges. These integration activities are complex and time-consuming, and we may encounter unexpected difficulties or incur unexpected costs, including:

- our inability to achieve the operating synergies anticipated in the acquisitions;
- possible cash flow interruption or loss of revenue as a result of transitional matters;
- generating sufficient revenues and net income to offset acquisition costs;
- diversion of management attention from on-going business concerns to integration matters;
- failing to realise the potential cost savings or other financial benefits and/or the strategic benefits of the acquisition; and
- integrating and documenting processes and controls.

While we have not experienced any of the aforesaid instances in relation to the recent acquisition, we cannot assure you that such instances will not arise in the future. If we fail to properly evaluate acquisitions or

investments, we may not achieve the anticipated benefits of any such acquisitions, and we may incur costs in excess of what we anticipate. The failure to successfully integrate the operations or otherwise to realise any of the anticipated benefits of the acquisition could seriously harm our business, results of operations, financial conditions and cash flows.

22. *We require certain 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 Company is required to obtain certain approvals, registrations, permissions and licenses under various regulations, guidelines, circulars and statutes regulated by authorities such as the Government of India, the State Governments and certain other regulatory and government authorities, for operating our business such as consent to operate, registration and license to work a factory, amongst others, all of which are required to undertake our operations. For further information on the nature of approvals and licenses required for our business and for information on the material approvals applied for, see “*Government and Other Approvals*” on page 411. A majority of these approvals, including the consent to operate under environmental laws, are granted for a limited duration and require renewal from time to time. Further, some of our approvals are in our Company’s name as a private limited company prior to conversion as a public limited company and we are in the process of updating such approvals. These approvals, licenses, registrations and permissions may be subject to numerous conditions. In addition, we have and may need to in the future apply for certain additional approvals as required for our business. We cannot assure you that such approvals and licenses will be granted or renewed in a timely manner or at all by the relevant governmental or regulatory authorities. Certain of our approvals which we have applied for but not received include: (i) fire safety certificate issued by Delhi Fire Service, New Delhi, under the Delhi Fire Service Rules, 2010 for our M-11, Badli, M-22, Badli, S-62, Badli and S-85, Badli units; (ii) registration certificate issued by licensing officer under Section 7 of the Contract Labour (Regulation and Abolition) Act, 1970 for registration of establishments for our, S-62, Badli, C-13, G.T. Karnal Road, SSI-32, Jahangir Puri and S-85, Badli units; (iii) license issued by licensing officer under Section 12 of the Contract Labour (Regulation and Abolition) Act, 1970 to engage contract labour for our M-11 Badli, M-22 Badli, S-62, Badli, I-78, Bawana and S-85, Badli units; (iv) application for sanction of connection for power from Uttar Haryana Bijli Vitran Nigam Limited for Kundli Facility; and (v) registration under the Industrial Employment (Standing Orders) Act, 1946. If we fail to obtain some or all of these approvals or licenses, or renewals thereof, in a timely manner or at all, or if we fail to comply with applicable conditions or it is claimed that we have breached any such conditions, our license or permission for carrying on a particular activity may be suspended or cancelled and we may not be able to carry on such activity, which could adversely affect our business, results of operations, cash flows and financial condition. While there has been no instance where we failed to obtain regulatory approvals in the last three Fiscals which had an adverse impact on our operations, we cannot assure you that such instance will not arise in the future. Further, while there has been no instance in the last three Fiscals where our license was suspended or cancelled by any regulatory authority which impacted our operations, we cannot assure you that such instance will not arise in the future.

23. *Our products are subject to stringent quality requirements. Any product defects or failure by us or our raw material suppliers to comply with these quality standards could lead to the cancellation of existing and future orders, product recalls warranty claims and exposure to potential product liability claims.*

Our products may contain certain quality issues or undetected errors. If the quality of our products is sub-standard or if our products suffer from defects and are returned by our customers due to quality complaints, we might be compelled to recall the sub-standard products and reimburse the cost paid by our customers. While there have been no instances where we had to recall our products in the last three Fiscals, we cannot assure you that such instance will not arise in the future. Further, if our products do not perform as expected or have any defects, the market acceptance of our products may decline, which in turn could have an adverse effect on our business, results of operations, financial condition, cash flows and reputation. We may not be able to meet regulatory relevant quality standards in India, or the quality standards imposed by our customers, which could have an adverse effect on our business, financial condition, results of operations and cash flows. We are subject to risks and costs associated with product warranties. We offer a 10-year warranty for our smart meters. We generally recognise provisions for warranty-related costs when the product is sold or service is provided to the customer. The initial recognition is based on historical experience and the initial estimate of warranty-related costs is revised annually. We cannot assure you that our provisions will be adequate for liability ultimately incurred. The table below sets forth details of our warranty expenses on meters in the years indicated:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
(₹ million, except percentages)			
Warranty expenses on meters* (₹ million)	260.98	106.41	35.28
Warranty expenses on meters as a percentage of revenue from operations	3.64%	3.05%	2.16%

*Includes provisions for warranties made on the supply of meters.

We are generally required to submit performance guarantees to the electricity utilities and AMISPs in respect of our products, amounting from 3% to 5% of the entire contract value. These performance guarantees, typically in the form of bank guarantees, cover the entire project duration, including both the delivery period and the warranty period - typically 120 months. During this period, we are required to provide required firmware upgrade or replacement services for faulty meters or pay penalties for failure of meters supplied by us to such electricity utilities and AMISPs pursuant to agreed upon terms. If there is any deficiency in our products or our repair and replacement services, or if we fail to meet delivery schedules, these entities may invoke the performance guarantees, requiring us to make significant payments. As of March 31, 2025, the aggregate amount of outstanding performance guarantees we have provided was ₹ 959.45 million. While we have not experienced any instances where our performance guarantees for products manufactured by us were invoked in the last three fiscals, we cannot assure you that such instances will not occur in the future. Moreover, failure to supply the contracted quantity in a timely manner or other breaches of contract could result in us being blacklisted from future bids by these utilities and AMISPs.

We also face the risk of legal proceedings and product liability claims being brought against us by our customers for defective products sold. A product liability claim may adversely affect our reputation, as well as entail significant costs. While there have been no instances where we were subject to any product liability claims in the last three Fiscals, we cannot assure you that we may not experience any product liability losses in the future or that we may not incur significant costs to defend any such claims.

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

Our financial statements are presented in Indian Rupees. However, our cost of goods sold is influenced by the currencies in which we purchase raw materials. Our foreign currency exposures, exchange rate fluctuations between the Indian Rupee and foreign currencies, especially US Dollar, may have an adverse impact on our business, results of operations, financial condition and cash flows. The table below sets forth details of foreign currency exposure as of the dates indicated:

Particulars	As of March 31, 2025		As of March 31, 2024		As of March 31, 2023	
	Amount (₹ million)	Percentage of revenue from operations	Amount (₹ million)	Percentage of revenue from operations	Amount (₹ million)	Percentage of revenue from operations
Absolute total foreign currency exposure on trade receivables	2.20	0.03%	2.20	0.06%	107.70	6.61%
Absolute total foreign currency exposure on trade payable	747.60	10.43%	626.40	17.98%	175.10	10.74%
Total absolute total foreign currency exposure	749.80	10.46%	628.60	18.04%	282.80	17.35%
Total foreign currency exposure (unhedged)	525.70	7.33%	486.80	13.97%	96.10	5.90%

We have a foreign exchange risk management policy to identify, assess, monitor and manage foreign exchange risks. While we hedge our foreign currency exchange risk by entering into foreign exchange forward contracts, 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. Failure to hedge effectively against exchange rate fluctuations may adversely affect our business operations, financial conditions, results of operations and cash flows. While there has not been any instance in the last three Fiscals wherein our failure to hedge foreign exchange exposure had an impact on our business, results of operations, financial condition and cash flows, we cannot assure you that such instances will not arise in the future.

25. *If we are unable to obtain, protect or use our intellectual property rights, our business may be adversely affected.*

As on the date of this Draft Red Herring Prospectus, we have no registered trademarks, no registered patents, one registered design and ten registered domain names. Further, as on the date of this Draft Red Herring Prospectus, our Company has made applications for registration of six trademarks including our logo which are pending at various stages. Our inability to obtain these registrations may adversely affect our competitive position and, in turn, our business, financial condition and results of operations. For further details, see “*Our Business – Intellectual Property*” on page 416.

In the absence of the registered trademark for the applications filed by us, our ability to protect such intellectual property may be diluted to such extent, and could adversely affect our reputation and business, which could in turn adversely affect our financial performance and the market price of the Equity Shares. We cannot assure you that this trademark will be registered in our name, and we will continue to enjoy uninterrupted use of the said trademark. Our inability to obtain or maintain our trademarks in our business, could adversely affect our reputation, goodwill, business prospectus, and results of operations.

While we take care to ensure that we comply with the intellectual property rights of others, we cannot determine with certainty whether we are infringing any existing third-party intellectual property rights. Any claims of intellectual property infringement from third parties, regardless of merit or resolution of such claims, could force us to incur significant costs in responding to, defending and resolving such claims, and may divert the efforts and attention of our management and technical personnel away from our business. As a result of such infringement claims, we could be liable to pay third party infringement claims, alter our technologies, obtain licenses or cease some portions of our operations. For instance, our Company received a notice on August 23, 2024 from Sisvel International S.A. on the alleged infringement of its cellular IoT patent/license for Narrowband Internet of things (“NB-IoT”) by our Company as end device manufacturer. The matter is ongoing.

26. *We depend on one of our Promoter, senior management and employees (including qualified and skilled personnel with technical expertise), and if we are unable to recruit and retain such personnel, our business, results of operations, financial condition and cash flows may be adversely affected.*

We are led by the experience of one of our Promoter and Directors, who have knowledge in the electrical and electronics, manufacturing, banking, administrative services and public sector industries. Our Promoter and, Chairman and Managing Director, Ashutosh Goel, has over 23 years of experience in the electrical and electronics industry. He holds a bachelor’s degree of technology in manufacturing science and engineering from the Indian Institute of Technology, Delhi. Further, our Executive Director, Vipul Gupta, has over 17 of experience in electrical and electronics industry and holds a diploma in export management from the International Polytechnic (department of management studies), New Delhi. In addition, our Senior Management and Key Managerial Personnel have significant experience in manufacturing, procurement, marketing and, finance and accounting, and has contributed to the growth of our business. For further details, see “*Our Management*” on page 275.

Our future performance would depend on the continued service of our Promoters, Directors, Senior Management, Key Managerial Personnel and qualified scientists, engineers and other research and development personnel, and the loss of any senior employee and the inability to find an adequate replacement may impair our relationship with key customers and our level of technical expertise, which may adversely affect our business, cash flows, financial condition, results of operations and prospects. For changes in our Senior Management or Key Managerial Personnel in the last three years, see “*Our Management - Changes in the Key Managerial Personnel and Senior Management during the last three years*” on page 291. While there has been no instance in the last three Fiscals where the resignation of any Senior Management or Key Managerial Personnel had an adverse impact on our business, results of operations, cash flows or financial conditions, we cannot assure you that such instances will not arise in the future. As on date, our Company does not have a business succession policy in place, and there can be no assurance that we will be able to effectively formulate or implement appropriate succession plans in the future. Any loss of members of our senior management team or key personnel could significantly delay or prevent the achievement of our business objectives, affect our succession planning and could harm our business and customer relationships.

Our future success, amongst other factors, will depend upon our ability to continue to attract, train and retain engineers and experienced experts, and there are a limited number of persons with the requisite knowledge of the energy meter industry and relevant experience. The market for qualified professionals is competitive and we may not continue to be successful in our efforts to attract and retain qualified people. The specialised skills we require in our industry are difficult and time-consuming to acquire and, as a result, are in short supply. Our inability to

hire, train and retain a sufficient number of qualified personnel could delay our ability to bring new products to the market and impair the success of our operations. This could have an adverse effect on our business, financial conditions, cash flows and results of operations. We may need to increase compensation and other benefits in order to attract and retain personnel in the future, which may adversely affect our business, financial conditions, cash flows and results of operations.

The table below sets forth the attrition rate in the years indicated:

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Number of Employees Exited	140	140	40
Attrition Rate*	35.73%	40.62%	20.99%

*Attrition rate is calculated as the number of employees left during the fiscal year divided by the average number of employees during the same period.

The increase in the attrition rate during Fiscal 2024 was primarily due to the opening of one new facility at SSI-32, Jahangir Puri and the relocation of SMT lines to C-13, G.T Karnal Road (PCB manufacturing) and partial assembly of energy meters to these new sites. This shift led to a higher attrition rate, particularly among unskilled workers, who preferred employment workplace closer to their residences. For further details regarding the employees, see “Our Business – Workforce” on page 256.

27. Any disruption to the steady and regular supply of workforce for our operations, including due to strikes, work stoppages or increased wage demands by our workforce or any other kind of disputes with our workforce or our inability to control the composition and cost of our workforce could adversely affect our business, cash flows and results of operations.

As on March 31, 2025, we had we had a workforce of 417 employees, of which 412 are permanent employees and 5 are retainership based employees. 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, financial condition, results of operations and cash flows. We are also subject to laws and regulations governing various aspects of our relationship with our employees, encompassing minimum wages, working hours, working conditions, hiring and termination practices, and work permit authorization. For further details, see “Key Regulations and Policies in India” on page 259. Our employees are not unionised into any labour or workers’ unions. While there has been no instance in the last three Fiscals where we experienced work stoppages due to strikes or labour unrest that resulted in closure of our operations, we cannot assure you that such instances will not arise in the future.

Our Company also appoints independent contractors who in turn engage on-site contract labour for performance of certain of our ancillary operations. As on March 31, 2025, we had 278 contract labourers. 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 may adversely affect our business, financial conditions, cash flows and results of operations. Furthermore, pursuant to the provisions of the Contract Labour (Regulation and Abolition) Act, 1970, we may be directed to absorb some of these contract laborers as our employees. Any such order from a court or any other regulatory authority may adversely affect our business, cash flows and results of operations.

28. Our expansion to smart gas and water meters may not be successful, which could adversely affect our business, financial condition, results of operations and prospects.

We currently manufacture a range of smart meters, including consumer, distribution transformer, feeder, and boundary smart meters, as well as advanced automation and IoT solutions. We also manufacture and supply static energy meters and a variety of wires and cables. For more details, see “Our Business – Our Offerings” on page 243. As part of our business growth strategy, we intend to expand our product portfolio to include smart gas and water meters. For further details see “Our Business –Strategies – Expanding into smart gas and water meter technologies” on page 241.

Given that we do not have prior experience in the manufacturing of smart gas and water meters, we cannot assure you that our proposed expansion will be successful, particularly since our competitors may have more experience and a deeper understanding of these products. The costs associated with entering and establishing ourselves in new product areas, expanding our operations, may be higher than expected, and we may face significant competition in these new product areas. We may not be able to identify the risks involved in relation to manufacturing of these products and therefore could fail to achieve timely fulfilment of our orders and the quality requirement of our products. We may also face difficulty in understanding the demand and supply patterns, bidding

requirements and marketing strategies for such products. Further, such diversification requires considerable time of the management of our Company, startup expenses, expenditure on capital improvements and modification of our existing operations before any significant revenue is generated. Therefore, we may not be able to diversify our business, which could have a material adverse effect on our business, financial condition and results of operations.

29. *We have not been able to obtain records of the educational qualification for two of our Senior Management Personnel and have relied on an affidavit furnished by such respective Senior Management Personnel for details of their profile included in this Draft Red Herring Prospectus.*

Two of our Senior Management Personnel, Manoj Tyagi, Chief Technology Officer and Ashwani Kumar Duwedi Deputy General Manager – Quality and Engineering Department have been unable to trace copies of their educational degrees from their concerned universities. They have made attempts to retrieve copies of their degrees by writing e-mails to concerned universities but have not been successful in obtaining copies of their degrees. As a result, reliance has been placed on the affidavits furnished by them to our Company and the BRLMs to disclose details of their educational qualification in this Draft Red Herring Prospectus. We have been unable to independently verify these details prior to inclusion in this Draft Red Herring Prospectus. Further, we cannot assure you that they will be able to trace the relevant documents pertaining to their educational qualifications in future, or at all.

30. *The objects of the Fresh Issue for which the funds are being raised have not been appraised by any bank or financial institutions. Any variation in the utilization of our Net Proceeds as disclosed in this Draft Red Herring Prospectus would be subject to certain compliance requirements, including a shareholders' approval.*

We propose to use the Net Proceeds towards a) part financing the capital expenditure requirements for setting up manufacturing facilities; b) Funding future working capital requirements of the Company and c) General corporate purposes, as set forth in “Objects of the Offer” section on page 102. The proposed deployment of Net Proceeds has not been appraised by any bank or financial institution or other independent agency and is based on internal management estimates based on current market conditions and historic level of expenditures. We shall appoint a monitoring agency to monitor the Gross Proceeds. Further, pursuant to Section 27 of the Companies Act, any variation in the utilization of the Gross Proceeds shall be on account of a variety of factors such as our financial condition, business and strategy and external factors such as market conditions and competitive environment, which may not be within the control of our management, would require a special resolution of the Shareholders and the Promoters or controlling Shareholders will be required to provide an exit opportunity to the Shareholders who do not agree to such proposal to vary the objects of the Offer, at such price and in such manner in accordance with applicable law. Any delay or inability in obtaining such Shareholders’ approval may adversely affect our business or operations. For determining certain costs in relation to funding our capital expenditure we have relied on reasonable internal management estimates of project expenses of similar nature in the past. There is no assurance that such estimates shall be accurate and we may be required to spend more for such expenses from our internal accruals or other sources of funds. While such estimates have been assessed by Khyati Enterprises, in their detailed project report dated July 4, 2025, the actual costs may vary significantly due to various factors such as actual quotes received from the vendors, increase in estimated price and fluctuation in demand. Our management estimates may differ from the value that would have been determined by third party appraisals, which may require us to reschedule or reallocate our expenditure, subject to applicable laws, and may have an adverse impact on our business, financial condition, results of operations and cash flows. Various risks and uncertainties, including those set forth in this “Risk Factors” section, may limit or delay our efforts to use the Net Proceeds to achieve profitable growth in our business, including delaying the schedule of implementation of projects for which the Net Proceeds are intended for. As a consequence of any increased costs, our actual deployment of funds may be higher than our management estimates, for which we may require additional funding that we may not be able to arrange on commercially acceptable terms, or at all. We may also face delays or incur additional costs due to failure to receive regulatory approvals, technical difficulties, human resource, technological or other resource constraints, or for other unforeseen reasons, events or circumstances. Accordingly, the use of the Net Proceeds to fund our growth and for other purposes identified by our management may not result in actual growth of our business, increased revenue or profitability or an increase in the value of our business and your investment.

31. *Our Promoters, Directors and members of the Promoter Group have provided guarantees in connection with our borrowings and the revocation of all or any of such guarantees may adversely affect our business, results of operations and financial condition.*

Our Promoters, Ashutosh Goel, Nidhi Goel, and AEW Infratech Private Limited, our Director, Vipul Gupta and

a member of our Promoter Group, Bimla Goel have provided personal and corporate guarantees for certain of our borrowings, which amounted to ₹ 2,331.00 million as of May 31, 2025. The table below sets forth details of the personal and corporate guarantees provided by certain of our Promoters, Directors and members of our Promoter Group as of May 31, 2025.

S No.	Guarantee Given by	Entity in whose favour the guarantee has been provided	Guarantee amount as of May 31, 2025 (₹ million)	Reason for Guarantee
1.	Ashutosh Goel, Bimla Goel, Nidhi Goel and Vipul Gupta	Company	752.60	Credit facilities obtained by the Company
2.		Company	38.40	Credit facilities obtained by the Company
3.		Company	500.00	Credit facilities obtained by the Company
4.		Company	460.00	Credit facilities obtained by the Company
5.		Company	580.00	Credit facilities obtained by the Company
6.	AEW Infratech Private Limited	Company	697.60	Credit facilities obtained by the Company
7.		Company	38.40	Credit facilities obtained by the Company
8.		Company	460.00	Credit facilities obtained by the Company
9.		Company	460.00	Credit facilities obtained by the Company
10.		Company	495.00	Credit facilities obtained by the Company

If any of these guarantees are revoked, our lenders may require alternative guarantees or cancel such facilities, entailing repayment of amounts outstanding under such facilities. If we are unable to procure alternative guarantees satisfactory to our lenders, we may need to seek alternative sources of capital, which may not be available to us at commercially reasonable terms or at all, or to agree to more onerous terms under our financing agreements, which may limit our operational flexibility. Accordingly, our business, results of operations, profitability and margins, cash flows and financial conditions may be adversely affected by the revocation of all or any of the guarantees provided by our Promoters and members of the Promoter Group in connection with our Company's borrowings.

32. Activities involving our manufacturing process can be dangerous and can cause injury to people or property in certain circumstances.

Our business involves manufacturing processes that may be potentially dangerous to our employees. Although we employ safety procedures in the operation of our manufacturing facilities and maintain what we believe to be adequate insurance, there is a risk that an accident may occur at any of our manufacturing facilities. An accident may result in personal injury to our employees, destruction of property or equipment, environmental damage, manufacturing or delivery delays, or may lead to suspension of our operations and/or imposition of liabilities. Any such accident may result in civil and criminal litigation, the outcome of which is difficult to assess or quantify, and the cost to defend such litigation can be significant. As a result, the costs to defend any action or the potential liability resulting from any such accident or death or arising out of any other litigation, and any negative publicity associated therewith, may have a negative effect on our business, financial condition, results of operations, cash flows and prospects. For instance, an incident occurred on May 31, 2022 where an employee of our Company, while cleaning a water tank on the roof of the building of one of our manufacturing facilities in C-13, G.T. Karnal Road, lost balance and fell on the ground and got injured. On June 2, 2022, a first information report was filed by the police officials suo-moto against our Chairman and Managing Director, Ashutosh Goel under sections 154 of the Code of Criminal Procedure, 1973 ("CrPC") and 288 and 338 of the IPC at Police Station, Mahendra Park, Delhi. Thereafter, a notice under section 41(A) of the CrPC was issued to the accused on December 8, 2022, directing him to appear before the investigating officer at the Police Station which was duly complied with by the accused. He has been granted bail on February 1, 2025. The matter is currently pending before the Rohini Court, Delhi. For further details, see "Outstanding Litigation and Material Developments- Litigation against our Directors" on page 406. Although we take precautions to minimize the risk of any significant operational problems at our operation sites, while such instances have not had a material impact on our Company, there can be no assurance that we will not face such disruptions in the future. Further, in addition to the above, any such fatal

accident or incident causing damage or loss to life and property, even if we are fully insured or held not to be liable, could negatively affect our reputation, thereby making it more difficult for us to conduct our business operations effectively, and could significantly affect availability of insurance coverage in the future and our results of operations.

33. Unforeseen environmental costs could affect our future earnings as well as the affordability of our products and services.

Environmental laws and regulations in India impose stringent environmental protection standards on us regarding, among other things, the use and handling of waste or materials and waste disposal practices. These standards expose us to the risk of substantial environmental costs and liabilities, including liabilities associated with past activities. For further information, see “Key Regulations and Policies” on page 259. Our facility must comply with these permits, licenses or authorisations and are subject to regular administrative inspections. While in the past three fiscals we have not had any instances of non-compliances in relation to environmental laws, there can be no assurance we will always be compliant in the future. Additionally, we cannot predict the initiation or outcome of any such inspections by relevant authorities. Any penalty imposed as a result of such inspections may generate adverse publicity for our business. Such adverse publicity, or any future scrutiny, investigation, inspection or audit which could result in fines, public reprimands, and damage to our reputation, significant time and attention from our management, costs for inspections and remediation of affected customers, may adversely affect our business and financial results.

34. A majority of our Directors are not directors of listed companies and hence lack of such adequate experience to address complexities associated with listed companies, could have an adverse impact on our business and operations.

Our current Board comprises six Directors, of which two are Executive Directors, one is a Non-Executive Director and three are Independent Directors (including one independent woman director). We are not a publicly listed company and have not historically been subject to increased scrutiny by shareholders, regulators and the public at large that is associated with being a listed company. Except for Pradeep Kumar Pujari, who is a director on the board of companies listed on the Stock Exchanges, none of our board of directors have any prior experience of being a director in any listed company in India. While our Board members are qualified and have relevant experience in their respective field, not having much prior experience as being a director in any listed company in India may present some potential challenges to our Company in effectively meeting with good corporate governance norms and practices. Additionally, having lack of such experience amongst our Board may impact our Company’s credibility and reputation among the investors and other stakeholders. For further details, please see chapter titled “Our Management–Brief Profiles of our Director” on page 276.

35. We have certain contingent liabilities that have been disclosed in our financial statements, which if they materialize, may adversely affect our business, results of operations, cash flows and financial condition.

As of March 31, 2025, our contingent liabilities as per Ind AS 37 that have been disclosed in our Restated Financial Information, were as follows:

Name of statute	Financial Year	Amount (₹ million)	Amount deposit under protest	Net Amount (₹ million)
Contingent liability, not provided for				
CGST Act 2017 ⁽¹⁾	2017-2018	9.90	-	9.90
CGST Act 2017 ⁽¹⁾	2017-2018	0.55	-	0.55
Income Tax Act 1961 ⁽²⁾	2017-2018	21.38	-	21.38
Income Tax Act 1961 ⁽³⁾	2020-2021	17.19	-	17.19
Financial Bank guarantees	As on March 31, 2025	11.00	-	11.00

(1) The matter is pending with Commissioner (Appeals), CGST, Delhi.

(2) Pending at CIT (A).

(3) Vide order no. W.P.(C)10939/2023 dated August 18, 2023, Delhi High Court has set aside the impugned order. Liberty is however given to the assessing officer to pass a fresh order after giving personal hearing opportunity to the assessee.

If a significant portion of these liabilities materialize, it could have an adverse effect on our business, cash flows, financial condition and results of operations. We cannot assure you that we will not incur similar or increased

levels of contingent liabilities in the current Fiscal or in the future and that our existing contingent liabilities will not have material adverse effects on our business, financial condition and results of operations. For further information of contingent liability as per Ind AS 37, see “*Restated Financial Information– Note 33 and 34 - Contingent liabilities and Capital commitments*”, respectively on page 351.

36. We have power and fuel requirements and any disruption to power or fuel sources could increase our production costs and adversely affect our business, financial condition, cash flows and results of operations.

We require power and fuel for our operations. The following table sets forth below our power and fuel expenses in the years indicated.

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
(₹ million, except percentages)			
Power and fuel expenses (₹ million) ⁽¹⁾	23.02	19.23	14.03
Power and fuel expenses as a percentage of total expenses ⁽²⁾	2.82%	3.08%	4.71%

(1) Power and fuel expenses comprises of electricity expenses

(2) Total expenses means total of other expenses excluding cost of raw material consumed, change in inventories, employee benefit expenses, finance cost and depreciation and amortizations.

We purchase utilities for our operations from the state electricity boards. While a portion of our electricity consumption is generated by our roof-top solar plants, however, in case the cost of electricity from state electricity boards is increased significantly and we are not able to pass on such increase to our customers, our cost of production and profitability will be adversely affected. Interruptions of electricity supply can result in production shutdowns, increased costs associated with restarting production and the loss of production in progress. Any significant increase in power price or increased interruptions may require us to add captive power generation capacity which will lead to incremental capital expenditure which may adversely impact our results from operations. If energy costs were to rise, or if electricity supplies or supply arrangements were disrupted, our business and results from operations will be adversely impacted.

37. We are dependent on third parties for the transportation our products to our customers. Any failure by or loss of a third-party transport service provider could result in delays and increased costs, which may adversely affect our business, financial condition, results of operations and cash flows.

We rely on third parties for the transportation services for the timely delivery of our products to our customers. The following table sets forth the freight expenses incurred as a percentage of our revenue from operations in the years indicated:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
(₹ million, except percentages)			
Freight expenses* (₹ million)	64.33	39.19	15.30
Freight expenses as a percentage of revenue from operations	0.90%	1.12%	0.94%

* Freight expenses include freight charges towards purchase and sales, custom clearing and forwarding expenses, and expenses related to purchase.

We engage third-party logistic service providers to provide support our transportation requirements on a need basis. 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. Disruptions of transportation services because of natural disasters, pandemics, mass protests, civil unrest, strikes, lockouts or other events may affect our delivery schedules and impair our supply to our customers. While we have not experienced any such disruptions that affected our delivery scheduled and impaired our supply to our customers in the last three Fiscals, we cannot assure you that such instance will not arise in the future.

- 38. We have invested and intend to continue to invest in research and development (“R&D”) efforts to enhance the quality of existing products and introduce new products. We cannot assure you that our R&D efforts will result in the successful development and commercialization of such products, which could adversely affect our business, results of operations, and cash flows.**

We have a dedicated in-house R&D unit, which is CMMI Level-3 certified and recognized by the Department of Scientific and Industrial Research. As of March 31, 2025, our R&D team consisted of professionals with experience in mechanical design, electronics hardware and firmware, and software development. We intend to continue to invest in R&D efforts to enhance the quality of existing products and introduce new products and we may not be successful in development and commercialization of such products in a timely manner, or at all. The table below sets forth details of our expenses towards R&D in the years indicated:

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
(₹ million, except percentages)			
Research and development expenses (₹ million)	69.18	8.29	24.22
Research and development expenses as a percentage of revenue from operations	0.96%	0.24%	1.49%

We cannot guarantee the success of our product research and development initiatives, nor can we assure that commercially launched products will be successful, accepted by customers, or help us achieve our anticipated sales targets and profits. Additionally, we cannot assure you that the time and effort that we spend in research and development would be beneficial to us.

- 39. Our reliance on third-parties for the integration of various technologies into our smart meters exposes us to several risks that could adversely affect our business, results of operations, financial condition, and cash flows.**

We work with third parties to integrate various technologies into our smart meters. These collaborations are essential for enhancing the functionality and capabilities of our products. For details, see “Our Business – Strengths - Diverse technology offerings leading to strong customer relationships and substantial order book” on page 235. However, they also introduce several risks that could adversely impact our business, results of operations, financial condition and cash flows. The technologies and services provided by third parties may introduce errors, defects, or failures into our smart meter solutions. These issues could affect the reliability and performance of our products, leading to customer complaints and potential warranty claims. In extreme cases, such failures could also expose us to product liability claims, which could be costly and damage our reputation. Further, any interruption in the supply of products or services provided by these third parties could impair the quality or delivery of our products. For instance, delays or failures in the supply of critical components or software integration services could disrupt our production schedules and delay product shipments. This could lead to customer dissatisfaction and potentially result in the cancellation of orders, which would have an adverse impact on our business, results of operations, financial condition and cash flows.

The integration of third-party technologies may pose cybersecurity risks. Smart meters, designed in accordance with the Bureau of Indian Standards and client specifications with adequate measures for cyber security, however being connected devices, are vulnerable to cyber-attacks that could exploit weaknesses in the integrated technologies. For example, unauthorized access to smart meter data or the introduction of malware through third-party software could compromise the security and integrity of our systems. This could not only affect our operations but also lead to legal and regulatory consequences if customer data is compromised. In Fiscal 2025, for a project we used third-party software, products and services. However, the performance of these third party products and software was not in accordance with the project requirement due to which bank guarantee was invoked for this particular project. While we have not experienced any other instance wherein the smart meters supplied by us were compromised due to the delay or failures in the supply of critical components or integration of third-party technologies or software in the last three Fiscals, we cannot assure you that such instances will not arise in the future. Furthermore, the process of integrating third-party technologies requires significant time and resources. We must ensure that these technologies are compatible with our existing systems and meet our quality standards. Any delays or issues during this integration process could affect our product development timelines.

- 40. Changes in technology may render our current technologies obsolete or require us to make substantial capital investments. Any failure on our part to effectively address such situations, innovate and keep up with technological advancements, could adversely affect our business, results of operations, financial**

condition and cash flows.

Our business is continually changing due to technological advances impacting the manufacturing processes and products related to metering solutions technology. These changes result in the frequent introduction of new processes and products. If our technologies become obsolete due to various factors, our business and results of operations could be adversely affected. While we continue to undertake product development initiatives, including integration of new technologies into our products, we are subject to general risks associated with introduction of new products including the lack of market acceptance. Any rapid change in the expectations of our customers on account of changes in technology or introduction of new alternate products could adversely affect our business, results of operations, financial condition and cash flows. Further, although we strive to maintain and upgrade our operations through an integration of new technologies and machinery, the technologies and machinery we currently use may become obsolete. The cost of implementing new technologies and upgrading our manufacturing facilities could be significant, which could adversely affect our business, results of operations and financial condition. Any failure on our part to effectively address such situations, innovate and keep up with technological advancements, could adversely affect our business, results of operations, financial condition and cash flows.

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

We have entered into transactions with related parties in the past and from, time to time, we may enter into related party transactions in the future. While all such transactions have been conducted on an arm's length basis, in accordance with the Companies Act and other applicable regulations pertaining to the evaluation and approval of such transactions, we cannot assure you that we could not have achieved more favourable terms if such transactions had been entered into with unrelated parties.

Further, it is likely that we may enter into additional related party transactions in the future. While all related party transactions that we may enter into post-listing, will be subject to Board or Shareholder approval, as necessary under the Companies Act, the SEBI Listing Regulations and other applicable laws, we cannot assure you that these or any future related party transactions that we may enter into, individually or in the aggregate, will not have an adverse effect on our business, financial condition, results of operations and future prospects. Any future related party transactions may potentially involve conflicts of interest, which may be detrimental to us and against the interest of prospective investors. In addition, we cannot assure you that relevant shareholders' approval will be received for all material related party transactions and, accordingly, certain transactions which may be favourable to us may not be executed.

For further information, see "Offer Document Summary – Summary of Related Party Transactions" and "Restated Financial Information – Notes 38–Related Party Transactions" on pages 21 and 356 respectively. Our Restated Financial Information has been restated for correction of significant errors including with respect to our related party transactions and other adjustments. For details see "Restated Financial Information – Note 38–Related Party Transactions" on page 356.

42. 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 in operations.

We maintain insurance cover for our properties, including a standard fire and special perils insurance policy for certain movable and immovable assets, and for stock and tools as well as a burglary insurance policy for certain movable assets and for stock and tools. In addition, we maintain an insurance policy covering group mediclaim, marine (transit) insurance, fixed assets (including inventories) and directors and officers liability insurance. For further information on the insurance policies availed by us, see "Our Business – Insurance" on page 257.

We could face liabilities or otherwise suffer losses should any unforeseen incident such as fire, flood, and accidents in the regions or areas where our manufacturing facilities or corporate offices are located. For instance, in Fiscal 2023, we suffered loss of certain stock due to fire caused by an air conditioning unit at M-11, Badli Industrial Estate, leading to expenses of ₹ 1.71 million for stock lost by fire (net after insurance claim set off). Notwithstanding the insurance coverage that we carry, we may not be fully insured against certain types of risks. We cannot assure you that any claim under the insurance policies maintained by us will be honoured fully, in part, on time, or at all. In addition, our insurance coverage expires from time to time. Generally, the term of the insurance facilities is for one year. 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 acceptable costs or at all. To the extent that we suffer any loss or damage that is not covered by insurance or exceeds our insurance

coverage, our business, cash flows, financial condition and results of operations could be adversely affected. Further, pursuant to our contracts with electricity utilities and AMISPs, we are required to insure our products against loss or damage incidental to manufacture or acquisition, transportation, storage, till delivery to project store location, in the manner specified in the respective contracts.

Any damage suffered by us in excess of such limited coverage amounts, or in respect of uninsured events, not covered by such insurance policies will have to be borne by us. While we have not experienced any instance where we incurred losses exceeding our insurance coverage in the last three Fiscals, we cannot assure you that such instances will not arise in the future.

The table below set forth details of coverage of our insurance policies against the total insurable assets in the years indicated:

Particulars	As of / For the Year Fiscal 2025		As of / For the Year Fiscal 2024		As of / For the Year Fiscal 2023	
	Amount (₹ million)	Percentage of the Total Insurable Assets*	Amount (₹ million)	Percentage of the Total Insurable Assets*	Amount (₹ million)	Percentage of the Total Insurable Assets*
Coverage of insurance policies	1,583.17	109.17%	956.81	103.11%	553.41	132.81%

*Insurable Assets include plant and machineries, electrical and factory equipments, furniture and fixtures, vehicles and inventories.

43. Under-utilization of our manufacturing capacities over extended periods, or significant underutilization in the short term could increase our cost of production and our operating costs and adversely impact our business, growth prospects and future financial performance.

The capacity utilization is affected by our product mix, our ability to secure tenders or orders from our customers, the availability of raw materials, and industry and market conditions. In the event there is a decline in the demand for our products, or if we face prolonged disruptions at our manufacturing facilities or are unable to procure sufficient raw materials, our capacity utilisation would decline and we would not be able to achieve full capacity utilization of our existing or future manufacturing facilities. The table below sets out our overall capacity utilization for the period/ years indicated:

Manufacturing Facility	Products	Fiscal 2025	Fiscal 2024	Fiscal 2023
		Capacity Utilisation (in %)*		
Plot No M-11 and M-22 Badli Industrial Estate, Delhi 110 042, Delhi India	Single-Phase**	42.59%	52.82%	43.66%
	LTCT DT (Including Three-Phase and LTCT Consumer)	27.16%	28.40%	6.17%
Plot No SSI-32, SMA Co-operative Industrial Estate, Jahangir Puri, Delhi, 110 033, Delhi, India	Single-Phase	Nil	Nil	Nil
Plot No C-13, SMA Industrial Area, Jahangirpuri, GT Karnal Road, Delhi-110033 ^	Power Cable**	14.84%	21.52%	45.22%
	Automotive wire	31.64%	30.85%	30.49%

#As certified by Khyati Enterprises, independent chartered engineer, by certificate dated July 4, 2025.

*Capacity utilization has been calculated on the basis of actual production in the relevant Fiscal divided by the installed capacity.

^ The installed capacity for manufacturing single-phase meters was added in July 2024 but the actual production is yet to start. Therefore, the capacity utilisation was nil in Fiscal 2023, 2024 and 2025.

**The capacity utilisation for single-phase meter decreased from Fiscal 2024 to Fiscal 2025 due to increase in installed capacity during Fiscal 2024. Further, the capacity utilisation for power cable has decreased from Fiscal 2024 to Fiscal 2025 as we shifted our focus towards smart meters.

For further information, see “Our Business - Installed Capacity, Actual Production and Capacity Utilisation” on page 253.

Underutilization of our manufacturing capacities over extended periods, or significant under-utilization in the short term, could increase could limit our ability to leverage our economies of scale, our cost of production and our operating costs which could have an adverse impact our business, growth prospects and future financial

performance.

44. Any failure of our information technology systems and tools could adversely affect our business, results of operations, financial conditions and cash flows.

We have information technology systems and tools that support our business processes, including product development, production, sales and purchase, finance, inventory, and human resource management. We have made, and will continue to make, investments in information technology systems and tools. Such expenditure may adversely affect our operating results if they are not offset by corresponding increase in our operational efficiency. The table below sets forth details of technology expenses in the years indicated:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
(₹ million, except percentages)			
Technology expenses (₹ million)	1.59	1.61	1.75
Technology expenses as a percentage of revenue from operations	0.02%	0.05%	0.11%

An external information security breach, such as a hacker attack, fraud, a virus or worm malicious software, break-ins, phishing attacks, security breaches, or an internal problem with information protection, such as failure to control access to sensitive systems, could materially interrupt our business operations or cause disclosure or modification of sensitive or confidential information unauthorized access to our systems, misappropriation of information or data, deletion or modification of users information, or a denial of service or other interruption to our business operations. While there has been no instance in the last three Fiscals, where we experienced technology failure and the same had an adverse impact on the business operations of our Company, there is no assurance that such instance will not arise in the future. If we do not allocate and effectively manage the resources necessary to implement and sustain the proper IT infrastructure, we could be subject to transaction errors and processing inefficiencies. Challenges relating to the revamping or implementation of new IT structures can also subject us to certain errors, inefficiencies, disruptions and, in some instances, loss of consumers. Our IT systems and the systems of our third party IT service providers may also be vulnerable to a variety of interruptions due to events beyond our control, including, but not limited to, natural disasters, terrorist attacks, telecommunications failures, computer viruses, hackers and other security issues.

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

The information relating to the annual installed capacity, annual available capacity and capacity utilisation of our manufacturing facilities included in this Draft Red Herring Prospectus are based on various assumptions and estimates of our management that have been taken into account by the independent chartered engineer, Khyati Enterprises, in the calculation of our capacity. These assumptions and estimates include standard capacity calculation practice in the meter industry and capacity of other ancillary equipment installed at the relevant manufacturing facility. Assumptions and estimates taken into account for measuring the annual installed capacity and annual available capacity include 300 working days in a year operating for 22 hours a day.

Actual production levels and capacity utilization rates may therefore vary significantly from the annual installed and annual available installed capacity of our facilities. Undue reliance should therefore not be placed on our capacity information or historical capacity utilization information for our existing facilities included in this Draft Red Herring Prospectus. For information regarding capacity of our manufacturing facilities, see “Our Business – Installed Capacity, Actual Production and Capacity Utilisation” on page 253.

46. Our Promoters and Directors are interested in our Company’s performance in addition to their remuneration and reimbursement of expenses.

Our Promoters and Directors are interested in our Company, in addition to regular remuneration or benefits, sitting fees and reimbursement of expenses, to the extent of their shareholding in our Company, the dividend payable upon such shareholding and any other distributions in respect of their shareholding in our Company or the shareholding of their relatives, the lease rentals payable to them by our Company, their capacity as guarantor for certain loans payable by the Company, loans availed by our Company from certain Directors and employee benefit

expenses paid to our Directors. Further, our Independent Directors are entitled to receive not exceeding 1% of net profit of the Company, as commission, subject to maximum ₹ 1.20 million per annum (including sitting fees) for Fiscal 2026. The table below sets forth the details of shareholding of our Promoters and Directors, as applicable:

Names	Percentage of total pre-Offer paid up Equity Share capital
Promoters	
Ashutosh Goel*	68.76%
Nidhi Goel**	Negligible
AEW Infratech Private Limited	19.75%
RP Goel Family Trust	4.67%
Directors	
Vipul Gupta	Negligible

*Also the Managing Director of our Company

** Also the Non-Executive Director of our Company

Further, our Company has entered into a consultancy agreement dated April 1, 2025 with our Non-Executive Director, Nidhi Goel for a consultancy fee of ₹ 1.20 million per month, subject to applicable taxes as per Indian law. For further details, see “*Our Management—Interest of our Directors*” on page 279.

We cannot assure you that our Promoters or Directors will exercise their rights as Shareholders to the benefit and best interest of our Company. For further details, see “*Capital Structure*”, “*Our Management*” and “*Our Promoters and Promoter Group*” on pages 87, 275 and 292 respectively.

In addition to payment of remuneration, we have entered into related party transactions with our Promoters and Directors. For details, see “*Restated Financial Information – Note 38– Related Party Transactions*” on page 356. We enter into certain related party transactions in the ordinary course of our business, and we cannot assure you that such transactions will not adversely affect our business, results of operations, profitability and margins, cash flows and financial condition. Additionally, our Promoters, Ashutosh Goel and AEW Infratech Private Limited, Nidhi Goel and Director, Vipul Gupta have provided personal and corporate guarantees for certain of our borrowings and our business, results of operations, profitability and margins, cash flows and financial conditions may be adversely affected by the revocation of all or any of the guarantees provided by our Promoters in connection with our Company’s borrowings. For details, see “—31. *Our Promoters, Directors and members of the Promoter Group have provided guarantees in connection with our borrowings and the revocation of all or any of such guarantees may adversely affect our business, results of operations and financial condition.*” on page 48.

Further, our Promoters are interested to the extent of consideration paid by our Company in the form of lease rent or other payments to them and the entities in which our Promoters and/or their relatives or entities are interested. For further details, see “*Our Promoter and Promoter Group—Interests of our Promoters*” on page 295.

47. *If we fail to ensure the confidentiality of our technical knowledge and process know-how, we may suffer a loss of our competitive advantage.*

We possess extensive technical knowledge of our products and such technical knowledge has been developed through our own experience. This technical knowledge is an independent asset of ours, which may not be adequately protected by intellectual property rights, such as patent registration or design registration. Some of our technical knowledge is protected only by secrecy. As a result, we cannot be certain that our technical knowledge will remain confidential in the long run. Certain proprietary knowledge may be leaked (either inadvertently or wilfully), at various stages of the manufacturing process. A significant number of our employees have access to confidential design and product information and we cannot assure you that this information will remain confidential. Moreover, certain of our employees may leave us and join our various competitors. The potential ill-effects from such disclosure are increased as our products are not patented, and thus, we may have no recourse against copies of our products that enter the market subsequent to such leakages. In the event that the confidential technical information in respect of our products or business becomes available to third parties or to the general public, any competitive advantage we may have over other companies in the sector in which we operate could be compromised. If a competitor is able to reproduce or otherwise capitalise on our technology, it may be difficult, expensive or impossible for us to obtain necessary legal protection. While we have not had any such instances in the past three Fiscals, any leakage of confidential technical information could have an adverse effect on our business, results of operations, financial condition and cash flows.

48. *Our manufacturing facilities, R&D unit, and Registered and Corporate Office are not located on land owned by us and we have only leasehold rights. In the event we lose or are unable to renew such leasehold*

rights, our business, results of operations, financial condition and cash flows may be adversely affected.

Our Registered and Corporate Office is located at M-11, Badli Industrial Estate, Delhi 110 042, Delhi, India, which is held by us on a leasehold basis and the lease agreement is valid till March 31, 2030. Our Registered and Corporate Office has been leased to us by Bimla Goel on a monthly lease rental of ₹ 0.88 million. The table below provides information of our manufacturing facilities and R&D unit which are not located on land owned by our Company:

Facility	Address	Nature of Right/ Title	Name of the Promoter or Promoter Group Member, if leased
Manufacturing facility at Badli Delhi (including R&D unit)	Plot No M-11 and M-22 Badli Industrial Estate, Delhi 110 042, Delhi India	Lease	Bimla Goel and Ashutosh Goel and AEW Infratech Private Limited.
Manufacturing facility at Jahangirpuri Delhi	Plot No C-13, SMA Industrial Area, G.T. Karnal Road, Delhi 110 033, Delhi, India	Lease	Bimla Goel and Nidhi Goel and Ashutosh Goel
Manufacturing facility at Jahangirpuri Delhi	Plot No SSI-32, SMA Co-operative Industrial Estate, Jahangir Puri, Delhi, 110 033, Delhi, India	Lease	NA
Tool room facility	I-78, Bawana Industrial Area, Delhi	Lease	Priyanka Gupta
Warehouse I	S-62, Badli Industrial Estate, Delhi	Lease	Bimla Goel
Warehouse II	Plot No S-85, Badli Industrial Area, Phase 1, Badli, Delhi- 110042	Lease	NA

For more information, see “*Our Business – Properties*” on page 257.

Our Company has entered into lease agreements typically for a period eleven months to five years to safeguard from any risk of business operation disruption due to non-renewal of such leases. We cannot assure you that we will be able to renew our leases on commercially acceptable terms or at all. In the event that we are required to vacate our current premises, we would be required to make alternative arrangements and we cannot assure that the new arrangements will be on commercially acceptable terms. If we are required to relocate our business operations, we may suffer a disruption in our operations or have to pay increased charges, which could have an adverse effect on our business, results of operations, financial condition and cash flows. If we are unable to renew these leases or relocate on commercially suitable terms, it may have an adverse effect on our business, results of operation, financial condition and cash flows.

49. *Our Promoters and members of our Promoter Group will continue to hold a significant equity stake in our Company after the Offer and their interests may differ from those of the other shareholders.*

As on the date of this Draft Red Herring Prospectus, our Promoters and members of the Promoter Group collectively held 100% of the paid-up equity share capital of our Company on a fully diluted basis. For further information on their shareholding pre and post-Offer, see “*Capital Structure*” on page 87. After the completion of the Offer, our Promoters along with the members of Promoter Group will continue to collectively hold significant shareholding in our Company and will continue to exercise significant influence over our business policies and affairs and all matters requiring Shareholders’ approval, including the composition of our Board, the adoption of amendments to our certificate of incorporation, the approval of mergers, strategic acquisitions or joint ventures or the sales of substantially all of our assets, and the policies for dividends, lending, investments and capital expenditure or any other matter requiring special resolution. This concentration of ownership also may delay, defer or even prevent a change in control of our Company and may make some transactions more difficult or impossible without the support of these stockholders. The interests of the Promoters as our controlling shareholders could conflict with our interests or the interests of our other shareholders. We cannot assure you that the Promoters will act to resolve any conflicts of interest in our favour and any such conflict may adversely affect our ability to execute our business strategy or to operate our business. For further information in relation to the interests of our Promoters in the Company, see “*Our Promoters and Promoter Group*” and “*Our Management*” on pages 292 and 275, respectively.

50. *The energy meter industry is subject to certain threats and challenges, which if materialize will adversely affect our business, results of operation, financial condition and cash flows.*

We operate in the energy meter industry, which is subject to various challenges and threats that could impact our business, results of operations, financial condition and cash flows. For example, India imports a significant portion

of the key components and finished products related to smart meter technology from abroad. Reliance on imported components, especially semiconductors, may impact costs and supply chain reliability. Similarly, attracting and retaining skilled personnel in design, software development, and field installation is challenging. The shortage of skilled professionals for AMI deployment, including smart meter installation, data analytics, IoT technologies, and cybersecurity, may disrupt our business operations. Further, many Discoms operate with outdated software and hardware, making the integration of AMI with existing billing and grid management systems complex and costly. Further, there are areas with low signal strengths or limited internet coverage, which can hinder the effective operation of smart meters. Additionally, managing high data volumes from a large number of meters requires robust communication networks, and any deficiencies in this area can impact data transmission and system performance.

Changes in government policies or energy regulations could adversely affect our investment decisions and complicate the deployment of smart metering technologies. Further, the smart metering sector is highly competitive, with numerous established players and new entrants vying for market share. Intense competition can lead to price pressures, reduced profit margins, and challenges in gaining market acceptance for our products and services. Smart meters collect and transmit large amounts of sensitive energy consumption data, making them vulnerable to cyberattacks. Data breaches or security compromises could lead to loss of consumer trust, legal liabilities, and disruptions to grid operations, potentially impacting the progress of smart meter installations. There has been resistance from some consumers and Discoms to the installation of smart meters. Therefore, some DISCOMs resist adopting smart metering due to concerns about disruptions to their established processes. Further, consumers may be unaware of the benefits of AMI or may have privacy concerns, while Discoms may be reluctant to adopt new technologies due to potential disruptions to their established processes. Increasing consumer awareness and acceptance is critical for successful market penetration.

For further information, see “Industry Overview – Challenges and threats for the sector” on page 222.

51. *Certain sections of this Draft Red Herring Prospectus disclose information from the Crisil Report which is a paid report and commissioned and paid for by us exclusively in connection with the Offer and any reliance on such information for making an investment decision in the Offer is subject to inherent risks.*

We have availed the services of an independent third-party research agency, Crisil Intelligence, appointed by our Company pursuant to an engagement letter dated February 13, 2025, to prepare an industry report titled “Market assessment of smart meters, IIOT automation and wires and cables” dated July 2025, for purposes of inclusion of such information in this Draft Red Herring Prospectus to understand the industry in which we operate. Our Company, our Promoters, and our Directors are not related to Crisil Intelligence. This Crisil Report has been commissioned by our Company exclusively in connection with the Offer for a fee. This Crisil Report is subject to various limitations and based upon certain assumptions that are subjective in nature. Further the commissioned report is not a recommendation to invest or divest in our Company. Prospective investors are advised not to unduly rely on the commissioned report or extracts thereof as included in this Draft Red Herring Prospectus, when making their investment decisions.

52. *Certain non-GAAP financial measures and certain other statistical information relating to our operations and financial performance like EBITDA, EBITDA Margin, PAT Margin, Return on capital employed and Return on equity have been included in this Draft Red Herring Prospectus. These non-GAAP financial measures are not measures of operating performance or liquidity defined by Ind AS and may not be comparable.*

Certain non-GAAP financial measures and certain other statistical information relating to our operations and financial performance like EBITDA, EBITDA Margin, PAT Margin, Return on capital employed, Return on equity have been included in this Draft Red Herring Prospectus. We compute and disclose such non-GAAP financial measures and such other statistical information relating to our operations and financial performance as we consider such information to be useful measures of our business and financial performance.

These Non-GAAP 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 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 are not standardised 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. These non-GAAP financial measures and other statistical and other information relating to our operations and financial performance may not be computed on the basis of any standard

methodology that is applicable across the industry and therefore may not be comparable to financial measures and statistical information of similar nomenclature that may be computed and presented by other companies and are not measures of operating performance or liquidity defined by Ind AS and may not be comparable to similarly titled measures presented by other companies.

53. Our Statutory Auditors have included an emphasis of matter and remarks in the audit reports issued on the audited Ind AS financial statements for Fiscals 2025 and audited special purpose Ind AS financial statements for Fiscals 2024 and 2023 which do not require any corrective adjustments in the Restated Financial Information. We cannot assure you that any similar emphasis of matter or remarks will not form part of our financial statements for the future fiscal periods, which could have an adverse effect on our reputation, the trading price of the Equity Shares, results of operations, cash flows and financial condition.

While there are no audit qualifications in the auditor's report for Fiscal 2025, 2024 and 2023, our statutory auditors have included certain emphasis of matter in their audit reports which do not require any corrective adjustments in the Restated Financial Information. For example, our auditor's report on the Ind AS financial statements of the Company for Fiscal 2025 include the following emphasis of matter paragraph:

"We draw attention to Note No. 47 of the financial statements which describes the transition to Indian Accounting Standards (Ind AS), including the basis for transition and its impact on the financial position and performance as reported. The financial statements for the year ended 31 March 2025 are the first financial statements prepared in accordance with Ind AS.

Our opinion is not modified in respect of this matter."

Further, our Statutory Auditors have also included certain remarks in their audit reports in accordance with the Companies (Auditor's Report) Order, 2020 for Fiscals 2025, 2024 and 2023 which do not require any corrective adjustments in the Restated Financial Information. For further information, see, "Restated Financial Information – Restated Financial Information – Annexure VI - Part B: Non-Adjusting Events – B. Emphasis of Matter (EOM) and Other Matters in Auditors' Report which do not require any corrective adjustments in the Restated Financial Information" on page 330. We cannot assure you that our auditors' reports for any future fiscal periods will not contain qualifications, matters of emphasis or other observations or remarks which could subject us to additional liabilities, due to which our reputation and financial condition may be adversely affected.

54. Our Company will not receive any proceeds from the Offer for Sale and the proceeds from the Offer for Sale will be paid to the Promoter Selling Shareholder.

The Offer comprises an Offer for Sale by the Promoter Selling Shareholder. The Promoter Selling Shareholder will receive the entire proceeds from the Offer for Sale (after deducting applicable Offer expenses) and our Company will not receive any part of the proceeds of the Offer. For further information, see "The Offer" and "Objects of the Offer" on pages 71 and 102, respectively.

55. The average cost of acquisition of Equity Shares for our Promoter Selling Shareholder may be lower than the Offer Price.

The average cost of acquisition of Equity Shares for our Promoter Selling Shareholder may be lower than the Offer Price. The details of the average cost of acquisition of Equity Shares held by our Promoter Selling Shareholder as at the date of the Draft Red Herring Prospectus is set out below.

Name	Number of Equity Shares	Average Cost of Acquisition per Equity Share (in ₹)*
Ashutosh Goel	75,641,205	0.27

*As certified by J.C. Bhalla & Co., Chartered Accountants by way of their certificate dated July 4, 2025.

For more details regarding weighted average cost of acquisition of Equity Shares by our Promoter Selling Shareholder and build-up of Equity Shares by our Promoter Selling Shareholder in our Company, see "Summary of the Offer Document – Average cost of acquisition" on page 22.

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

We are responsible for establishing and maintaining adequate internal control measures commensurate with the size and complexity of our operations. Our internal audit functions make an evaluation of the adequacy and effectiveness of internal systems on an ongoing basis so that our operations adhere to our policies, compliance requirements and internal guidelines. While there have been no instances of failure to maintain effective internal controls and compliance system in the last three Fiscals, we cannot assure you that such instances will not arise in the future.

However, we are exposed to operational risks arising from the potential inadequacy or failure of internal processes or systems, and our actions may not be sufficient to ensure effective internal checks and balances in all circumstances. We take reasonable steps such as periodically testing and updating our internal processes and systems to maintain appropriate procedures for compliance and disclosure and to maintain effective internal controls over our financial reporting so that we produce reliable financial reports and prevent financial fraud. Our efforts in improving our internal control systems may not result in eliminating all risks. If we are not successful in discovering and eliminating weaknesses in our internal controls, our ability to manage our business effectively may materially and adversely be affected. As risks evolve and develop, internal controls must be reviewed on an ongoing basis. Maintaining such internal controls requires human diligence and compliance and is therefore subject to lapses in judgment and failures that result from human error. Any lapses in judgment or failures that result from human error can affect the accuracy of our financial reporting, resulting in a loss of investor confidence and may impact the price of our Equity Shares in the future.

Further, our operations are subject to anti-corruption and anti-money laundering laws and regulations. Anti-corruption laws generally prohibit us and our employees and intermediaries from bribing, being bribed or making other prohibited payments to government officials or other persons to obtain or retain business or gain some other business advantage. Whereas, anti-money laundering laws are designed to detect and prevent the concealment of illegally obtained money as legitimate income. We participate in collaborations and relationships with third parties whose actions could potentially subject us to liability under these laws or other local anti-corruption and anti-money laundering laws. If we are not in compliance with applicable anti-corruption and anti-money laundering laws, we may be subject to criminal and civil penalties, disgorgement and other sanctions and remedial measures, and legal expenses, which could have an adverse impact on our business, financial condition, results of operations and liquidity. Likewise, any investigation of any potential violations of anti-corruption and anti-money laundering laws by the relevant authorities could also have an adverse impact on our business and reputation.

57. *Our Company may not be able to pay dividends in the future. Our ability to pay dividends in the future will depend upon our future earnings, financial condition, profit after tax available for distribution, cash flows, working capital requirements and capital expenditure and the terms of our financing arrangements.*

Any dividends to be declared and paid in the future are required to be recommended by our Company's Board of Directors and approved by its 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 upon our future results of operations, financial condition, profit after tax available for distribution, cash flows, sufficient profitability, working capital requirements and capital expenditure requirements. We cannot assure you that we will generate sufficient revenues to cover our operating expenses and, as such, pay dividends to our Company's shareholders in future consistent with our past practices, or at all. Additionally, in the future, we may be restricted by the terms of our financing agreements in making dividend payments unless otherwise agreed with our lenders. We have not declared any dividends on the Equity Shares during the last three Fiscals and from April 1, 2025, until the date of this Draft Red Herring Prospectus. For information pertaining to dividend policy, see "Dividend Policy" on page 298.

External Risk Factors

58. *The determination of the Price Band is based on various factors and assumptions and the Offer Price, enterprise value to EBITDA, price to earnings ratio and market capitalization to revenue multiple based on the Offer Price of our Company, may not be indicative of the market price of the Company on listing or thereafter.*

Our revenue from operations for Fiscal 2025 was ₹ 7,171.11 million, our EBITDA for Fiscal 2025 was ₹ 2,070.09 million and our profit for Fiscal 2025 was ₹ 1,402.60 million, respectively. The table below provides details of our enterprise value to EBITDA ratio, price to earnings ratio and market capitalization to revenue from operations

for Fiscal 2025:

Particulars	Ratio vis-à-vis Floor Price	Ratio vis-à-vis Cap Price
	(In multiples, unless otherwise specified)	
Enterprise value to EBITDA	[•]	[•]
Market capitalization to revenue from operations	[•]	[•]
Price-to-earnings ratio	[•]	[•]

**To be populated at Prospectus stage.*

The determination of the Price Band is based on various factors and assumptions, and will be determined by our Company in consultation with the BRLMs. The relevant financial parameters based on which the Price Band will be determined shall be disclosed in the advertisement that will be issued for the publication of the Price Band. Further, 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 the book-building process prescribed under the SEBI ICDR Regulations, and certain quantitative and qualitative factors as set out in the section “*Basis for the Offer Price*” on page 124 and the Offer Price, multiples and ratios may not be indicative of the market price of the Company on listing or thereafter.

Prior to the Offer, there has been no public market for our Equity Shares, and an active trading market on the Stock Exchanges may not develop or be sustained after the Offer. Listing does not guarantee that a market for the Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares.

The 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 medical device industry we operate in, developments relating to India, announcements by third parties or governmental entities of significant claims or proceedings against us, volatility in the securities markets in India and other jurisdictions, variations in the growth rate of financial indicators, variations in revenue or earnings estimates by research publications, and changes in economic, legal and other regulatory factors. As a result, 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. Further, the market price of the Equity Shares may decline below the Offer Price. We cannot assure you that you will be able to sell your Equity Shares at or above the Offer Price.

59. Changing laws, rules and regulations in India could lead to new compliance requirements that are uncertain.

Our business, financial performance, cash flow and results of operations could be adversely affected by unfavourable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations applicable to us and our business. Our business, cash flows, results of operations and prospects may be adversely impacted, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy. The regulatory and policy environment in which we operate are evolving and are subject to change. The GoI may implement new laws or other regulations and policies that could affect our business in general, which could lead to new compliance requirements, including requiring us to obtain approvals and licenses from the Government and other regulatory bodies, or impose onerous requirements.

We are subject to laws and government regulations, including in relation to safety, health, environmental protection and labour. These laws and regulations impose controls on air and water discharge, employee exposure to hazardous substances and other aspects of our manufacturing operations. Further, laws and regulations may limit the amount of hazardous and pollutant discharge that our manufacturing facilities may release into the air and water. The discharge of materials that hazardous into the air, soil or water beyond these limits may cause us to be liable to regulatory bodies or third parties. Any of the foregoing could subject us to litigation, which could lower our profits in the event we were found liable and could also adversely affect our reputation. Additionally, the government or the relevant regulatory bodies may require us to shut down our manufacturing facilities, which in turn could lead to product shortages that delay or prevent us from fulfilling our obligations to customers.

For instance, the GoI has recently introduced 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**”). Certain portions of the Code on Wages, 2019, have come into force upon

notification by the Ministry of Labour and Employment. The remainder of these codes shall come into force on the day that the Government shall notify for this purpose. Different dates may also be appointed for the coming into force of different provisions of the Labour Codes. While the rules for implementation under these codes have not been notified, 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 and increase our expenses. For instance, the Social Security Code provides that where an employee receives more than half (or such other percentage as may be notified by the Central Government) of their total remuneration in the form of allowances and other amounts that are not included within the definition of wages under the Social Security Code, the excess amount received shall be deemed as remuneration and accordingly be added to wages for the purposes of the Social Security Code. Additionally, the Code on Wages, 2019, prescribes that if payments made by an employer towards certain employment benefits (including gratuity and house rent allowance) exceed half (or such other percentage as may be notified by the Central Government) of the total remuneration, the excess amount shall be deemed remuneration and accordingly be added to wages. The enforcement of these laws could lead to higher employee and labour costs, which in turn could have a detrimental effect on our operational results, cash flow, business, and overall financial health.

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. We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations, cash flows, financial condition and prospects. Further, pursuant to the Finance (No.2) Act of 2024 and Finance Act, 2025, notified on August 16, 2024 and March 29, 2025, respectively, the Government of India has introduced new income tax slabs, an increase in standard deduction and an increase in the deduction available in respect of private sector employer's contribution to National Pension Scheme from 10% to 14% of the salary of the concerned employees. There is no certainty on the impact of the full union budget on tax laws or other regulations, which may adversely affect our business, financial condition, results of operations or on the industry in which we operate.

60. *The occurrence of natural or man-made disasters, fires, epidemics, pandemics, acts of war, terrorist attacks, civil unrest and other events could materially and adversely affect our business.*

Natural disasters (such as typhoons, flooding and earthquakes), epidemics, pandemics such as COVID-19 and man-made disasters, including acts of war, terrorist attacks and other events such as political instability, including strikes, demonstrations, protests, marches or other types of civil disorder, many of which are beyond our control, may lead to economic instability, including in India or globally, which may in turn materially and adversely affect our business, financial condition, cash flows and results of operations. Our operations may be adversely affected by fires, natural disasters and/or severe weather, which can result in damage to our property or inventory and generally reduce our productivity and may require us to evacuate personnel and suspend operations. Any terrorist attacks or civil unrest as well as other adverse social, economic and political events in India or countries to who we sell our products could have a negative effect on us. In addition, any deterioration in international relations, especially between India and its neighboring countries, may result in investor concern regarding regional stability which could adversely affect the price of the Equity Shares. 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 market price of the Equity Shares.

61. *A downgrade in ratings of India and other jurisdictions we operate in may affect the trading price of the Equity Shares.*

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

62. We may be affected by competition laws in India, the adverse application or interpretation of which could adversely affect our business.

The Competition Act, 2002, of India, as amended (“**Competition Act**”), regulates practices having an appreciable adverse effect on competition in the relevant market in India (“**AAEC**”). Under the Competition Act, any formal or informal arrangement, understanding or action in concert, which causes or is likely to cause an AAEC is considered void and may result in the imposition of substantial penalties. Further, any agreement among competitors which directly or indirectly involves the determination of purchase or sale prices, limits or controls production, supply, markets, technical development, investment or the provision of services or shares the market or source of production or provision of services in any manner, including by way of allocation of geographical area or number of consumers in the relevant market or directly or indirectly results in bid-rigging or collusive bidding is presumed to have an AAEC and is considered void. The Competition Act also prohibits abuse of a dominant position by any enterprise. If it is proved that the contravention committed by a company took place with the consent or connivance or is attributable to any neglect on the part of, any director, manager, secretary or other officer of such company, that person shall be also guilty of the contravention and may be punished.

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. However, the impact of the provisions of the Competition Act on the agreements entered into by us cannot be predicted with certainty at this stage. In the event we pursue an acquisition in the future, we may be affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, or any enforcement proceedings initiated by the CCI, or any adverse publicity that may be generated due to scrutiny or prosecution by the CCI or if any prohibition or substantial penalties are levied under the Competition Act, it would adversely affect our business, results of operations, cash flows and prospects. The manner in which the Competition Act and the CCI affect the business environment in India may also adversely affect our business, financial condition, cash flows and results of operations.

The Competition (Amendment) Act, 2023 (“**Competition Amendment Act**”) was notified on April 11, 2023, which amends the Competition Act and give the CCI additional powers to prevent practices that harm competition and the interests of consumers. The Competition Amendment Act, *inter alia*, modifies the scope of certain factors used to determine AAEC, reduces the overall time limit for the assessment of combinations by the CCI from 210 days to 150 days and empowers the CCI to impose penalties based on the global turnover of entities, for anti-competitive agreements and abuse of dominant position. We have not experienced any instances wherein we were subject to any penalty or received any notice from the CCI in the last three Fiscals, we cannot assure you such instances will not arise in the future.

63. Financial and political 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 of America, Europe and certain emerging economies in Asia. In particular, the ongoing military conflicts between India and Pakistan, Russia and Ukraine and, Iran, Israel and Palestine could result in increased volatility in, or damage to, the worldwide financial markets and economy. Increased economic volatility and trade restrictions could result in increased volatility in the markets for certain securities and commodities and may cause inflation. Any other global economic developments or the perception that any of them could occur may continue to have an adverse effect on global economic conditions and the stability of global financial markets, and may significantly reduce global market liquidity and restrict the ability of key market participants to operate in certain financial markets. Further, any worldwide financial instability including possibility of default in the US debt market may cause increased volatility in the Indian financial markets and, directly or indirectly, adversely affect the Indian economy and financial sector and us. Although economic conditions are different in each country, investors’ reactions to developments in one country can have adverse effects on the securities of companies in other countries, including India. A loss of investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and, indirectly, in the Indian economy in general. 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.

More recently, in early 2025, the United States imposed tariffs across a range of countries and products. In addition, President of the United States has directed various federal agencies to further evaluate key aspects of U.S. trade policy, and there has been ongoing discussion and commentary regarding potential significant changes

to U.S. trade policies and treaties. The timing, amount and impact of such measures (including any retaliatory measures) cannot be predicted but could result in lower economic growth. Market reactions to the uncertainty of such measures could further depress economic activity until more clarity about trade conditions and tariffs is achieved. Such adverse economic or financial conditions could have a material adverse effect on our business, financial condition, results of operations and prospects.

In addition, China is one of India's major trading partners and there are rising concerns of a possible slowdown in the Chinese economy as well as a strained relationship with India, which could have an adverse impact on the trade relations between the two countries. In response to such developments, legislators and financial regulators in the United States and other jurisdictions, including India, implemented a number of policy measures designed to add stability to the financial markets. Further, the imposition of tariffs by the US government under its "Fair and Reciprocal Plan" may impact Indian businesses, especially those with a substantial export presence in the US market. This policy has resulted in the imposition of tariffs across a diverse range of sectors, including steel, aluminum, pharmaceuticals, textiles, and electronics. As a results, Indian exporters may encounter heightened costs and uncertainties, potentially constraining their market competitiveness and profitability. These developments, or the perception that any of them could occur, have had and may continue to have an adverse effect on global economic conditions and the stability of global 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. However, the overall long-term effect of these and other legislative and regulatory efforts on the global financial markets is uncertain, and they may not have the intended stabilising effects.

64. *The Indian tax regime has undergone substantial changes which could adversely affect our business and the trading price of the Equity Shares.*

Any change in Indian tax laws could have an effect on our operations. The Government of India has implemented two major reforms in Indian tax laws, namely the Goods and Services Tax ("GST"), and provisions relating to general anti-avoidance rules ("GAAR"). The indirect tax regime in India has undergone a complete overhaul. The indirect taxes on goods and services, such as central excise duty, service tax, central sales tax, state value added tax, surcharge and excise have been replaced by GST with effect from July 1, 2017. The GST regime continues to be subject to amendments and its interpretation by the relevant regulatory authorities is constantly evolving. GAAR became effective from April 1, 2017. The tax consequences of the GAAR provisions being applied to an arrangement may result in, among others, a denial of tax benefit to us and our business. In the absence of any substantial precedents on the subject, the application of these provisions is subjective. If the GAAR provisions are made applicable to us, it may have an adverse tax impact on us. Further, if the tax costs associated with certain of our transactions are greater than anticipated because of a particular tax risk materializing on account of new tax regulations and policies, it could affect our profitability from such transactions.

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

Investors are advised to consult their own tax advisors and to carefully consider the potential tax consequences of owning, investing or trading in the Equity Shares. There is no certainty on the impact that the Finance Act may have on our business and operations or on the industry in which we operate. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may affect the viability of our current business or restrict our ability to grow our business in the future.

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

65. *If inflation were to rise in India, we might not be able to increase the prices of our products at a proportional rate in order to pass costs on to our consumers thereby reducing our margins.*

Inflation rates in India have been volatile in recent years, and such volatility may continue in the future. India has experienced high inflation in the recent past. Increased inflation can contribute to an increase in interest rates and increased costs to our business, including increased costs of wages and other expenses. High fluctuations in inflation rates may make it more difficult for us to accurately estimate or control our costs. Any increase in inflation in India can increase our expenses, which we may not be able to adequately pass on to our consumers, whether entirely or in part, and may adversely affect our business, results of operations, cash flows and financial condition. In particular, we might not be able to reduce our costs or increase the price of our products to pass the increase in costs on to our consumers. In such case, our business, results of operations, cash flows and financial condition may be adversely affected. Further, the Government of India has previously initiated economic measures to combat high inflation rates, and it is unclear whether these measures will remain in effect. There can be no assurance that Indian inflation levels will not worsen in the future.

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

Our Restated Financial Information are derived from audited Ind AS financial statements as at and for the years ended March 31, 2025 and the audited special purpose Ind AS financial statements as at and for the years ended March 31, 2024 and March 31, 2023, prepared in accordance with Ind AS, and restated in accordance with requirements of Section 26 of Part I of Chapter III of Companies Act, SEBI ICDR Regulations and the Guidance Note on “Reports in Company Prospectuses (Revised 2019)” issued by ICAI. Ind AS differs in certain significant respects from IFRS, U.S. GAAP and other accounting principles with which prospective investors may be familiar 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 Draft Red Herring Prospectus should be limited accordingly.

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

SEBI and Stock Exchanges in order to enhance market integrity and safeguard interest of investors, have been introducing various enhanced pre-emptive surveillance measures. The main objective of these measures is to alert and advice investors to be extra cautious while dealing in these securities and advice market participants to carry out necessary due diligence while dealing in these securities. Accordingly, SEBI and Stock Exchanges have provided for (a) GSM on securities where trading price of such securities does not commensurate with financial health and fundamentals such as earnings, book value, fixed assets, net-worth, price per equity multiple and market capitalization; and (b) ASM on securities with surveillance concerns based on objective parameters such as price and volume variation and volatility.

On listing, we may be subject to general market conditions which may include significant price and volume fluctuations. The price of our Equity Shares may also fluctuate after the Offer due to several factors such as volatility in the Indian and global securities market, our profitability and performance, performance of our competitors, changes in the estimates of our performance or any other political or economic factor. The occurrence of any of the abovementioned factors may trigger the parameters identified by SEBI and the Stock Exchanges for placing securities under the GSM or ASM framework such as net worth and net fixed assets of securities, high low variation in securities, customers concentration and close to close price variation.

In the event our Equity Shares are covered under such pre-emptive surveillance measures implemented by SEBI and the Stock Exchanges, we may be subject to certain additional restrictions in relation to trading of our Equity Shares such as limiting trading frequency (for example, trading either allowed once in a week or a month) or freezing of price on upper side of trading which may have an adverse effect on the market price of our Equity Shares or may in general cause disruptions in the development of an active market for and trading of our Equity Shares.

68. *The Equity Shares have never been publicly traded and the Offer may not result in an active or liquid market for the Equity Shares. Further, 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.

Prior to the Offer, there has been no public market for the Equity Shares, and an active trading market on the stock exchanges may not develop or be sustained after the Offer. Listing and quotation does not guarantee that a market for the Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares. The Offer Price of the Equity Shares may bear no relationship to the market price of the Equity Shares after the Offer. Our Equity Shares are expected to trade on NSE and BSE after the Offer, but there can be no assurance that active trading in our Equity Shares will develop after the Offer, or if such trading develops that it will continue. Investors may not be able to sell our Equity Shares at the quoted price if there is no active trading in our Equity Shares. There has been significant volatility in the Indian stock markets in the recent past, and the trading price of our Equity Shares after the 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 Draft Red Herring Prospectus. The market price of our Equity Shares may be influenced by many factors, some of which are beyond our control, including, among others:

- the failure of security analysts to cover the Equity Shares after the Offer, or changes in the estimates of our performance by analysts;
- the activities of competitors and suppliers;
- future sales of the Equity Shares by us or our Shareholders;
- investor perception of us and the industry in which we operate;
- investor perceptions of our future performance, adverse media reports about us or our sector;
- changes in accounting standards, policies, guidance, interpretations of principles;
- our quarterly or annual earnings or those of our competitors;
- developments affecting fiscal, industrial or environmental regulations; and
- the public's reaction to our press releases and adverse media reports.

A decrease in the market price of our Equity Shares could cause you to lose some or all of your investment. General or industry specific market conditions or stock performance or domestic or international macroeconomic and geopolitical factors unrelated to our performance may also affect the price of our Equity Shares. In particular, the stock market as a whole in the past has experienced extreme price and volume fluctuations that have affected the market price of many companies in ways that may have been unrelated to the companies' operating performances. For these reasons, investors should not rely on recent trends to predict future share prices, results of operations or cash flow and financial condition.

69. Investors may be subject to Indian taxes arising out of income arising on the sale of the Equity Shares.

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares in an Indian company is generally taxable in India. A securities transaction tax ("**STT**") is levied both at the time of transfer and acquisition of the equity shares (unless exempted under a prescribed notification), and the STT is collected by an Indian stock exchange on which the equity shares are sold. Any capital gain realized on the sale of listed equity shares on a recognised stock exchange held for more than 12 months immediately preceding the date of transfer will be subject to long term capital gains in India at the specified rates depending on certain factors, such as whether the sale is undertaken on or off the recognised stock exchanges, the quantum of gains, and any available treaty relief.

The Government of India announced the union budget for Financial Year 2025-2026, following which the Finance Bill, 2025 ("**Finance Bill**") was introduced in the Lok Sabha on February 1, 2025. Subsequently, the Finance Bill received the assent from the President of India and became the Finance Act, 2025, with effect from April 1, 2025 as amended by the Finance (No. 2) Act, ("**Finance Act**"). As per the Finance Act, in case of domestic company, the rate of income-tax shall be 25% of the total income, if the total turnover or gross receipts of the previous year 2023-24 does not exceed ₹ 400 crores and where the companies continue in Section 115BA regime. In all other cases the rate of income-tax shall be 30% of the total income. However, domestic companies also have an option

to opt for taxation under section 115BAA of the Act on fulfilment of conditions contained therein. The rate of income-tax rate is 22% under section 115BAA, having a surcharge at 10% on such tax. Investors are advised to consult their own tax advisors and to carefully consider the potential tax consequences of owning, investing or trading in the Equity Shares.

For tax deduction on securities, the Finance Act increases the limit in relation to the amount or the aggregate of amounts of income by way of interest on securities from ₹ 5,000 to ₹ 10,000. With regard to the requirement of no tax being liable to be deducted on dividend, the Finance Act has increased limit on amount of dividend earned from ₹ 5,000 to ₹ 10,000.

The Income Tax Act, 1961 (“**IT Act**”) was amended to provide domestic companies an option to pay corporate income tax at the effective rate of 25.17% (inclusive of applicable surcharge and health and education cess), as compared to an effective rate of 34.94% (inclusive of applicable surcharge and health and education cess), provided such companies do not claim certain specified deductions or exemptions. Further, where a company has opted to pay the reduced corporate tax rate, the minimum alternate tax provisions would not be applicable. Any such future amendments may affect our ability to claim exemptions that we have historically benefited from, and such exemptions may no longer be available to us. Additionally, the Union Cabinet, Government of India has recently approved the Income Tax Bill, 2025 which inter alia, proposes to amend the income tax regime and replace the Income Tax Act, 1961. There is no certainty on the impact of the Income Tax Bill, 2025, once enacted, on tax laws or other regulations, which may adversely affect our business, financial condition, results of operations or on the industry in which we operate.

In the past, the distribution of dividends by a domestic company was subject to Dividend Distribution Tax (“**DDT**”), in the hands of the company at an effective rate of 20.56% (inclusive of applicable surcharge and cess). Such dividends were generally exempt from tax in the hands of the shareholders. However, 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. Further, the Finance Act, 2021, which followed, removed the requirement for DDT to be payable in respect of dividends declared, distributed or paid by a domestic company after March 31, 2020, and accordingly, such dividends would not be exempt in the hands of the shareholders, both resident as well as non-resident. Non-resident shareholders may claim benefit of the applicable tax treaty, subject to satisfaction of certain conditions. Our Company may or may not grant the benefit of a tax treaty (where applicable) to a non-resident Shareholder for the purposes of deducting tax at source pursuant to any corporate action, including dividends. Any business income realized from the transfer of 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.

We cannot predict whether any amendments made pursuant to the Finance Act would have an adverse effect on our business, results of operations, financial condition and cash flows. Unfavorable changes in or interpretations of existing laws, rules and regulations, 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.

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

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 with the Equity Shares within one working day of the date on which the Basis of Allotment is approved by the Stock Exchanges. The Allotment and transfer of Equity Shares in this Offer and the credit of such Equity Shares to the applicant’s demat account with depository participant could take approximately three Working Days from the Bid 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 Closing Date. There could be a failure or delay in the listing of the Equity Shares on the Stock Exchanges. Any failure or delay in obtaining the approval or otherwise any delay in commencing trading in the Equity Shares would restrict investors’ ability to dispose 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.

71. *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 shareholders with significant shareholding may adversely affect the trading price of the Equity Shares.

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

72. 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 certain restrictions), if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or falls under any of the exceptions referred to above, then a prior approval of the RBI will be required. Additionally, shareholders who seek to convert Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India require a no-objection or a tax clearance certificate from the Indian income tax authorities. As provided in the foreign exchange controls currently in effect in India, the RBI has provided that the price at which the Equity Shares are transferred be calculated in accordance with internationally accepted pricing methodology for the valuation of shares at an arm's length basis, and a higher (or lower, as applicable) price per share may not be permitted. We cannot assure investors that any required approval from the RBI or any other Indian government agency can be obtained on any particular terms, or at all. Further, due to possible delays in obtaining requisite approvals, investors in the Equity Shares may be prevented from realizing gains during periods of price increase or limiting losses during periods of price decline.

The Equity Shares will be quoted in Indian Rupees on the Stock Exchanges. Any dividends in respect of the Equity Shares will be paid in Indian Rupees and subsequently converted into appropriate foreign currency for repatriation. In addition, any adverse movement in 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 net proceeds received by shareholders.

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 Non-debt Rules, all investments under the foreign direct investment route by entities of a country sharing a land border with India or where the beneficial owner of the Equity Shares is situated in or is a citizen of any such country, can only be made through the Government approval route, as prescribed in the Consolidated FDI Policy dated October 15, 2020 and the FEMA Rules. While the term "beneficial owner" is defined under the Prevention of Money-Laundering (Maintenance of Records) Rules, 2005 and the General Financial Rules, 2017, neither the foreign direct investment policy nor the FEMA Rules provide a definition of the term "beneficial owner". The interpretation of "beneficial owner" and enforcement of this regulatory change involves certain uncertainties, which may have an adverse effect on our ability to raise foreign capital. Further, there is uncertainty regarding the timeline within which the said approval from the GoI may be obtained, if at all.

We cannot assure investors that any required approval from the RBI or any other governmental agency can be obtained on any particular terms or at all. For further information, see "Restrictions on Foreign Ownership of Indian Securities" on page 469.

73. QIBs and Non-Institutional Bidders are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after the submission of their Bid, and Retail Individual

Bidders are not permitted to withdraw their Bids after closure of the Bid/ Offer Closing Date.

Pursuant to the SEBI ICDR Regulations, QIBs and Non-Institutional Bidders are required to pay the Bid Amount on submission of the Bid and are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid. Retail Individual Bidders can revise their Bids during the Bid/ Offer Period and withdraw their Bids until the Bid/ Offer Closing Date. 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.

Retail Individual Bidders can revise their Bids during the Bid / Offer Period and withdraw their Bids until Bid / Offer Closing Date. While our Company is 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 pursuant to the Offer within three Working Days from the Bid / Offer Closing Date, events affecting the Bidders' decision to invest in the Equity Shares, including material 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.

74. Investors 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, 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 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 law of the jurisdiction the investors are in, does not permit them to exercise their pre-emptive rights without our Company 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 our Company makes such a filing. If we elect not to file a registration statement, the new securities may be issued to a custodian, who may sell the securities for the investor's benefit. The value such 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-emptive rights granted in respect of the Equity Shares held by them, their proportional interest in our Company would be reduced. In addition, Investors may suffer continued risk of dilution if shareholders pass special resolutions for preferential issues or take any other similar actions.

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

Upon listing, the Equity Shares will be quoted in Indian Rupees on the Stock Exchanges. Any dividends in respect of the Equity Shares will be paid in Indian Rupees and subsequently converted into appropriate foreign currency for repatriation. In addition, any adverse movement in 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 net proceeds received by shareholders.

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

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

entity in another jurisdiction.

77. *A third party could be prevented from acquiring control of us post the 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 SEBI Takeover Regulations, an acquirer has been defined as any person who, directly or indirectly, acquires or agrees to acquire shares or voting rights or control over a company, whether individually or acting in concert with others. Although these provisions have been formulated to ensure that interests of investors/shareholders are protected, these provisions may also discourage a third party from attempting to take control of our Company subsequent to completion of the 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 details of the Offer are disclosed below:

Equity Shares Offered	
Offer of Equity Shares ^{(1) (2)}	Up to [●] Equity Shares of face value ₹5 each aggregating up to ₹[●] million
<i>Of which</i>	
Fresh Issue ⁽¹⁾	Up to [●] Equity Shares of face value ₹5 each aggregating up to ₹4,000 million
Offer for Sale ⁽²⁾	Up to 7,500,000 Equity Shares of face value ₹5 each aggregating up to ₹[●] million
<i>of which:</i>	
Employee Reservation Portion ⁽⁶⁾	Up to [●] Equity Shares of face value ₹5 each aggregating up to ₹[●] million
Net Offer	Up to [●] Equity Shares of face value ₹5 each aggregating up to ₹[●] million
The Net Offer consists of:	
QIB Portion ⁽³⁾⁽⁴⁾	Not more than [●] Equity Shares of face value ₹5 each aggregating up to ₹[●] million
<i>of which:</i>	
- Anchor Investor Portion	Up to [●] Equity Shares of face value ₹5 each
- Net QIB Portion (assuming Anchor Investor Portion is fully subscribed)	[●] Equity Shares of face value ₹5 each
<i>of which:</i>	
- Mutual Fund Portion	[●] Equity Shares of face value ₹5 each
- Balance for all QIBs including Mutual Funds	[●] Equity Shares of face value ₹5 each
Non-Institutional Portion ^{(4) (5)}	Not less than [●] Equity Shares of face value ₹5 each aggregating up to ₹[●] million
<i>Of which:</i>	
- One-third of the Non-Institutional Portion, available for allocation to Bidders with an application size between ₹200,000 to ₹1,000,000	[●] Equity Shares of face value ₹5 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 ₹5 each
Retail Portion ⁽⁴⁾⁽⁶⁾	Not less than [●] Equity Shares of face value ₹5 each aggregating up to ₹[●] million
Pre and Post-Offer Equity Shares	
Equity Shares outstanding prior to the Offer (as on the date of this Draft Red Herring Prospectus)	110,000,000 Equity Shares of face value ₹5 each
Equity Shares outstanding after the Offer	[●] Equity Shares of face value ₹5 each
Use of Net Proceeds by our Company	See “Objects of the Offer” on page 102 for information about the use of Net Proceeds.

- (1) The Offer has been authorized by a resolution dated June 27, 2025 passed by our Board and the Fresh Issue has been approved by a special resolution dated June 27, 2025 passed by our Shareholders. Further, our Board has taken on record the participation of the Promoter Selling Shareholder in the Offer for Sale pursuant to the resolution passed at its meeting dated June 27, 2025.
- (2) The details of authorization by the Promoter Selling Shareholder approving his participation in the Offer for Sale is set out below:

S. No.	Name of the Selling Shareholder	Date of Consent Letter	Number of Offered Shares
1.	Ashutosh Goel	April 10, 2025	Up to 7,500,000

The Promoter Selling Shareholder confirms that he is eligible to participate in the Offer for Sale in accordance with Regulation 8 of the SEBI ICDR Regulations.

- (3) Our Company may, in consultation with the BRLMs, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. The QIB Portion will be accordingly reduced for the Equity Shares allocated to Anchor Investors. One-third of the Anchor Investor Portion will be reserved for domestic Mutual Funds only, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Offer Price. In case of under-subscription or non-Allotment in the Anchor Investor Portion, the remaining Equity Shares will be added back to the Net QIB Portion. Further, 5% of the Net QIB Portion (excluding the Anchor Investor 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, the balance Equity Shares available for allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For further details, see "Offer Procedure" on page 446.
- (4) Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category, except the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company, in consultation with the BRLMs and the Designated Stock Exchange, subject to applicable laws. In case of under-subscription in the Offer the Equity Shares will be allotted in the following order: (i) such number of Equity Shares will first be Allotted by our Company such that 90% of the Fresh Issue portion is subscribed; (ii) upon (i), all the Equity Shares held by the Promoter Selling Shareholder offered for sale in the Offer for Sale will be Allotted; and (iii) once Equity Shares have been Allotted as per (i) and (ii) above, such number of Equity Shares will be Allotted by our Company towards the balance 10% of the Fresh Issue portion. See "Terms of the Offer-Minimum Subscription" beginning on page 437.
- (5) SEBI through the SEBI ICDR Master Circular has prescribed that all individual investors applying in initial public offerings, 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.
- (6) The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹500,000 (net of Employee Discount, if any, as applicable). However, the initial allocation to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹200,000 (net of Employee Discount, if any, as applicable). 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, as applicable), subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹500,000 (net of Employee Discount, if any, as applicable). An Eligible Employee Bidding in the Employee Reservation Portion can also Bid in the Non-Institutional Portion or the Retail Portion and such Bids will not be treated as multiple Bids. The unsubscribed portion, if any, in the Employee Reservation Portion (after allocation up to ₹500,000 (net of Employee Discount, if any, as applicable)) 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. The Employee Reservation Portion shall not exceed 5% of our post-Offer paid-up Equity Share capital. Further, our Company in consultation with the Book Running Lead Managers, may offer a discount of up to [●]% to the Offer Price (equivalent of ₹[●] per Equity Share) to Eligible Employees Bidding in the Employee Reservation Portion. For details, see "Offer Structure" beginning on page 440.

Allocation to Bidders in all categories, except the Retail Portion, Non-Institutional Portion and the Anchor Investor Portion, if any, shall be made on a proportionate basis, subject to valid Bids being received at or above the Offer Price, as applicable. Allocation to Retail Individual Bidders shall be not 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. Further, not more than 15% of the Net Offer shall be available for allocation in accordance with Regulation 32(3A) of the SEBI ICDR Regulations to Non-Institutional Bidders (out of which one third shall be reserved for Bidders with Bids exceeding ₹200,000 up to ₹1,000,000 and two-thirds shall be reserved for Bidders with Bids exceeding ₹1,000,000) and not less than 35% of the Net Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. For details, see "Offer Structure", "Terms of the Offer" and "Offer Procedure" on pages 440, 432 and 446, respectively.

SUMMARY OF RESTATED FINANCIAL INFORMATION

The following tables set forth summary financial information derived from the Restated Financial Information. The summary financial information presented below should be read in conjunction with “*Restated Financial Information*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages 299 and 372, respectively.

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SUMMARY RESTATED STATEMENT OF ASSETS AND LIABILITIES

(in ₹ million)

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Assets			
Non- Current Assets			
Property, plant and equipment	197.00	108.21	73.88
Right-of-use assets	236.67	36.38	72.77
Financial assets			
Other financials assets	15.22	9.72	4.30
Deferred tax assets (net)	-	41.54	5.45
Total non-current assets	448.89	195.85	156.40
Current assets			
Inventories	1,261.48	824.71	346.68
Financial assets			
Trade receivables	2,788.01	1,438.99	865.35
Cash and cash equivalents	2.08	107.47	1.27
Bank balance other than cash and cash equivalents	453.59	69.17	41.27
Other financials assets	521.65	42.11	18.97
Other assets	14.16	13.49	52.38
Total current assets	5,040.97	2,495.94	1,325.92
Total assets	5,489.86	2,691.79	1,482.32
Equity and liabilities			
Equity			
Equity share capital	550.00	55.00	55.00
Other equity	1,585.20	677.53	202.85
Total equity	2,135.20	732.53	257.85
Non-current liabilities			
Financial liabilities			
Borrowings	64.33	35.98	23.53
Lease liabilities	187.71	-	42.26
Deferred tax liabilities (net)	20.13	-	-
Provisions	366.29	169.61	71.63
Total non current liabilities	638.46	205.59	137.42
Current liabilities			
Financial liabilities			
Borrowings	604.72	245.46	280.47
Lease liabilities	50.18	42.27	38.56
Trade payables			
- Total outstanding dues of micro enterprises and small enterprises	219.78	149.34	153.08
- Total outstanding dues of creditors other than micro enterprises and small enterprises	1,452.25	1,082.18	462.77

Other financial liabilities	68.36	101.57	94.85
Other liabilities	24.81	24.52	13.78
Provisions	86.57	55.62	40.23
Income tax liabilities (net)	209.53	52.71	3.31
Total current liabilities	2,716.20	1,753.67	1,087.05
Total liabilities	3,354.66	1,959.26	1,224.47
Total equity and liabilities	5,489.86	2,691.79	1,482.32

SUMMARY RESTATED STATEMENT OF PROFIT AND LOSS ACCOUNT

(in ₹ million)

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Income			
Revenue from Operations	7,171.11	3,484.82	1,629.90
Other Income	29.64	13.31	18.70
Total Income	7,200.75	3,498.13	1,648.60
Expenses			
Cost of Materials Consumed	4,090.29	2,024.91	1,210.02
Change in Inventories of Finished Goods and Stock-in-trade	(130.62)	(57.45)	(90.74)
Employee Benefits Expense	325.14	165.43	94.13
Finance Costs	65.33	49.81	36.18
Depreciation and Amortization Expense	81.05	60.87	53.80
Other Expenses	816.21	624.65	297.92
Total Expenses	5,247.40	2,868.22	1,601.31
Profit Before Tax	1,953.35	629.91	47.29
Tax Expense			
Current Tax	490.00	192.07	18.40
Deferred Tax (Net)	61.64	(36.28)	(4.14)
Previous Year Tax (Net)	(0.89)	-	22.86
Total Tax Expense	550.75	155.79	37.12
Profit for the Year	1,402.60	474.12	10.17
Other Comprehensive Income			
Items that will not to be reclassified to profit or loss in subsequent years:			
Re-measurement gains / (losses) on Defined Benefit Plan	0.10	0.75	1.40
Income Tax Effect	(0.03)	(0.19)	(0.35)
Other Comprehensive Income for the Year, Net of Tax	0.07	0.56	1.05
Total Comprehensive Income for the Year	1,402.67	474.68	11.22
Earnings per Equity Share (Face value of Rs. 5 each)			
Basic	12.75	4.32	0.10
Diluted	12.75	4.32	0.10

SUMMARY RESTATED STATEMENT OF CASH FLOW STATEMENT

(in ₹ million)

Particulars	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	1,953.35	629.91	47.29
Adjustment for:-			
Depreciation and amortisation	81.05	60.87	53.80
<u>Adjustment for Provision created during previous year</u>			
Finance income	(18.66)	(3.95)	(2.07)
Provision for gratuity (Net)	2.80	2.85	1.50
Provision for Bonus	0.69	1.09	0.61
Provision for Warranty	227.79	82.88	26.85
Provision for Leave Encashment	2.62	0.09	0.42
Provision for Expected Credit Loss	0.67	0.86	0.16
Provision for Delay Payment to MSME	0.80	1.11	2.00
Provision for Electricity Expense	1.17	1.21	-
Provision for Penalty	(24.86)	24.86	-
Provision for Expenses	16.12	-	-
Profit on sale/discard of fixed assets (Net)	-	0.66	(0.97)
Finance Cost	65.33	49.81	36.18
Operating Profit Before Working Capital Changes	2,308.87	852.25	165.77
Change in working capital			
(Increase)/decrease in trade Receivable	(1349.68)	(574.50)	(317.83)
(Increase)/decrease in inventories	(436.77)	(478.03)	(216.82)
(Increase)/decrease in other financial assets	(485.04)	(28.56)	16.83
(Increase)/decrease in other assets	(0.67)	38.89	(16.19)
Increase/(decrease) in other financial liabilities	(33.21)	6.72	53.25
Increase/(decrease) in lease liabilities	(45.48)	(38.55)	(28.34)
Increase/(decrease) in trade payables	440.51	615.67	272.69
Increase/(decrease) in Other Provisions	-	(0.03)	(1.19)
Increase/(decrease) in other liabilities	0.29	10.74	8.87
Cash generated/ used in operating activities	398.82	404.60	(62.95)
Income tax paid	332.29	142.66	35.41
Net cash generated/ used in operating activities	66.53	261.94	(98.36)
B. CASH FLOW FROM INVESTING ACTIVITIES			
Purchase of property, plant & equipment and intangible assets	(129.04)	(62.84)	(21.06)
Sale of fixed asset	-	3.37	0.88
Profit on sale of fixed assets	-	-	0.97
Interest income	18.66	3.95	2.07
Investment in deposit	(384.42)	(27.90)	36.77
Net cash generated from investing activities	(494.80)	(83.42)	19.63
C. CASH FLOW FROM FINANCING ACTIVITIES			
Proceeds from borrowings	387.61	(22.56)	114.72
Finance cost	(64.73)	(49.76)	(36.14)
Net cash used in financing activities	322.88	(72.32)	78.58
D. Net change in cash & cash equivalents (A+B+C)	(105.39)	106.20	(0.15)
E. Opening balance of cash and cash equivalents	107.47	1.27	1.42
F. Cash & cash equivalents (Closing balance) (D+E)	2.08	107.47	1.27

GENERAL INFORMATION

Registered and Corporate Office

Allied Engineering Works Limited

M-11, Badli Industrial Estate

Delhi 110 042

Delhi, India

CIN: U31900DL2011PLC220430

Registration Number: 220430

Details of incorporation and changes in the name and registered office address of our Company

For details of our incorporation and changes to our name and our registered office address, see “*History and Certain Corporate Matters*” on page 267.

Registrar of Companies

Our Company is registered with the Registrar of Companies, Delhi and Haryana, situated at:

4th Floor, IFCI Tower

61, Nehru Place

New Delhi 110 019

Delhi, India

Board of Directors

As of the date of this Draft Red Herring Prospectus, the composition of the Board of Directors is as disclosed below:

Name	Designation	DIN	Address
Ashutosh Goel	Chairman and Managing Director	00499875	BJ-136 (West) Shalimar Bagh, Shalimar Bagh S.O., North West Delhi, Delhi, 110 088, India
Vipul Gupta	Executive Director	03529058	B-118, Ashok Vihar, Phase-1, Ashok Vihar HO, North West Delhi, Delhi, 110 052, India
Nidhi Goel	Non-Executive Director	03529055	BJ-136 (West) Shalimar Bagh, Shalimar Bagh S.O., North West Delhi, Delhi, 110 088, India
Marur Narasimha Aravind Kumar	Independent Director	08165688	12-2-823/B/8, Flat No. 503, Siri Residency, Ram Murthy Colony, near ST Anns College, Medipatnam, Asifnagar, Hyderabad, 500 028, Telangana, India
Pradeep Kumar Pujari	Independent Director	00399995	B-304, Parshwa Luxuria, Iscon-Ambli Road, behind Altius-2, opposite Santoor Bungalows, Ahmedabad City, Ahmedabad, 380 058, Gujarat, India
Neelam Sanghi	Independent Director	00241684	House Number 10, West Avenue IIT Delhi Campus, Hauz Khas, South Delhi, 110 016, Delhi, India

For further details of our Board, see “*Our Management — Board of Directors*” beginning on page 275.

Company Secretary and Compliance Officer

Bhavesh Mehra is the Company Secretary and Compliance Officer of our Company. His contact details are as set forth below:

Bhavesh Mehra

M-11, Badli Industrial Estate

Delhi 110 042, India

Tel: +91 011 4708 2775
E-mail: compliance@aewinfra.com

Filing of the Offer Documents

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

Securities and Exchange Board of India

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

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

Book Running Lead Managers

Axis Capital Limited
Axis House, 1st Floor
Pandurang Budhkar Marg, Worli
Mumbai 400 025
Maharashtra, India
Tel: +91 22 4325 2183
E-mail: aew.ipo@axiscap.in
Website: www.axiscapital.co.in
Investor grievance e-mail: complaints@axiscap.in
Contact Person: Simran Gadh/ Pratik Pednekar
SEBI Registration No.: INM000012029

IIFL Capital Services Limited
(formerly known as IIFL Securities Limited)
24th Floor, One Lodha Place
Senapati Bapat Marg
Lower Parel (West)
Mumbai 400 013
Maharashtra, India
Tel: +91 22 4646 4728
E-mail: aew.ipo@iiflcap.com
Website: www.iiflcap.com
Investor grievance e-mail: ig.ib@iiflcap.com
Contact Person: Dhruv Bhavsar/ Pawan Jain
SEBI Registration No.: INM000010940

Syndicate Members

[•]

Legal advisers to our Company as to Indian law

S&R Associates
One World Center
1403, Tower 2 B
841 Senapati Bapat Marg, Lower Parel
Mumbai 400 013
Maharashtra, India
Tel: +91 22 4302 8000

Statutory Auditors of our Company
O. Aggarwal & Co., Chartered Accountants
419-421, Ring Road Mall
Manglam Palace, Sector-3
Rohini, Deepali Chowk
New Delhi, 110 085

Tel: +91 92689 31898
E-mail: shubhamguptaandco@gmail.com
Firm Registration No.: 005755N
Peer Review Certificate No.: 016245

Changes in Statutory Auditors

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

Name of Auditor	Date of Change	Reason for Change
O. Aggarwal & Co., Chartered Accountants 419-421, Ring Road Mall Manglam Palace, Sector-3 Rohini, Deepali Chowk New Delhi, 110 085 Tel.: +91 92689 31898 E-mail: shubhamguptaandco@gmail.com Firm Registration No.: 005755N Peer Review Certificate No.: 016245	June 17, 2025	Re-appointment
O. Aggarwal & Co., Chartered Accountants 419-421, Ring Road Mall Manglam Palace, Sector-3 Rohini, Deepali Chowk New Delhi, 110 085 Tel.: +91 92689 31898 E-mail: shubhamguptaandco@gmail.com Firm Registration No.: 005755N Peer Review Certificate No.: 016245	October 19, 2024	Appointment to fill the casual vacancy caused due to resignation of previous statutory auditor
Kumar & Bansal, Chartered Accountants 201-202, Sagar Complex Plot No. 4, LSC, CD Block Pitampura, Delhi, 110 034 Tel.: +091 11 4732 2856, + 91 11 2731 2856 E-mail: apoorv@kumarandbansal.com Firm Registration No.: 002801N Peer Review Certificate No.: Nil	October 1, 2024	Resignation due to pre-occupation in other assignments

Registrar to the Offer

KFin Technologies Limited

Selenium Tower-B
Plot No 31 & 32, Gachibowli
Financial District, Nanakramguda
Serilingampally, Hyderabad 500 032
Telangana, India
Tel: +91 40 6716 2222
E-mail: allied.ipo@kfintech.com
Website: www.kfintech.com
Investor Grievance e-mail: einward.ris@kfintech.com
Contact Person: M. Murali Krishna
SEBI Registration No.: INR000000221

Banker(s) to the Offer

Escrow Collection Bank(s)

[•]

Refund Bank(s)

[•]

Public Offer Account Bank(s)

[•]

Sponsor Banks

[•]

Bankers to our Company

ICICI Bank Limited

N138, Block N
Panchsheel Park
New Delhi, Delhi, 110017
Tel: +91 97264 17737
E-mail: farman.ali@icicibank.com
Website: <https://www.icicibank.com>
Contact Person: Farman Ali

YES Bank Limited

4th floor, Max Towers
Sec 16B, Noida, 201301
Tel: +91 91357 56304
E-mail: praveen.kumar48@yesbank.in
Website: www.yesbank.in
Contact Person: Praveen Kumar

HDFC Bank Limited

Plot number 31, 3rd floor
Tower-A (above Jaguar Showroom)
Najafgarh Industrial Area, Shivaji Marg
Moti Nagar, New Delhi, 110 015
Tel: +91 99993 85690
E-mail: ankush.bindal@hdfcbank.com
Website: www.hdfcbank.com
Contact Person: Ankush Bindal

State Bank of India

B-76, Wazirpur Industrial Area
New Delhi
Tel: 011 2737 2210, 2737 1747
E-mail: sbi.05714@sbi.co.in
Website: sbi.co.in
Contact Person: Yasham Gupta

Designated Intermediaries

SCSBs and mobile applications enabled for UPI mechanism

The banks registered with the SEBI, which offer the facility of ASBA services, (i) in relation to ASBA, where the Bid Amount will be blocked by authorizing 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, a list of which is available on the website of SEBI at sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as updated from time to time.

SCSBs eligible as Issuer Banks for UPI Mechanism

In accordance with SEBI ICDR Master Circular, applications through UPI in the Offer can be made only through the SCSBs mobile applications (apps) whose name appears on the SEBI website. A list of SCSBs and mobile application, which, are live for applying in public issues using UPI mechanism is provided as Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019. The list is 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.

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?doRecognised=yes&intmId=35) and updated from time to time or any such other website as may be prescribed by SEBI from time to time.

Registered Brokers

Bidders can submit ASBA Forms in the Offer using the stockbroker network of the stock exchange, i.e., through the Registered Brokers at the Broker Centres. The list of the Registered Brokers eligible to accept ASBA Forms, including

details such as postal address, telephone number and e-mail address, is provided on the websites of the BSE and the NSE at www.bseindia.com and www.nseindia.com, respectively, as updated from time to time.

RTAs

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 Stock Exchanges at www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx? and www.nseindia.com/products-services/initial-public-offerings-asba-procedures, respectively, as updated from time to time.

CDPs

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 BSE at www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx? and on the website of NSE at www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, as updated from time to time.

Credit Rating

As the Offer is an initial public offering of Equity Shares, the appointment of a credit rating agency is not required.

IPO Grading

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

Debenture Trustees

As the Offer is an initial public offering of Equity Shares, the appointment of debenture trustees is not required.

Monitoring Agency

In terms of Regulation 41 of the SEBI ICDR Regulations, our Company will appoint a credit rating agency registered with SEBI as the monitoring agency for the Fresh Issue prior to the filing of the Red Herring Prospectus with the RoC. The details of the monitoring agency shall be included in the Red Herring Prospectus.

Appraising Agency

The objects of the Offer for which the Net Proceeds will be utilized have not been appraised by any agency.

Green Shoe Option

No green shoe option is contemplated under the Offer.

Experts

Our Company has not obtained any expert opinions other than as disclosed below.

Our Company has received written consent dated July 4, 2025 from O. Aggarwal & Co., Chartered Accountants, to include their name as required under section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an “expert” as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of their (i) examination report, dated July 2, 2025 on the Restated Financial Information; and (ii) their statement of special tax benefits in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Our Company has received written consent dated July 4, 2025 from J.C. Bhalla & Co., Chartered Accountants, having firm registration number 001111N to include their name as required under section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an “expert” as defined under section 2(38) of the Companies Act, 2013 to the extent and in its capacity as the independent chartered accountant and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Our Company has received written consent dated July 4, 2025 from Khyati Enterprises, independent chartered engineer, to include their name in this Draft Red Herring Prospectus and be named as an “expert” as defined under Section 2(38) of the Companies Act, 2013, read with Section 26(5) in their capacity as the independent chartered engineer and in respect of (i) their certificate dated July 4, 2025 and (ii) project report dated July 4, 2025 in connection with the Offer and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Our Company has received written consent dated July 4, 2025 from DPV & Associates LLP, the independent practising company secretary, to include their name in this Draft Red Herring Prospectus and be named as an “expert” as defined under Section 2(38) of the Companies Act, 2013, read with Section 26(5) in their capacity as the independent practising secretary and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Inter-se Allocation of Responsibilities between the BRLMs

The table below sets forth the *inter-se* allocation of responsibilities for various activities among the BRLMs.

Sr. No.	Activity	Responsibility	Co-ordination
1.	Capital structuring, due diligence of Company including its operations / management / business plans / legal etc., drafting and design of Draft Red Herring Prospectus, Red Herring Prospectus and Prospectus. Ensure compliance and completion of prescribed formalities with the Stock Exchanges, SEBI and RoC including finalization of Red Herring Prospectus, Prospectus, Offer Agreement, Underwriting Agreements and RoC filing	Axis Capital and IIFL Capital	Axis Capital
2.	Drafting and approval of all statutory advertisements including audio-video presentation and uploading of documents on Document Repository Platform	Axis Capital and IIFL Capital	Axis Capital
3.	Drafting and approval of all publicity material other than statutory advertisements as mentioned in point 2 above, including corporate advertising and brochures and filing of media compliance report.	Axis Capital and IIFL Capital	IIFL Capital
4.	Appointment of intermediaries, Registrar to the Offer, advertising agency, printer (including coordination of all agreements)	Axis Capital and IIFL Capital	Axis Capital
5.	Appointment of all other intermediaries, including Sponsor Bank, Monitoring Agency, etc. (including coordination of all agreements)	Axis Capital and IIFL Capital	IIFL Capital
6.	Preparation of road show presentation and FAQs	Axis Capital and IIFL Capital	IIFL Capital
7.	International institutional marketing of the Offer, which will cover, inter alia: - Marketing strategy - Finalising the list and division of international investors for one-to-one meetings - Finalising international road show and investor meeting schedules	Axis Capital and IIFL Capital	IIFL Capital
8.	Domestic institutional marketing of the Offer, which will cover, inter alia: - Marketing strategy - Finalising the list and division of domestic investors for one-to-one meetings - Finalising domestic road show and investor meeting schedules	Axis Capital and IIFL Capital	Axis Capital
9.	Non-institutional marketing of the Offer, which will cover, inter-alia: - Finalising media, marketing, public relations strategy and - Formulating strategies for marketing to Non –Institutional Investors	Axis Capital and IIFL Capital	IIFL Capital

Sr. No.	Activity	Responsibility	Co-ordination
10.	Retail marketing of the Offer, which will cover, inter-alia: - Finalising media, marketing, public relations strategy and publicity budget, frequently asked questions at retail road shows - Finalising brokerage, collection centres - Finalising centres for holding conferences for brokers etc. - Follow-up on distribution of publicity and Offer material including form, Red Herring Prospectus/ Prospectus and deciding on the quantum of the Offer material	Axis Capital, IIFL Capital	Axis Capital
11.	Coordination with Stock Exchanges for book building software, bidding terminals and mock trading. Coordination with Stock Exchanges for Anchor coordination, Anchor CAN and intimation of anchor allocation and submission of letters to regulators post completion of anchor allocation	Axis Capital and IIFL Capital	IIFL Capital
12.	Managing the book and finalization of pricing in consultation with Company	Axis Capital and IIFL Capital	Axis Capital
13.	Post-Offer activities – management of escrow accounts, finalisation of the basis of allotment based on technical rejections, post Offer stationery, essential follow-up steps including follow-up with bankers to the Offer and Self Certified Syndicate Banks and coordination with various agencies connected with the post-offer activity such as registrar to the offer, bankers to the offer, Self-Certified Syndicate Banks, etc. listing of instruments, demat credit and refunds/ unblocking of monies, announcement of allocation and dispatch of refunds to Bidders, etc., payment of the applicable STT on behalf of Promoter Selling Shareholder, coordination for investor complaints related to the Offer, including responsibility for underwriting arrangements, submission of final post issue report.	Axis Capital and IIFL Capital	IIFL Capital

Book Building Process

Book building process, in the context of the Offer, refers to the process of collection of Bids from Bidders on the basis of the Red Herring Prospectus and the Bid cum Application Forms and the Revision Forms within the Price Band and minimum Bid Lot. The Price Band and the minimum Bid Lot size will be decided by our Company in consultation with the BRLMs, and shall be advertised in [●] editions of [●], an English national daily newspaper, [●] editions of [●], a Hindi national daily newspaper, Hindi also being the regional language of the place where our Registered Office is located, each with wide circulation, and advertised at least two Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchanges to upload on their respective websites. The Offer Price shall be determined by our Company, in consultation with the BRLMs, after the Bid/Offer Closing Date. For details, see “Offer Procedure” on page 446.

All Bidders, except Anchor Investors, are mandatorily required to use the ASBA process for participating in the Offer by providing details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by SCSBs. In addition to this, the UPI Bidders may participate through the ASBA process by either (a) providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs; or (b) through the UPI Mechanism. Anchor Investors are not permitted to participate in the Anchor Investor Portion through the ASBA process.

In accordance with the SEBI ICDR Regulations, QIBs Bidding in the QIB Portion and Non-Institutional Bidders bidding in the Non-Institutional Portion are not allowed to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders and Eligible Employees Bidding in the Employee Reservation Portion (subject to their Bid Amount being up to ₹ 500,000 (net of Employee Discount, if any, as applicable)) can revise their Bids during the Bid/Offer Period and can withdraw their Bids on or before the Bid/Offer Closing Date. Further, Anchor Investors cannot withdraw their Bids after the Anchor Investor Bid/Offer Period. Allocation to QIBs (other than Anchor Investors) will be on a proportionate basis. The

allocation to each Retail Individual Bidder and Non-Institutional Bidder shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the Non-Institutional Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis. Allocation to the Anchor Investors will be on a discretionary basis. See “Offer Structure” and “Offer Procedure” beginning on pages 440 and 446, respectively.

Except for Allocation to RIBs, NIBs and Anchor Investors, allocation in the Offer will be on a proportionate basis. Allocation to the Anchor Investors will be on a discretionary basis. For allocation to the Non-Institutional Bidders, the following shall be followed:

- a) One-third of the portion available to Non-Institutional Bidders shall be reserved for Bidders with application size of more than ₹200,000 and up to ₹1,000,000; and
- b) Two-thirds of the portion available to Non-Institutional Bidders shall be reserved for Bidders with application size of more than ₹1,000,000.

Provided that the unsubscribed portion in either of the sub-categories specified under clauses (a) or (b), may be allocated to Bidders in the other sub-category of Non-Institutional Bidders.

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

Bidders should note that the Offer is also subject to filing of the Prospectus by our Company with the RoC and obtaining the 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” on pages 440 and 446, respectively.

Illustration of Book Building and Price Discovery Process

For an illustration of the Book Building Process and the price discovery process, see “Offer Procedure” on page 446.

Underwriting Agreement

Prior to the filing of the Red Herring Prospectus or Prospectus with the RoC, as applicable, and in accordance with the nature of underwriting which is determined in accordance with Regulation 40(3) of SEBI ICDR Regulations, our Company and the Promoter Selling Shareholder intend to enter into an Underwriting Agreement with the Underwriters for the Equity Shares proposed to be offered through the Offer. The extent of underwriting obligations and the Bids to be underwritten by each Underwriter shall be in accordance with the Underwriting Agreement. It is proposed that pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters will be several and will be subject to conditions specified therein.

The Underwriters have indicated their intention to underwrite such number of Equity Shares as disclosed below:

(This portion has been intentionally left blank and will be filled in before the Prospectus is filed with the RoC)

Name, Address, Telephone Number and E-mail Address of the Underwriters	Indicative Number of Equity Shares to be Underwritten	Amount Underwritten (₹ million)
[●]	[●]	[●]

The abovementioned underwriting commitments are indicative and will be finalized after determination of the Offer Price and Basis of Allotment and the allocation of Equity Shares, subject to and in accordance with the provisions of the SEBI ICDR Regulations.

In the opinion of our Board of Directors (based on representations made to our Company by the Underwriters), the resources of each of the abovementioned Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The Underwriters are registered with the SEBI under Section 12(1) of the SEBI Act or

registered as brokers with the Stock Exchange(s). Our Board of Directors/ IPO Committee, at its meeting held on [●], has accepted and entered into the Underwriting Agreement mentioned above on behalf of our Company.

Notwithstanding the above table, the Underwriters will be severally responsible for ensuring payment with respect to Equity shares allocated to Bidders procured by them in accordance with the Underwriting Agreement.

Allocation among the Underwriters may not necessarily be in proportion to their underwriting commitment disclosed in the table above.

CAPITAL STRUCTURE

Our Company's share capital, as of the date of this Draft Red Herring Prospectus, is disclosed below.

(₹ except share data)

S. No.	Particulars	Aggregate Value at Face Value (in ₹)	Aggregate Value at Offer Price*
A.	AUTHORIZED SHARE CAPITAL		
	152,000,000 Equity Shares of face value of ₹5 each	760,000,000	-
B.	ISSUED, SUBSCRIBED AND PAID-UP CAPITAL BEFORE THE OFFER		
	110,000,000 Equity Shares of face value of ₹5 each	550,000,000	-
C.	PRESENT OFFER		
	Offer of up to [●] Equity Shares aggregating up to ₹[●] million		
	of which		
	Fresh Issue of up to [●] Equity Shares aggregating up to ₹4,000 million ⁽¹⁾⁽²⁾	[●]	[●]
	Offer for Sale of up to 7,500,000 Equity Shares aggregating up to ₹[●] million ⁽¹⁾⁽³⁾	[●]	[●]
	Offer includes		
	Employee Reservation Portion of up to [●] equity shares of face value of ₹5 each aggregating up to ₹[●] million ⁽⁴⁾	[●]	[●]
	Net Offer of up to [●] equity shares of face value of ₹5 each aggregating up to ₹[●] million	[●]	[●]
	which includes		
D.	ISSUED, SUBSCRIBED AND PAID-UP CAPITAL AFTER THE OFFER*		
	[●] Equity Shares of face value of ₹5 each	[●]	-
E.	SECURITIES PREMIUM ACCOUNT		
	Before the Offer		NIL
	After the Offer		[●]

*To be included upon finalization of Offer Price.

- (1) The Offer has been authorized by a resolution dated June 27, 2025 passed by our Board and the Fresh Issue has been approved by a special resolution dated June 27, 2025 passed by our shareholders. Our board has taken on record the participation of the Promoter Selling Shareholder in the Offer for Sale pursuant to a resolution dated June 27, 2025.
- (2) Our Company, in consultation of BRLMs, may consider a Pre-IPO Placement of Equity Shares, aggregating up to ₹ 800.00 million, prior to the filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our will be at to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the RHP and Prospectus.
- (3) The Promoter Selling Shareholder confirms that he is eligible to participate in the Offer for Sale in accordance with Regulation 8 of the SEBI ICDR Regulations. For details of the consent by the Promoter Selling Shareholder in relation to the Offer for Sale, see "The Offer" on page 71.
- (4) The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹500,000 (net of Employee Discount, as applicable). However, the initial allocation to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹200,000 (net of Employee Discount, if any, as applicable). 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, as applicable), subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹500,000 (net of Employee Discount, if any, as applicable). An Eligible Employee Bidding in the Employee Reservation Portion can also Bid in the Non-Institutional Portion or the Retail Portion and such Bids will not be treated as multiple Bids. The unsubscribed portion, if any, in the Employee Reservation Portion (after allocation up to ₹500,000 (net of Employee Discount, if any, as applicable)) 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. Further, our Company, in consultation with the Book Running Lead Managers, may offer a discount of up to [●]% to 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. The Employee Reservation Portion shall not exceed 5% of our post-Offer paid-up Equity Share capital. For details, see "Offer Structure" beginning on page 440.

For details in relation to the changes in the authorized share capital of our Company in the last 10 years, see "History and Certain Corporate Matters—Amendments to the Memorandum of Association in the last 10 years" on page 268.

Notes to Capital Structure

1. Share Capital History of our Company

(a) The history of the equity share capital of our Company is disclosed below:

Date of allotment	Number of equity shares allotted	Face value per equity share (in ₹)	Issue price per equity share (in ₹)	Reason for/ Nature of allotment	Nature of consideration	Cumulative number of equity shares	Cumulative paid-up equity share capital (in ₹)	Name of allottees		
June 7, 2011 [#]	10,000	10	10	Allotment pursuant to initial subscription to the Memorandum of Association	Cash	10,000	100,000	S. No.	Name of allottee	Number of equity shares allotted
								1.	Ashutosh Goel	5,000
								2.	Rajinder Persad Goel	5,000
May 2, 2012	750,000	10	10	Preferential allotment	Cash	760,000	7,600,000	S. No.	Name of allottee	Number of equity shares allotted
								1.	Rajinder Persad Goel	250,000
								2.	Ashutosh Goel	250,000
								3.	Bimla Devi Goel	250,000
May 2, 2012	2,000,000	10	NA*	Allotment pursuant to purchase of plant and machinery from AEW Infratech Private Limited ⁽¹⁾	Other than cash	2,760,000	27,600,000	S. No.	Name of allottee	Number of equity shares allotted
								1.	AEW Infratech Private Limited	2,000,000
May 20, 2013	490,000	10	10	Preferential allotment	Cash	3,250,000	32,500,000	S. No.	Name of allottee	Number of equity shares allotted
								1.	Rajinder Persad Goel	250,000
								2.	Ashutosh Goel	240,000
May 20, 2013	1,290,000	10	NA*	Allotment pursuant to purchase of plant and machinery from AEW Infratech Private Limited ⁽²⁾	Other than cash	4,540,000	45,400,000	S. No.	Name of allottee	Number of equity shares allotted
								1.	AEW Infratech Private Limited	1,290,000
March 31, 2019	960,000	10	10	Rights issue	Cash	5,500,000	55,000,000	S. No.	Name of allottee	Number of equity shares allotted
								1.	Ashutosh Goel	592,928
								2	AEW Infratech	367,072

Date of allotment	Number of equity shares allotted	Face value per equity share (in ₹)	Issue price per equity share (in ₹)	Reason for/ Nature of allotment	Nature of consideration	Cumulative number of equity shares	Cumulative paid-up equity share capital (in ₹)	Name of allottees		
									Private Limited	
Pursuant to a resolution passed by our Board on March 1, 2025 and a resolution passed by our Shareholders on March 1, 2025, the authorized share capital of our Company was sub-divided from 76,000,000 equity shares of face value of ₹10 each to 152,000,000 equity shares of face value of ₹5 each. Accordingly, the issued, subscribed and paid-up capital of our Company was sub-divided from 5,500,000 equity shares of face value of ₹10 each to 11,000,000 Equity Shares of face value of ₹5 each.										
March 13, 2025	99,000,000	5	NA	Bonus issue in the ratio of nine Equity Shares for every one Equity Share held	NA	110,000,000	550,000,000	S. No.	Name of allottee	Number of equity shares allotted
								1.	Ashutosh Goel	68,077,134
								2	AEW Infratech Private Limited	19,553,220
								3.	Bimla Devi Goel	11,369,646

Our Company was incorporated on June 7, 2011. The date of subscription to the Memorandum of Association is May 30, 2011, and the allotment of equity shares pursuant to such subscription was taken on record by our Board on June 7, 2011.

(1) Our Company entered into an agreement dated March 20, 2012 with one of our Promoters i.e., AEW Infratech Private Limited for the purchase of plant and machinery and stock in consideration of issue of fully paid up 2,000,000 equity shares of face value ₹ 10 each. All the machinery and stock bought by the Company were free from all liens, encumbrances and charges.

(2) Our Company entered into an agreement dated March 25, 2013 with one of our Promoters i.e., AEW Infratech Private Limited for the purchase of plant and machinery and stock in consideration of issue of fully paid up 1,290,000 equity shares of face value ₹ 10 each. All the machinery and stock bought by the Company were free from all liens, encumbrances and charges.

* Allotted at nominal value.

(b) **Preference Share capital**

Our Company has not issued since its incorporation and does not have any preference shares as on the date of this Draft Red Herring Prospectus.

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

The Offer Price is [●]. Except as disclosed in “—Notes to Capital Structure—Share Capital History of our Company” on page 88, our Company has not issued any Equity Shares at a price that may be lower than the Offer Price during a period of one year preceding the date of this Draft Red Herring Prospectus. Further, except as disclosed in “—Notes to the Capital Structure—Share Capital History of our Company—Equity Share Capital” on page 88, our Company has not issued any Equity Shares to members of the Promoter Group at a price that may be lower than the Offer Price during a period of one year preceding the date of this Draft Red Herring Prospectus.

3. **Issue of equity shares for consideration other than cash or by way of bonus issue**

Except as disclosed below, our Company has not issued any equity shares in the past for consideration other than cash or by way of bonus issue, as on the date of this Draft Red Herring Prospectus:

Date of allotment	Number of equity shares allotted	Face value (in ₹)	Reason for Allotment	Name of Allottees			Benefits accrued to our Company
May 12, 2012	2,000,000	10	Allotment pursuant to purchase of plant and machinery from AEW Infratech Private Limited ^{(1)*}	S. No.	Name of allottee	Number of equity shares allotted	Purchase of plant and machinery
				1.	AEW Infratech Private Limited	2,000,000	

Date of allotment	Number of equity shares allotted	Face value (in ₹)	Reason for Allotment	Name of Allottees			Benefits accrued to our Company
May 20, 2013	1,290,000	10	Allotment pursuant to purchase of plant and machinery from AEW Infratech Private Limited ^{(2)*}	S. No.	Name of allottee	Number of equity shares allotted	Purchase of plant and machinery
				1.	AEW Infratech Private Limited	1,290,000	
March 13, 2025	99,000,000	5	Bonus issue in the ratio of nine Equity Shares for every one Equity Share held	S. No.	Name of allottee	Number of equity shares allotted	NA
				1.	Ashutosh Goel	68,077,134	
				2.	AEW Infratech Private Limited	19,553,220	
				3.	Bimla Devi Goel	11,369,646	

⁽¹⁾ Our Company entered into an agreement dated March 20, 2012 with one of our Promoters i.e., AEW Infratech Private Limited for the purchase of plant and machinery and stock in consideration of issue of fully paid up 2,000,000 equity shares of face value ₹ 10 each. All the machinery and stock bought by the Company were free from all liens, encumbrances and charges.

⁽²⁾ Our Company entered into an agreement dated March 25, 2013 with one of our Promoters i.e., AEW Infratech Private Limited for the purchase of plant and machinery and stock in consideration of issue of fully paid up 1,290,000 equity shares of face value ₹ 10 each. All the machinery and stock bought by the Company were free from all liens, encumbrances and charges.

* Allotted at nominal value.

4. Issue of equity shares out of revaluation reserves

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

5. Issue of Equity Shares pursuant to schemes of arrangement

Our Company has not issued any Equity Shares in the past in terms of a scheme of arrangement approved under Sections 391-394 of the Companies Act, 1956 or Sections 230-234 of the Companies Act, 2013.

6. Details of Build-up, Contribution and Lock-in of Promoters' Shareholding and Lock-in of other Equity Shares

As of the date of this Draft Red Herring Prospectus, our Promoters hold Equity Shares constituting 93.18% of the issued, subscribed and paid-up share capital of our Company.

The details regarding our Promoters' shareholding are set out below:

S. No.	Name of the Promoter	Number of Equity Shares	Percentage of the pre-Offer issued, subscribed and paid-up Equity Share capital (%)
1.	Ashutosh Goel	75,641,205	68.76
2.	Nidhi Goel	11	Negligible
3.	RP Goel Family Trust	5,132,940	4.67
4.	AEW Infratech Private Limited	21,725,800	19.75
	Total	102,499,956	93.18

(a) Build-up of Promoters' and Promoter Selling Shareholder's Equity shareholding in our Company

The build-up of the equity shareholding of our Promoters and Promoter Selling Shareholder since incorporation of our Company is set out below:

Date of allotment/t transfer	Nature of transaction	Number of equity shares	Nature of consideration	Face value per equity share (in ₹)	Issue/ transfer price per equity share (in ₹)	Pre-Offer Equity Share capital (in %)	Post-Offer Equity Share capital (in %)
Ashutosh Goel*							

Date of allotment/t transfer	Nature of transaction	Number of equity shares	Nature of consideration	Face value per equity share (in ₹)	Issue/ transfer price per equity share (in ₹)	Pre-Offer Equity Share capital (in %)	Post-Offer Equity Share capital (in %)
June 7, 2011 [#]	Subscription to Memorandum of Association	5,000	Cash	10	10	Negligible	[●]
May 2, 2012	Preferential allotment	250,000	Cash	10	10	0.23	[●]
May 20, 2013	Preferential allotment	240,000	Cash	10	10	0.22	[●]
March 30, 2017	Transfer of equity shares from AEW Infratech Private Limited	444,990	Cash	10	10	0.40	[●]
January 31, 2018	Transfer of equity shares from AEW Infratech Private Limited	52,300	Cash	10	10	0.05	[●]
February 28, 2018	Transmission of shares pursuant to the death of Rajinder Persad Goel	1,723,845	NA	10	NA	1.57	[●]
January 18, 2019	Transfer of equity shares from AEW Infratech Private Limited	473,000	Cash	10	10	0.43	[●]
March 31, 2019	Rights issue	592,928	Cash	10	10	0.54	[●]
Pursuant to a resolution passed by our Board on March 1, 2025, and a resolution passed by our Shareholders on March 1, 2025, the authorised share capital of our Company was sub-divided from 76,000,000 equity shares of face value of ₹10 each to 152,000,000 equity shares of face value of ₹5 each. Accordingly, the issued, subscribed and paid-up capital of our Company was sub-divided from 5,500,000 equity shares of face value of ₹10 each to 11,000,000 Equity Shares of face value of ₹5 each. As a result, the 3,782,063 equity shares of face value of ₹10 each held by Ashutosh Goel were sub-divided into 7,564,126 Equity Shares of face value of ₹5 each.							
March 13, 2025	Bonus issue in the ratio of nine Equity Shares for every one Equity Share held	68,077,134	NA	5	NA	61.89	[●]
April 22, 2025	Transfer of equity shares to Nidhi Goel	(11)	Cash	5	5	Negligible	[●]
April 22, 2025	Transfer of equity shares to Vipul Gupta	(11)	Cash	5	5	Negligible	[●]
April 22, 2025	Transfer of equity shares to Keshav Goel	(11)	Cash	5	5	Negligible	[●]
April 22, 2025	Transfer of equity shares to Priyanka Gupta	(11)	Cash	5	5	Negligible	[●]
April 22, 2025	Transfer of equity shares to Anjali Mangla	(11)	Cash	5	5	Negligible	[●]
Total (A)		75,641,205				68.76	[●]
Nidhi Goel							
April 22, 2025	Transfer of equity shares from Ashutosh Goel	11	Cash	5	5	Negligible	[●]
Total (B)		11				Negligible	[●]
RP Goel Family Trust							
June 12, 2025	Transfer of equity shares from Bimla Devi Goel	5,132,940	Gift	5	NA	4.67	[●]
Total (C)		5,132,940				4.67	[●]

Date of allotment/t transfer	Nature of transaction	Number of equity shares	Nature of consideration	Face value per equity share (in ₹)	Issue/ transfer price per equity share (in ₹)	Pre-Offer Equity Share capital (in %)	Post-Offer Equity Share capital (in %)
AEW Infratech Private Limited							
May 2, 2012	Allotment pursuant to purchase of plant and machinery from AEW Infratech Private Limited ⁽¹⁾	2,000,000	Other than Cash	10	NA**	1.82	[●]
May 20, 2013	Allotment pursuant to purchase of plant and machinery from AEW Infratech Private Limited ⁽²⁾	1,290,000	Other than Cash	10	NA**	1.17	[●]
March 30, 2017	Transfer of equity shares to Ashutosh Goel	(444,990)	Cash	10	10	(0.40)	[●]
March 30, 2017	Transfer of equity shares to Rajinder Persad Goel	(729,960)	Cash	10	10	(0.66)	[●]
January 31, 2018	Transfer of equity shares to Ashutosh Goel	(52,300)	Cash	10	10	(0.05)	[●]
January 31, 2018	Transfer of equity shares to Bimla Devi Goel	(381,647)	Cash	10	10	(0.35)	[●]
January 31, 2018	Transfer of equity shares to Rajinder Persad Goel	(488,885)	Cash	10	10	(0.44)	[●]
January 18, 2019	Transfer of equity shares to Ashutosh Goel	(473,000)	Cash	10	10	(0.43)	[●]
March 31, 2019	Rights Issue	367,072	Cash	10	10	0.33	[●]
Pursuant to a resolution passed by our Board on March 1, 2025, and a resolution passed by our Shareholders on March 1, 2025, the authorized share capital of our Company was sub-divided from 76,000,000 equity shares of face value of ₹10 each to 152,000,000 equity shares of face value of ₹5 each. Accordingly, the issued, subscribed and paid-up capital of our Company was sub-divided from 5,500,000 equity shares of face value of ₹10 each to 11,000,000 Equity Shares of face value of ₹5 each. As a result, the 1,086,290 equity shares of face value of ₹10 each held by AEW Infratech Private Limited were sub-divided into 2,172,580 Equity Shares of face value of ₹5 each.							
March 13, 2025	Bonus issue in the ratio of nine Equity Shares for every one Equity Share held	19,553,220	NA	5	NA	17.78	[●]
Total (D)		21,725,800				19.75	[●]
(A) + (B) + (C)+(D)		102,499,956				93.18	[●]

*Also the Promoter Selling Shareholder

Our Company was incorporated on June 7, 2011. The date of subscription to the Memorandum of Association is May 30, 2011, and the allotment of equity shares pursuant to such subscription was taken on record by our Board on June 7, 2011.

⁽¹⁾ Our Company entered into an agreement dated March 20, 2012 with one of our Promoters i.e., AEW Infratech Private Limited for the purchase of plant and machinery and stock in consideration of issue of fully paid up 2,000,000 equity shares of face value ₹ 10 each. All the machinery and stock bought by the Company were free from all liens, encumbrances and charges.

⁽²⁾ Our Company entered into an agreement dated March 25, 2013 with one of our Promoters i.e., AEW Infratech Private Limited for the purchase of plant and machinery and stock in consideration of issue of fully paid up 1,290,000 equity shares of face value ₹ 10 each. All the machinery and stock bought by the Company were free from all liens, encumbrances and charges.

** Allotted at nominal value..

(b) Details regarding build-up of the equity shareholding of the members of the Promoter Group

(i) The details of the equity shareholding of the members of the Promoter Group are disclosed below:

S. No.	Name of the Shareholder	Number of Equity Shares	Pre-Offer Equity Share capital (in %)	Post-Offer of Equity Share capital (in %)
Promoter Group				

S. No.	Name of the Shareholder	Number of Equity Shares	Pre-Offer Equity Share capital (in %)	Post-Offer of Equity Share capital (in %)
1.	Bimla Devi Goel	3,750,000	3.41	[●]
2.	Keshav Goel	11	Negligible	[●]
3.	Vipul Gupta Family Trust	3,750,000	3.41	[●]
4.	Priyanka Gupta	11	Negligible	[●]
5.	Anjali Mangla	11	Negligible	[●]

(ii) Build-up of Promoter Group shareholding in our Company is disclosed below:

Date of allotment/tr transfer	Nature of transaction	Number of equity shares	Nature of consideration	Face value per equity share (in ₹)	Issue/ transfer price per equity share (in ₹)	Pre-Offer Equity Share capital (in %)	Post-Offer Equity Share capital (in %)
Bimla Devi Goel							
May 2, 2012	Preferential allotment	250,000	Cash	10	10	Negligible	[●]
January 31, 2018	Transfer of equity shares from AEW Infratech Private Limited	381,647	Cash	10	10	Negligible	[●]
Pursuant to a resolution passed by our Board on March 1, 2025, and a resolution passed by our Shareholders on March 1, 2025, the authorized share capital of our Company was sub-divided from 76,000,000 equity shares of face value of ₹10 each to 152,000,000 equity shares of face value of ₹5 each. Accordingly, the issued, subscribed and paid-up capital of our Company was sub-divided from 5,500,000 equity shares of face value of ₹10 each to 11,000,000 Equity Shares of face value of ₹5 each. As a result, the 631,647 equity shares of face value of ₹10 each held by Bimla Devi Goyal were sub-divided into 1,263,294 Equity Shares of face value of ₹5 each.							
March 13, 2025	Bonus issue in the ratio of nine Equity Shares for every one Equity Share held	11,369,646	NA	5	NA	10.34	[●]
June 12, 2025	Transfer of equity shares to RP Goel Family Trust	(5,132,940)	Gift	5	NA	4.67	[●]
June 12, 2025	Transfer of equity shares to Vipul Gupta Family Trust	(3,750,000)	Gift	5	NA	3.41	[●]
Total (A)		3,750,000				3.41	[●]
Vipul Gupta Family Trust							
June 12, 2025	Transfer of equity shares from Bimla Devi Goel	3,750,000	Gift	5	NA	3.41	[●]
Total (B)		3,750,000				3.41	[●]
Keshav Goel							
April 22, 2025	Transfer of equity shares from Ashutosh Goel	11	Cash	5	5	Negligible	[●]
Total (C)		11				Negligible	[●]
Priyanka Gupta							
April 22, 2025	Transfer of equity shares from Ashutosh Goel	11	Cash	5	5	Negligible	[●]
Total (D)		11				Negligible	[●]
Anjali Mangla							
April 22, 2025	Transfer of equity shares from Ashutosh Goel	11	Cash	5	5	Negligible	[●]
Total (E)		11				Negligible	[●]
Total (A+B+C+D+E)		7,500,033				6.82	[●]

(c) Details of Promoter contribution and lock-in

Pursuant to Regulations 14 and 16 (1)(a) of the SEBI ICDR Regulations, an aggregate of at least 20% of the post- Offer Equity Share capital of our Company held by our Promoters shall be considered as the minimum Promoters' contribution and is required to be locked-in for a period of three years from the date of Allotment ("**Promoters' Contribution**"). Our Promoters' shareholding in excess of 20% shall be locked in for a period of one year from the date of Allotment.

The details of the Equity Shares held by our Promoters, which shall be locked-in for minimum Promoters' Contribution for a period of three years, from the date of Allotment are set out below:*

Name of the Promoter	Number of Equity Shares locked-in	Date up to which Equity Shares are subject to lock-in	Date of acquisition of Equity Shares and when made fully paid-up	Nature of transaction	Face value (in ₹)	Issue/Acquisition price per Equity Share (in ₹)	Pre- Offer Equity Share capital (in %)	Post- Offer Equity Share capital (in %)
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]

*To be completed prior to filing of the Prospectus with the RoC.

The Promoters have given their consent to include such number of Equity Shares held by them as may constitute 20% of the fully diluted post- Offer Equity Share capital of our Company as the Promoters' Contribution and have agreed not to dispose, sell, transfer, charge, pledge or otherwise encumber in any manner, the Promoters' Contribution from the date of filing of the Red Herring Prospectus, until the commencement of the lock-in specified above, or for such other time as required under SEBI ICDR Regulations, except as may be permitted, in accordance with the SEBI ICDR Regulations. The Promoters' Contribution has been brought in to the extent of not less than the specified minimum lot and from the persons defined as "promoter" under the SEBI ICDR Regulations.

Our Company undertakes that the Equity Shares that are being locked-in will not be ineligible for computation of Promoters' Contribution in terms of Regulation 15 of the SEBI ICDR Regulations. For details of the build-up of the share capital held by our Promoters, see "*Build-up of Promoters' Equity shareholding in our Company*" on page 80.

In this connection, we confirm the following:

- (i) The Equity Shares offered towards minimum Promoters' contribution have not been acquired during the three immediately preceding years (a) for consideration other than cash and revaluation of assets or capitalization of intangible assets, or (b) arising from bonus issue by utilization of revaluation reserves or unrealized profits of our Company or from a bonus issue against Equity Shares, which are otherwise ineligible for computation of Promoters' contribution;
- (ii) The Equity Shares offered towards minimum Promoters' contribution have not been acquired by our Promoters during the year immediately preceding the date of this Draft Red Herring Prospectus at a price lower than the Offer Price;
- (iii) Our Company has not been formed by the conversion of one or more partnership firms or a limited liability partnership firm into a company;
- (iv) The Equity Shares forming part of the Promoters' contribution are not subject to any pledge; and
- (v) All Equity Shares held by our Promoters are in dematerialized form as of the date of this Draft Red Herring Prospectus.

(d) *Details of Equity Shares locked-in for six months*

In addition to the Equity Shares proposed to be locked-in as part of the minimum Promoters' contribution as stated above, as prescribed under the SEBI ICDR Regulations, the entire pre- Offer Equity Share capital of our Company (including any unsubscribed portion of the Offered Shares) will be locked-in for a period of six months from the date of Allotment of Equity Shares in the Offer including any unsubscribed portion of the Offer for Sale, in accordance with Regulations 16(b) and 17 of the SEBI ICDR Regulations except the following: (i) equity shares allotted to the employees of the Company pursuant to the ESOS Scheme and (ii) the Equity Shares transferred pursuant to the Offer for Sale.

(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 50% of the 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.

(f) *Other requirements in respect of lock-in*

Pursuant to Regulation 20 of the SEBI ICDR Regulations, details of locked-in Equity Shares will be recorded by relevant depositories.

Pursuant to Regulation 21 of the SEBI ICDR Regulations, the locked-in Equity Shares held by our Promoters may be pledged only with scheduled commercial banks or public financial institutions or a systemically important NBFC or a housing finance company as collateral security for loans granted by such scheduled commercial bank or public financial institution or systemically important NBFC or housing company, provided that specified conditions under the SEBI ICDR Regulations are complied with. However, the relevant lock-in period shall continue pursuant to the invocation of the pledge referenced above, and the relevant transferee shall not be eligible to transfer the Equity Shares till the relevant lock-in period has expired in terms of the SEBI ICDR Regulations.

Pursuant to Regulation 22 of the SEBI ICDR Regulations, the Equity Shares held by our Promoters, which are locked-in in accordance with Regulation 16 of the SEBI ICDR Regulations, may be transferred to and among our Promoters and any member of the Promoter Group, or to a new promoter of our Company and the Equity Shares held by any persons other than our Promoters, which are locked-in in accordance with Regulation 17 of the SEBI ICDR Regulations, may be transferred to and among such other persons holding specified securities that are locked in, subject to continuation of the lock-in in the hands of the transferee for the remaining period and compliance with the SEBI Takeover Regulations, as applicable.

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7. Shareholding Pattern of our Company

As on the date of filing of this Draft Red Herring Prospectus, the total number of holders of the Equity Shares is 10. The table below presents the shareholding of our Company as of the date of this Draft Red Herring Prospectus.

Category (I)	Category of Shareholder (II)	Number of Shareholders (III)	Number of fully paid-up Equity Shares held (IV)	Number of partly paid-up Equity Shares held (V)	Number of shares underlying deposit receipts (VI)	Total number of Equity Shares held (VII) =(IV)+(V) + (VI)	Shareholding as a % of total number of Equity Shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C 2)	Number of voting rights held in each class of securities (IX)			Number of shares underlying outstanding convertible securities (X)	Total no. of shares on a fully diluted basis (including warrants, ESOPs, convertible securities (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+C2)	Number of locked-in shares (XIII)		Number of shares pledged (XIV)		Non- Disposal Undertaking (XV)		Other encumbrance (XVI)		Total Number of shares encumbered (XVII)= (XIV+XV+ XVI)		Number of Equity Shares held in dematerialized Form (XVIII)
								No of voting rights		Total as a % of (A+B+C)				Number (a)	As a % of total shares held (b)	Number (a)	As a % of total shares held (b)	Number (a)	As a % of total shares held (b)	Number (a)	As a % of total shares held (b)	Number (a)	As a % of total shares held (b)	
(A)	Promoters and Promoter Group	9	109,999, 989	N.A.	N.A.	109,999, 989	100%	109,999, 989	109,999, 989	100%	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	109,999,989		
(B)	Public	1	11	N.A.	N.A.	1	Negligible	11	11	Negligible	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	11		
(C)	Non Promoter -Non Public	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.		

(C1)	Shares underlying DRs	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
(C2)	Shares held by Employee Trusts	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	10	110,000,000	N.A.	N.A.	110,000,000	100%	110,000,000.	110,000,000	100%	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	11,00,00,000	00

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8. Details of the Shareholding of the major Shareholders of our Company

- (1) Set out below are details of the Shareholders holding 1% or more of the paid-up Equity Share capital of our Company and the number of Equity Shares held by them as of the date of this Draft Red Herring Prospectus:

S. No.	Name of Shareholder	Number of Equity Shares held	Pre- Offer Equity Share capital (in %)
1.	Ashutosh Goel	75,641,205	68.76
2.	Bimla Devi Goel	3,750,000	3.41
3.	AEW Infratech Private Limited	21,725,800	19.75
4.	RP Goel Family Trust	5,132,940	4.67
5.	Vipul Gupta Family Trust	3,750,000	3.41
	Total	109,999,945	100.00*

* Rounded off

- (2) Set out below are details of the Shareholders who held 1% or more of the paid-up Equity Share capital of our Company and the number of Equity Shares held by them 10 days prior to the date of this Draft Red Herring Prospectus:

S. No.	Name of Shareholder	Number of Equity Shares held	Pre- Offer Equity Share capital (in %)
1.	Ashutosh Goel	75,641,205	68.76
2.	Bimla Devi Goel	3,750,000	3.41
3.	AEW Infratech Private Limited	21,725,800	19.75
4.	RP Goel Family Trust	5,132,940	4.67
5.	Vipul Gupta Family Trust	3,750,000	3.41
	Total	109,999,945	100.00*

* Rounded off

- (3) Set out below are details of the Shareholders who held 1% or more of the paid-up equity share capital of our Company and the number of equity shares held by them one year prior to the date of this Draft Red Herring Prospectus:

S. No.	Name of Shareholder	Number of Equity Shares held	Pre- Offer Equity Share capital (in %)
1.	Ashutosh Goel	3,782,063	68.76
2.	Bimla Devi Goel	631,647	11.49
3.	AEW Infratech Private Limited	1,086,290	19.75
	Total	5,500,000	100.00

- (4) Set out below are details of the Shareholders who held 1% or more of the paid-up equity share capital of our Company and the number of equity shares held by them two years prior to the date of this Draft Red Herring Prospectus:

S. No.	Name of Shareholder	Number of Equity Shares held	Pre- Offer Equity Share capital (in %)
1.	Ashutosh Goel	3,782,063	68.76
2.	Bimla Devi Goel	631,647	11.49
3.	AEW Infratech Private Limited	1,086,290	19.75
	Total	5,500,000	100.00

11. Details of the Shareholding of our Directors, Key Managerial Personnel and Senior Management

None of our Directors, Key Managerial Personnel or Senior Management hold any Equity Shares in our Company as of the date of filing of this Draft Red Herring Prospectus other than as disclosed below:

S. No.	Name of the Shareholder	Number of Equity Shares	Pre - Offer Equity Share capital (in %)	Post-Offer of Equity Share capital (in %)
Directors/Key Managerial Personnel/ Senior Management				
1.	Ashutosh Goel*	75,641,205	68.76	[●]
2.	Nidhi Goel#	11	Negligible	[●]
3.	Vipul Gupta	11	Negligible	[●]

*Also a Director, Promoter and the Promoter Selling Shareholder

#Also a Director and Promoter

12. Employee Stock Option Scheme

AEW Employee Stock Option Scheme 2025 (“ESOS Scheme”)

Pursuant to resolutions adopted by our Board and our Shareholders, each dated June 17, 2025, our Company approved the institution of an employee stock option scheme, namely, “AEW Employee Stock Option Scheme 2025” (the “**ESOS Scheme**”) for grant, offer and issue of employee stock options to eligible employees and directors (excluding Independent Directors and Promoters) of our Company. The objective of the ESOS Scheme is, among others, to reward key employees for their performance and association with the Company as well as to retain and reward employees contributing to the corporate growth and profitability of the Company. A maximum of 3,300,000 options may be granted under the ESOS Scheme, which would be exercisable into not more than 3,300,000 Equity Shares, with each such option conferring a right upon the employees to apply for one Equity Share. The Nomination and Remuneration Committee, which has been empowered to supervise the ESOS Scheme, has the right to amend the terms and conditions of the ESOS Scheme, subject to applicable laws. The ESOS Scheme is in compliance with the Companies Act, 2013 and the SEBI SBEB Regulations.

As of the date of this Draft Red Herring Prospectus, no options have been granted pursuant to the ESOS Scheme. The grants to be made under the ESOS Scheme will be in compliance with the Companies Act, 2013. All options that will be granted under the ESOS Scheme will be granted only to persons who are, at the time of grant, employees (as such term is defined under the Companies Act and the SEBI SBEB Regulations, as applicable) of the Company.

13. As of the date of this Draft Red Herring Prospectus, there are no outstanding warrants, options, stock appreciation rights, debentures, loans or other instruments convertible into Equity Shares.
14. As on the date of this Draft Red Herring Prospectus, the BRLMs and their respective associates (determined as per the definition of ‘associate company’ under the Companies Act and as per definition of the term ‘associate’ under the SEBI Merchant Bankers Regulations) do not hold any Equity Shares of our Company. The BRLMs and their affiliates may engage in the transactions with and perform services for our Company in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company and/or the Promoter Selling Shareholder for which they may in the future receive customary compensation.
15. None of the BRLMs are an associate (as defined under the SEBI Merchant Bankers Regulations) of the Company and none of the Shareholders of our Company are directly or indirectly related to the BRLMs or their associates.
16. Our Company has not made any public issue since its incorporation and except as disclosed in “–Notes to Capital Structure –Share Capital History of our Company –Equity share capital” on page 88, our Company has not made any rights issue of any kind or class of securities since its incorporation.
17. Our Company, our Directors and the BRLMs have not entered into any buy-back arrangements for purchase of Equity Shares.
18. Our Company does not have any partly paid-up Equity Shares as of the date of this Draft Red Herring Prospectus. All Equity Shares Allotted in the Offer will be fully paid-up at the time of Allotment.
19. There will not be any 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 submission of this Draft Red Herring Prospectus with the SEBI until the Equity Shares have been listed on the Stock Exchanges or all application monies have been refunded, as the case may be, other than in connection with the (i) Offer; (ii)

Pre-IPO Placement and (iii) Equity Shares issued upon exercise of any stock options granted pursuant to ESOS Scheme.

20. There have been no financing arrangements whereby our Promoters, members of our Promoter Group, our Directors and their relatives have purchased or sold or financed the purchase by any other person of securities of our Company other than in the normal course of the business of the financing entity during the period of six months immediately preceding the date of filing of this Draft Red Herring Prospectus.
21. Except as disclosed in “—*Build-up of Promoters’ Equity shareholding in our Company*”, and “—*Build-up of Promoter Group shareholding in our Company*” none of our Promoters, any member of our Promoter Group, our Directors, or any of their relatives have not purchased or sold any securities of our Company during the period of six months immediately preceding the date of this Draft Red Herring Prospectus.
22. Our Promoters and the members of the Promoter Group shall not participate in the Offer, except for one of our Promoters, Ashutosh Goel participating as the Promoter Selling Shareholder in the Offer for Sale.
23. Our Company shall ensure that there shall be only one denomination of the Equity Shares, unless otherwise permitted by law.
24. Except for the issuance of any Equity Shares, pursuant to the Offer, the grant of options or issuance of Equity Shares pursuant to the exercise of options in terms of ESOS Scheme and the Pre-IPO Placement, Our Company presently does not intend or propose and is not under negotiations and consideration 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 issue of Equity Shares on a preferential basis or by way of issue of bonus shares or on a rights basis or by way of further public offer of Equity Shares or qualified institutions placements or otherwise. Provided however, that the foregoing restrictions do not apply to the issuance of any Equity Shares under the Offer. However, as disclosed in the Draft Red Herring Prospectus and as will be disclosed in the Red Herring Prospectus, if the Company enters into acquisitions, joint ventures or other arrangements, the Company may, subject to necessary approvals, consider raising additional capital to fund such activity or use Equity Shares as currency for acquisitions or participation in such joint ventures.

25. **Pre-IPO Placement**

Our Company, in consultation with the Book Running Lead Managers, may consider a Pre-IPO Placement of Equity Shares, aggregating up to ₹ 800.00 million, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the Book Running Lead Managers. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. The utilisation of the proceeds raised pursuant to the Pre-IPO Placement will be done towards the Objects of the Fresh Issue in compliance with applicable law. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus. Our Company confirms that the details pertaining to the price and the names of the allottees pursuant to the Pre-IPO Placement (if undertaken) shall be disclosed through a public advertisement. In the event the Pre-IPO Placement is undertaken, a confirmation in this regard will be included in the “*Material Contracts and Material Documents for Inspection*” and “*Summary of the Offer*” section of the Red Herring Prospectus.

26. Our Company shall ensure that any transactions in the Equity Shares by our Promoters and members of our Promoter Group during the period between the date of filing of this Draft Red Herring Prospectus and the date of closure of the Offer shall be reported to the Stock Exchanges within 24 hours of the transactions.
27. No person connected with the Offer, including, but not limited to, the BRLMs, the members of the Syndicate, our Company, our Promoters, members of our Promoter Group, our Directors or Group Companies, 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.

28. As of the date of this Draft Red Herring Prospectus, our Company does not have any employee stock appreciation rights scheme.
29. Our Company is in compliance with the Companies Act with respect to the issuances of securities from the date of incorporation of our Company until the date of filing of this Draft Red Herring Prospectus.

OBJECTS OF THE OFFER

The Offer consists of the Fresh Issue of up to [●] Equity Shares aggregating up to ₹4,000 million and the Offer for Sale of up to 7,500,000 Equity Shares aggregating up to ₹[●] million, cumulatively aggregating up to ₹[●] million.

Offer for Sale

The Promoter Selling Shareholder will be entitled to his share of the proceeds from the sale of the Offered Shares in the Offer for Sale, net of his share of the Offer related expenses and relevant taxes thereon in accordance with the applicable law. Our Company will not receive any proceeds from the Offer for Sale and, consequently, the proceeds received from the Offer for Sale will not form part of the Net Proceeds. For further details of the Offer for Sale, see “*The Offer*” beginning on page 71.

Objects of the Fresh Issue

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

- (1) Part-financing the capital expenditure requirements for setting up manufacturing facilities for:
 - a. production of smart gas meters, smart water meters, IoT solutions at our land situated at 376, HSIIDC Kundli Industrial Estate, Sonapat 131 028 Haryana, India (the “**Kundli Facility**”); and
 - b. establishing tool room, injection moulding facility and facility for production of smart electricity meters at our land situated at 2003-B, HSIIDC Industrial Estate, Rai (Sonapat), 131 029 Haryana, India (the “**Rai Facility**”, and together with the Kundli Facility, the “**Proposed Manufacturing Facilities**”);
- (2) Funding future working capital requirements of our Company; and
- (3) General corporate purposes.

(collectively, the “**Objects**”, and individually, each an “**Object**”).

See “*Our Business—Strategies*” on page 237 for additional details about the Proposed Manufacturing Facilities.

Further, our Company expects to receive the benefits of listing of the Equity Shares of face value ₹5 each on the Stock Exchanges, enhancement of our Company’s brand name and creation of a public market for our Equity Shares in India.

The main objects and objects incidental and ancillary to the main objects set out in our Memorandum of Association enable our Company to (i) to undertake our existing business activities; and (ii) to undertake the proposed activities for which the funds are being raised by us pursuant to the Fresh Issue.

Net Proceeds

After deducting our Company’s share of the Offer related expenses from the Gross Proceeds received pursuant to the Fresh Issue, we estimate the net proceeds to be ₹[●] million (“**Net Proceeds**”), as set out in the table below.

Particulars	Estimated Amount
	(₹ million)
Gross Proceeds of the Fresh Issue ⁽¹⁾	Up to 4,000.00
(Less) Offer related expenses in relation to the Fresh Issue ⁽²⁾⁽³⁾	[●]
Net Proceeds⁽²⁾	[●]

⁽¹⁾ Includes proceeds, if any, received pursuant to the Pre-IPO Placement. Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement of Equity Shares, aggregating up to ₹ 800.00 million, prior to the filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement shall be undertaken in consultation with the BRLMs and the price of the securities allotted pursuant to the Pre-IPO Placement shall be determined by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. Details of the Pre-IPO Placement, if undertaken, shall be included in the Red Herring Prospectus. The Pre-IPO Placement shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer and if the Pre-IPO Placement is undertaken, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result in listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the RHP and

the Prospectus.

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

(3) For details of the expenses related to the Offer, see “—Offer Expenses” on page 120.

Requirement of funds and utilization of Net Proceeds

The Net Proceeds are proposed to be utilized in accordance with the details set out in the table below.

Particulars	Amount up to ⁽¹⁾	Percentage of net Proceeds
	(₹ million)	(%)
Part financing the capital expenditure requirements for setting up manufacturing facilities for the production of:		
(a) smart gas meters, smart water meters, IoT solutions at the Kundli Facility	1,167.47	29.19
(b) smart electricity meters at the Rai Facility	997.14	24.93
Funding future working capital requirements of the Company	1,200.00	30.00
General corporate purposes ⁽¹⁾⁽²⁾	[●]	[●]
Net Proceeds	[●]	[●]

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

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

Proposed schedule of implementation and deployment of Net Proceeds

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

S. No.	Particulars	Total estimated cost	Amount Deployed as of this Draft Red Herring Prospectus from internal accruals ⁽³⁾	Amount to be funded from internal accruals	Estimated utilization from Net Proceeds	Estimated schedule of deployment of Net Proceeds	
						Fiscal 2026	Fiscal 2027
						(₹ million)	
(1)	Part financing the capital expenditure requirements for setting up the:						
	(a) Kundli Facility	1,426.43	117.96	81.00	1,167.47	515.00	652.47
	(b) Rai Facility	1,240.31	217.17	26.00	997.14	231.00	766.14
(2)	Funding future working capital requirements of our Company	1,200.00	N.A.	N.A.	1,200.00	1,200.00	-
(3)	General corporate purposes (1)(2)	[●]	N.A.	N.A.	[●]	[●]	[●]
Total		[●]	[●]	[●]	[●]	[●]	[●]

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

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

(3) As certified by O. Aggarwal & Co., Chartered Accountants, our Statutory Auditor, by way of their certificate dated July 4, 2025.

The above fund requirements are based on our current business plans, market trends, management estimates and other commercial and technical factors including quotations received from third-party vendors, which are subject to change in the future. These are based on current conditions and are subject to revisions in light of changes in costs, our financial condition, our business operations or growth strategies or external circumstances which may not be in our control including evolutions in market trends. Additionally, for the part financing the capital expenditure requirements for establishing the Proposed Manufacturing Facilities, we have relied on a project report dated July 4, 2025 issued by Khyati Enterprises (acting through Pradeep Kumar, Chartered Engineer), for an assessment of certain cost estimates by our Company in relation to the scope of consultancy, building and civil works, utilities, machineries, IT infrastructure and other works and associated costs required for setting up of the Proposed Manufacturing Facilities (the “**Project Report**”). A reference to the Project Report has been included in the section “*Material Contracts and Documents for Inspection*” on page 508.

Our fund requirements and deployment of funds have not been appraised by any bank, financial institution or any other independent agency. See “*Risk Factor—30. The objects of the Fresh Issue for which the funds are being raised have not been appraised by any bank or financial institutions. Any variation in the utilization of our Net Proceeds as disclosed in this Draft Red Herring Prospectus would be subject to certain compliance requirements,*

including a shareholders' approval" on page 48.

The estimated schedule of deployment of the Net Proceeds provided in the table above is indicative and our management may vary the amount to be utilized in a particular Financial Year at its discretion, subject to compliance with the applicable requirements under the Companies Act, the SEBI ICDR Regulations, the SEBI Listing Regulations and other applicable law. Our Company's historical capital and operational expenditure may not be reflective of our future capital expenditure plans. Also, given the nature of our business, we may have to revise our funding requirements and deployment of the Net Proceeds from time to time, on account of a variety of factors such as our financial condition, business strategies and external factors such as market conditions, any epidemic, the competitive environment or other external factors, which may not be within the control of our management including evolution of market trends. This may entail rescheduling or revising the proposed utilization of the Net Proceeds, the implementation and deployment schedule provided above and our funding requirements, including the expenditure for a particular purpose, at the discretion of our management, subject to compliance with the applicable requirements under the Companies Act, the SEBI ICDR Regulations, the SEBI Listing Regulations and other applicable law. Further, our Company may decide to accelerate the estimated Objects ahead of the schedule specified above. However, in the event that estimated utilization out of the Net Proceeds in a particular Financial Year as scheduled being not undertaken in its entirety, the remaining Net Proceeds shall be utilized in the subsequent Financial Year, as may be decided by our Company, in accordance with applicable laws. Any such change in our plans may require rescheduling of our expenditure programs and increasing or decreasing expenditure for a particular object vis-à-vis the utilization of Net Proceeds.

Subject to applicable law, in the event of any increase in the actual costs for the Objects over those set forth above due to factors and exigencies beyond our control or additional costs attributable to freight and transportation costs, installation and commissioning costs, packaging and forwarding costs, insurance, duties and other government levies, as applicable, such additional costs for a particular Object will be met by way of means available to us, including from the funds set aside for general corporate purposes, internal accruals and/ or any additional equity and/or debt arrangements. Further, if the actual utilization towards any of the stated Objects is lower than the proposed deployment, the balance remaining may be utilized towards funding additional costs for any of the other specified Objects or for general corporate purposes, subject to applicable laws and to the extent that the amount proposed to be utilised for general corporate purposes, which shall not exceed 25% of the Gross Proceeds in accordance with SEBI ICDR Regulations with the objectives set out under "*—Details of the Objects—General corporate purposes*" below and for purposes that will be consistent with the requirements of our business.

For further information on factors that may affect our internal management estimates for the deployment of funds towards the Objects, see "*Risk Factors—30. The objects of the Fresh Issue for which the funds are being raised have not been appraised by any bank or financial institutions. Any variation in the utilization of our Net Proceeds as disclosed in this Draft Red Herring Prospectus would be subject to certain compliance requirements, including a shareholders' approval.*" on page 48.

Means of finance for the Net Proceeds

The Objects are proposed to be funded from the Net Proceeds and by utilizing our internal accruals. Accordingly, we confirm that there is no requirement to make firm arrangements of finance under the SEBI ICDR Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the Net Proceeds to be raised from the Fresh Issue and existing identifiable internal accruals, as prescribed under the SEBI ICDR Regulations.

Details of the Objects

The energy meter market in India is witnessing substantial growth, fueled by rapid urbanization, rising electricity consumption, increasing demand for energy efficiency, and government efforts to provide universal electricity access and modernize utility infrastructure. Smart meters offer several advantages over traditional meters, including real-time monitoring of energy consumption, less prone to tampering compared to static meters, automatic readings, remote access, and long-term cost savings. Unlike traditional meters, which require manual readings and are prone to errors, smart meters provide accurate and up-to-date information, enabling consumers to optimize their energy use and reduce costs. The Government of India's Smart Meter National Programme ("SMNP") under the RDSS is a key driving factor for the installation of smart energy meters. The programme focuses on modernizing the electricity distribution infrastructure through the large-scale deployment of smart energy meters and aims to replace 250 million conventional meters with smart energy meters, enhancing energy management, reducing transmission and distribution losses, and improving consumer engagement. In India, the smart energy meter market was valued at ₹75 billion in Fiscal 2025 and is projected to attain a market

size of ₹295 billion to ₹ 300 billion by Fiscal 2030, growing at a CAGR of 31% to 32%, translating to a cumulative potential market size of ₹1,180 billion to ₹ 1,200 billion over Fiscal 2026 to 2030. (Source: *Crisil Report*)

We intend to capture this growing market for smart energy meters by leveraging our manufacturing capabilities and innovation-led product driven approach to capitalize on the growth opportunities provided by the SMNP. For further details “*Our Business—Strategies—4. Setting up of manufacturing facilities to increase our manufacturing capacity and strengthen our backward integration capabilities*” We plan to broaden our product portfolio by entering the smart gas metering market, to address the evolving needs of utility management and align with global trends toward smart infrastructure. With the expansion of city gas distribution (“**CGD**”) networks and increasing adoption of smart metering (Source: *Crisil Report*), we intend to cater to both Indian and international markets by providing advanced smart gas meters and related infrastructure solutions.

Further, India is gradually adopting smart water meters, driving by increasing water scarcity and urbanization. As India aims for sustainable water management, smart water meters will be crucial for conserving resources and ensuring fair distribution. (Source: *Crisil Report*) Government initiatives such as the Smart Cities Mission, AMRUT 2.0 and Jal Jeevan Mission are expected to accelerate smart water meter adoption. (Source: *Crisil Report*). We intend to capitalize on the growing market for smart water meters and position ourselves as a key player in the smart water gas metering markets, contributing to the modernization of utility infrastructure and the advancement of smart city objectives. By introducing advanced metering solutions and IoT capabilities, we intend to help utilities optimize their operations and meet the growing demand for sustainable water management. For further details, see “*Our Business—Strategies—3. Expanding into smart gas and water meter technologies*” on page 241.

As of the date of this Draft Red Herring Prospectus, our Company operates three manufacturing facilities in Delhi, encompassing a total build-up area of 145,414.11 square feet which are being utilized for manufacturing of our existing product offerings such as consumer smart meters (single phase and three phase meters, and low voltage current transformer (“**LTCT**”) and high voltage current transformer (“**HTCT**”) consumer meters), DT smart meters, feeder, boundary smart meters and static energy meters. For further details on existing manufacturing facilities, their location, their authorized, installed capacity and capacity utilization, see “*Our Business—Our Business Operations—Installed Capacity, Actual Production and Capacity Utilisation*” on page 253.

Our business is order based and we have secured a strong order book to support our future growth. As of March 31, 2025, we had confirmed orders for the supply of 5.79 million smart energy meters, amounting to ₹18,535.98 million. Of the above total confirmed orders, we had orders for the supply of 0.43 million DT meters, amounting to ₹ 2,029.10 million. As of March 31, 2024, we had confirmed orders for the supply of 6.22 million smart energy meters, amounting ₹19,684.77 million, out of these total confirmed orders, we had orders for the supply of 0.54 million DT meters, amounting to ₹ 2,572.38 million. Further, as of March 31, 2023, we had confirmed orders for the supply of 0.27 million smart energy meters, amounting to ₹ 1,038.36 million, out of these total confirmed orders, we did not have order for supply of DT meters. For further details, please see “*Our Business—Strategies*” on page 237.

Accordingly, in order to service our existing order book and the expected growth in our order book as well as in order to address the growing market for our products and to expand our product portfolio, our Board at its meeting held on July 4, 2025 approved the Objects of the Offer and the respective amounts proposed to be utilized from the Net Proceeds for each Object, which it believes will help us fund a portion of the capital expenditure associated with the setting up of our Proposed Manufacturing Facilities and fund a portion of our future working capital requirements associated with our expanded business operations.

1. Part financing the capital expenditure requirements for setting up the Proposed Manufacturing Facilities (comprising the Kundli Facility and the Rai Facility)

To strengthen our manufacturing capabilities, we are investing in activities such as SMT lines and plastic injection molding, ensuring better control over electronic and plastic manufacturing. We are also transitioning into advanced products, such as Class 0.2 accuracy, which is preferred by customers and advanced IoT solutions, which will require new equipment and processes to handle high-precision electronics and assembly. For further details, please see “*Our Business—Strategies—3. Expanding into smart gas and water meter technologies*” on page 241. Towards these ends, we intend to expand our existing manufacturing capacities, enhance our product portfolio and operational efficiencies by manufacturing smart water meters, smart gas meters, smart electricity meters, and provide automation solutions, we intend to establish two manufacturing facilities at (a) our Kundli Facility (i.e., 376, HSIIDC Kundli Industrial Estate, Sonapat, Haryana, 131 028); and (b) our Rai Facility (i.e., 2003-B, HSIIDC Industrial Estate, Rai (Sonapat), Haryana, 131 029).

Estimated cost

The total estimated cost of establishment of the Proposed Manufacturing Facilities as per the Project Report is ₹2,666.74 million, out of which our Company has deployed ₹ 395.13 million as on the date of this Draft Red Herring Prospectus and shall deploy ₹ 107.00 million through internal as detailed below. The balance cost of approximately ₹ 2,164.61 million is proposed to be deployed from the Net Proceeds.

S. No.	Particulars	Estimated cost*	Amount deployed as of the date of this Draft Red Herring Prospectus out of internal accruals**	Total amount to be funded from Internal Accruals	Total amount to be funded from Net Proceeds
(₹ million)					
Kundli Facility					
1.	Land	177.96	177.96	Nil	Nil
2.	Consultancy	8.81	Nil	1.00	7.81
3.	Building construction and building works	351.05	Nil	70.00	281.05
4.	Machineries	486.89	Nil	Nil	486.89
5.	Utilities	254.87	Nil	10.00	244.87
6.	IT Infrastructure and office	45.51	Nil	Nil	45.51
7.	Miscellaneous	101.34	Nil	Nil	101.34
Total estimated cost for establishing Kundli Facility (A)		1,426.43	177.96	81.00	1,167.47
Rai Facility					
1.	Land	217.17	217.17	Nil	Nil
2.	Consultancy	12.51	Nil	1.00	11.51
3.	Building construction and building works	387.40	Nil	25.00	362.40
4.	Machineries	395.76	Nil	Nil	395.76
5.	Utilities	93.51	Nil	Nil	93.51
6.	IT Infrastructure and office	53.51	Nil	Nil	53.51
7.	Miscellaneous	80.45	Nil	Nil	80.45
Total estimated cost for establishing Rai Facility (B)		1,240.31	217.17	26.00	997.14
Total (A+B)		2,666.74	395.13	107.00	2,164.61

* Estimated cost as per the Project Report. All these costs are exclusive of custom duty, GST or any other government tax.

** As certified by O. Aggarwal & Co, Chartered Accountants, our Statutory Auditors, by way of their certificate dated July 4, 2025.

Means of Finance for the part financing of Proposed Manufacturing Facilities

The aggregate cost of part financing the capital expenditure on setting up Proposed Manufacturing Facilities is ₹2,666.74 million out of which as on the date of this Draft Red Herring Prospectus, our Company has deployed ₹ 395.13 million and shall deploy ₹ 107.00 million from internal accruals. Save and except the abovementioned, the entire requirement of funds for this Object is proposed to be met from the Net Proceeds, we confirm that there is no requirement to make firm arrangements of finance towards at least 75% of the stated means of finance through verifiable means, excluding the amount of Net Proceeds. In case of a shortfall in the Net Proceeds or any increase in the actual utilization of funds earmarked for this Object, our Company shall bear such costs out of internal accruals and debt facilities. Pending receipt of the Net Proceeds, our Company may also consider raising bridge financing facilities, including through secured or unsecured loans or any short-term instrument such as non-convertible debentures, commercial paper or inter-corporate deposits. The Company may consider repayment of such bridge financing facilities through a portion of the Net Proceeds.

Details of the Proposed Manufacturing Facilities and break-down of estimated costs of establishment

Set forth below is a break-down of the estimated costs of establishing the Proposed Manufacturing Facilities (except for the cost of land, which has been paid for by us in its entirety) and certain other details of: (a) the building structure and architectural design consultancy and project management and approvals consultancy; (b) building construction and civil works; (c) machinery; (d) utilities; (e) IT infrastructure; (f) miscellaneous and contingency costs associated with establishing the Proposed Manufacturing Facilities.

A. Land

Kundli Facility: Our Company has purchased a land situated at 376, HSIIDC Kundli Industrial Estate, Sonapat, Haryana, 131 028, admeasuring approximately 4,050.00 sq. mtrs. on freehold basis from Cobb Apparels Private Limited. This land has been purchased for an amount of ₹177.96 million on April 30, 2025 (which amount has already been paid from our internal accruals as of the date of this Draft Red Herring Prospectus).

Rai Facility: Our Company has purchased a land situated at plot no. 2003-B, HSIIDC Industrial Estate, Rai (Sonapat), Haryana, 131 029 admeasuring approximately 5,137.00 sq. mtrs. on freehold basis pursuant to a conveyance deed dated June 5, 2025 entered into between Haryana State Industrial & Infrastructure Development Corporation Limited and our Company. Such land has purchased for an amount of ₹217.17 million (which amount has already been paid from our internal accruals as of the date of this Draft Red Herring Prospectus).

As of the date of this Draft Red Herring Prospectus, our Company had taken physical possession of both these lands.

B. Building structure and architectural design consultancy and project management and approvals consultancy

The total estimated costs of the building structure and architectural design consultancy and project management and approvals consultancy services required to be obtained in connection with the Proposed Manufacturing Facilities is ₹21.32 million. We have obtained quotations from Sanjeev Verma & Associates and SG Engineers, each of which are valid for a period of at least six months from the date of filing of this Draft Red Herring Prospectus.

Set forth below are the costs associated with building structure and architectural design consultancy and project management and approvals consultancy in connection with the Proposed Manufacturing Facilities.

Particulars	Total estimated cost^	Amount proposed to be funded from Net Proceeds	Quotations received from	Date of Quotation	Validity of Quotation
	(₹ million)				
Kundli facility					
Building structure and architectural design consultancy	4.01	3.01	Sanjeev Verma & Associates	February 28, 2025	February 27, 2027
Project management and approvals consultancy	4.80	4.80	SG Engineers	May 13, 2025	May 12, 2026
Sub-total (A)	8.81	7.81	-	-	-
Rai Facility					
Building structure and architectural design consultancy	5.01	4.01	Sanjeev Verma & Associates	May 02, 2025	May 01, 2027
Project management and approvals consultancy	7.50	7.50	SG Engineers	May 13, 2025	May 12, 2026
Sub-total (B)	12.51	11.51	-	-	-
Total (A+B)	21.32	19.32	-	-	-

^{*} Estimated cost as per the Project Report. All these costs are exclusive of custom duty, GST or any other government tax.

Consultancy activities for the design and development of the Proposed Manufacturing Facilities comprise the following:

(i) Building structure and architectural design consultancy

This entails availing services of an architectural firm for preparation of various designs and architectural drawings for the Proposed Manufacturing Facilities. The designs will aim to create blueprints for various components required for the functioning of the Manufacturing Facilities such as water supply systems, electricity distribution and wiring systems, road networks, heating ventilation and air conditioning (“HVAC”) structures, lighting works and fire safety system.

(ii) Project management and approvals consultancy

This entails availing services of a project management firm for (i) liaising with various regulatory authorities to apply for and obtain the approvals required for establishing and operating the manufacturing facilities; and (ii) undertaking regular quality control checks to ensure adherence to engineering drawings, assessing material and process quality and vendor bill verification to check actual measurement against the billed quantity.

C. Building construction and civil works

The total estimated costs of the building construction and civil works required in connection with the Proposed Manufacturing Facilities is ₹738.45 million. We have obtained quotations from Anand Builder and Garg Infratech, each of which are valid for a period of at least six months from the date of filing of this Draft Red Herring Prospectus. Set forth below are the costs associated with building construction and civil works.

Particulars	Total estimated cost^	Amount proposed to be funded from Net Proceeds	Approximate Area	Quotations received from	Date of Quotation	Validity of Quotation
Kundli facility						
Construction of factory building and civil work#	351.05	281.05	139,500	Anand Builders	March 11, 2025	18 months
Rai Facility						
Construction of factory building and civil work#	387.40	362.40	155,500	Garg Infratech	May 18, 2025	18 months
Total	738.45	643.45	295,000	-	-	

* Estimated cost as per the Project Report. All these costs are exclusive of custom duty, GST or any other government tax.

Construction of guard room

Building construction and civil works comprise of the following:

(i) Construction of factory buildings

For the Proposed Manufacturing Facilities, we propose to construct two buildings (one each in the Kundli Facility and Rai Facility). Building one, to be situated at the Kundli Facility, will aggregate to an area of 139,500 square feet and Building two, to be situated at the Rai Facility, will aggregate to an area of 155,500 square feet. The total aggregate area of building one and two will be 295,000 square feet.

(ii) Civil works

Civil works include construction related work including creating plumbing lines, installing internal and external electrical wiring, creating trimix flooring (concrete flooring), installing window and ventilation structures and shutters. The scope of civil works also includes completing external development work (including boundary walls, gate and grills, road work, curbs, external sewerage works and water supply lines), installing underground water tanks and installing waterproofing structures on the terraces.

D. Machinery

The total estimated costs of purchasing machinery for the Proposed Manufacturing Facilities are ₹882.65 million. In relation to the Kundli Facility, we have obtained quotations from NMTronic (India) Private Limited, Yontro Mechatronic Systech, Tej Autosystem Private Limited, Rigil Geny India Private Limited, Spanco Storage Systems and Nagman Flow-Level System and Solutions LLP, each of which are valid for a period of at least six months from the date of filing of this Draft Red Herring Prospectus

Further, in relation to the Rai Facility, we have obtained quotations from Shibaura Machine India Private Limited, Tej Autosystem Private Limited, Parthvee Technick, Electronika India Limited, SDD Enterprise, Imtronics Technology, Infused System Private Limited, Sumitron Exports Private Limited, Shri Balaji Allied Automation, MTE Meter Test Equipment AG, Rigil Geny India Private Limited, ZERA India Private Limited and Spanco Storage Systems, each of which are valid for a period of at least six months from the date of filing of this Draft Red Herring Prospectus.

Set forth below are the costs associated with the purchase and installation of machinery highlighted above for the Proposed Manufacturing Facilities.

Particulars	Estimated Cost^	Amount proposed to be funded from Net Proceeds	Quotations received from	Date of Quotation	Validity of Quotation
	(₹ million)				
Kundli Facility					

Particulars	Estimated Cost^	Amount proposed to be funded from Net Proceeds	Quotations received from	Date of Quotation	Validity of Quotation
	(₹ million)				
Conveyor system set-up					
SMT lines along with all necessary equipment and with wave soldering lines	407.72	407.72	NMtronics (India) Private Limited	February 20, 2025	December 31, 2025
MI lines, along with jigs/fixtures etc	9.79	9.79	Yontro Mechatronic Systech	March 27, 2025	December 31, 2025
Gas /water meter assembly line	5.20	5.20	Tej Autosystem Private Limited	March 5, 2025	December 31, 2025
Assembly lines for IOT and automation devices	15.00	15.00	Rigil Geny India Private Limited	March 5, 2025	December 31, 2025
Testing set-up					
Water meter test bench	4.24	4.24	Nagman Flow-Level System and Solutions LLP	February 10, 2025	December 31, 2025
Gas/water testing set up	37.50	37.50	Rigil Geny India Private Limited	March 3, 2025	December 31, 2025
Others					
Warehouse racks	7.44	7.44	Spanco Storage Systems	February 10, 2025	February 10, 2026
Sub-total (A)	486.89	486.89	-	-	-
Rai Facility					
Conveyor systems, moulding machines and other equipment					
Plastic moulding machines and material conveying system	217.34	217.34	Shibaura Machine India Private Limited	February 11, 2025 and March 6, 2025	February 10, 2026 and March 5, 2026
Assembly lines for energy meters (complete with all accessories), conveying system for raw material and finished goods and automatic packaging line	22.50	22.50	Tej Autosystem Private Limited	March 5, 2025	December 31, 2025
EOT-5 Ton -SGEOT crane	8.51	8.51	Parthvee Techneck	June 7, 2025	December 31, 2025
Tool room equipments like VMC, EDM, EDM drill, milling, surface grinder	14.88	14.88	Electronica India Limited	February 6, 2025	February 5, 2026
Testing equipment					
PPS400.3-120A, power source	7.00	7.00	MTE Meter Test Equipment AG	June 4, 2025	December 31, 2025
Automated inline calibration and testing	56.72	56.72	Rigil Geny India Private Limited	March 6, 2025	March 5, 2026
Meter test benches for quality assessment laboratory	37.35	37.35	ZERA India Private Limited	April 4, 2025	December 31, 2025
Other Equipment					
Warehouse racks, etc.	7.44	7.44	Spanco Storage Systems	February 10, 2025	February 10, 2026
Seido dispensing robot	6.08	6.08	Sumitron Export Private Limited	May 14, 2025	December 30, 2025
Laser marking machine	4.69	4.69	Infused Systems Private Limited	May 15, 2025	December 31, 2025
Ultrasonic welding machine	1.49	1.49	Shree Balaji Allied Automation	May 15, 2025	December 31, 2025
Hydraulic hand pallet trolley	0.19	0.19	M S Lift Industries	May 24, 2025	December 31, 2025
Pneumatic guns, Jigs/fixtures	1.58	1.58	Vaishno Enterprises	May 29, 2025	December 31, 2025
Air shower, PCB cutting machine, PCB backing oven, solder paste mixer, PCB trollies and other accessories	8.82	8.82	SDD Enterprise	June 6, 2025	December 31, 2025
ESD material for production floor	1.17	1.17	Imtronics Technology	June 5, 2025	June 4, 2026
Sub-total (B)		395.76	-	-	-

Particulars	Estimated Cost^	Amount proposed to be funded from Net Proceeds	Quotations received from	Date of Quotation	Validity of Quotation
	(₹ million)				
	395.76				
Total (A+B)	882.65	882.65	-	-	-

* Estimated cost as per the Project Report. All these costs are exclusive of custom duty, GST or any other government tax.

Note: Exchange rate assumed- 1 USD = ₹ 87.00, 1 JPY= ₹ 0.58

The conveyor system set-up, testing set-up and other equipment to be purchased for the Kundli Facility comprises of the following:

(i) Conveyor systems

This comprises purchase of surface mount technology (SMT) lines and wave soldering lines, MI lines along with jigs, fixtures and gas /water meter assembly lines and assembly lines for automation devices. These systems seek to develop an automated process that utilizes various machines and equipment to assemble the necessary components for manufacture of smart meters by creating an assembly line of printed circuit boards including solder paste application, component placement, reflow soldering, and inspection. Each of these will be tailored specifically for the requirements of producing the smart meters.

(ii) Testing set-up

This comprises purchase of water meter test benches and other gas and water testing set up. These are specialized equipment to verify the accuracy and functionality of water and gas smart meters.

The conveyor system set-up, testing set-up and other equipment to be purchased for the Rai Facility comprises of the following:

(i) Conveyor systems, moulding machines and tool room

This comprises purchase of plastic moulding machines for manufacturing of plastic parts and components, tool room equipment like vertical machining centers (“**VMC**”), Electrical Discharge machine (“**EDM**”) raw and intermediate material conveying systems, assembly lines for energy meters (along with related accessories) and automatic packaging systems.

(ii) Other equipment

This comprises purchase of equipment for (i) welding such as laser markers, chemical welding equipment, ultrasonic welding equipment, pneumatic guns, and other miscellaneous fittings such as jigs, fixtures and pallet trollies; and (ii) cleaning such as air shower, smoke absorbers along with related accessories.

(iii) Testing set-up

This comprises purchase of electricity meter test benches and automated inline calibration and testing equipment. These are specialized equipment to verify the accuracy and functionality of electricity smart meters.

E. Utilities

The total estimated costs of purchasing utilities for the Proposed Manufacturing Facilities are ₹ 348.31 million. In relation to the Kundli Facility, we have obtained quotations from R. D. Dutta & Company Private Limited, Enduman International Private Limited, Supreme Aircon Private Limited, Industrial Automation and Panel Solution, Sara Enterprises, Divine Flooring Systems, Qualitech Cleanroom Solutions Private Limited, Hicon Elevators, Sudhir Power Limited, D-KORE Power & Solar Solution each of which are valid for a period of at least six months from the date of filing of this Draft Red Herring Prospectus.

Further, in relation to Rai facility, we have obtained quotations from R. D. Dutta & Company Private Limited, Enduman International Private Limited, Supreme Aircon Private Limited, Divine Flooring Systems, Hicon Elevators, Industrial Automation and Panel Solution, Sara Enterprises, Sudhir Power Limited, D-KORE Power & Solar Solution which are each valid for a period of at least six months from the date of filing of this Draft Red Herring Prospectus.

Set forth below are the costs associated with the utilities required for establishing the Proposed Manufacturing

Facilities.

Particulars	Estimated Cost^	Amount proposed to be funded from Net Proceeds	Quotations received from	Date of Quotation	Validity of Quotation
	(₹ million)				
Kundli Facility					
Screw type compressors	2.85	2.85	R. D. Dutta & Company Private Limited	March 5, 2025	December 31, 2025
DG Set (Gas operated) 500KVA	17.92	17.92	Enduman International Private Limited	February 10, 2025	February 10, 2026
Air conditioning in assembly floor and office block	12.84	12.84	Supreme Aircon Private Limited	February 10, 2025	December 31, 2025
Epoxy floor in the assembly and storage area	6.10	6.10	Divine Flooring System	May 15, 2025	May 14, 2026
Cleanroom facility related panelling, HVAC and flooring for PCB assembly area	179.50	179.50	Qualitech Cleanroom Solutions Private Limited	May 16, 2025	May 15, 2026
Material and passenger lifts	6.60	0.60	Hicon Elevators	January 16, 2025	January 15, 2026
HT transformer and substation equipment	4.11	0.11	Sudhir Power Limited	March 26, 2025	March 25, 2026
Roof top solar panel grids	17.25	17.25	D-KORE Power & Solar Solution	March 5, 2025	December 31, 2025
Electrical panels	2.00	2.00	Industrial Automation and Panel Solution	May 31, 2025	December 31, 2025
Fire safety equipment	5.70	5.70	Sara Enterprises	May 21, 2025	December 31, 2025
Sub-total (A)	254.87	244.87	-	-	-
Rai Facility					
Screw type compressors	4.76	4.76	R. D. Dutta & Company Private Limited	March 5, 2025	December 31, 2025
DG Set (Gas operated) 500KVA	17.92	17.92	Enduman International Private Limited	February 10, 2025	February 10, 2026
Air conditioning in assembly floor and office block	16.01	16.01	Supreme Aircon Private Limited	February 3, 2025	December 31, 2025
Epoxy floor in assembly and storage area	6.10	6.10	Divine Flooring System	May 15, 2025	May 14, 2026
Material and passenger lifts	8.80	8.80	Hicon Elevators	January 16, 2025	January 15, 2026
HT transformer and substation equipment	4.11	4.11	Sudhir Power Limited	March 26, 2025	March 25, 2026
Roof top solar panel grids	25.87	25.87	D-KORE Power & Solar Solution	March 5, 2025	December 31, 2025
Distribution panels	3.00	3.00	Industrial Automation and Panel Solution	May 31, 2025	December 31, 2025
Fire safety equipment	6.94	6.94	Sara Enterprises	May 21, 2025	December 31, 2025
Sub-total (B)	93.51	93.51	-	-	-
Total (A+B)	348.38	338.38	-	-	-

* Estimated cost as per the Project Report. All these costs are exclusive of custom duty, GST or any other government tax.

Utilities such as screw type compressors, generator sets, HVAC equipment for various sections of the buildings, creation of a cleanroom facility transformers, elevators, epoxy floor coatings, material elevators, solar and electricity panels and fire safety equipment are proposed to be purchased.

F. IT Infrastructure

The total estimated costs of purchasing the IT infrastructure utilities for the Proposed Manufacturing Facilities is ₹99.02 million. In relation to the Manufacturing Facilities, we have obtained quotations from RACOMP and Shivam, each of which are valid for a period of at least six months from the date of filing of this Draft Red Herring Prospectus.

Set forth below are the costs associated with the IT infrastructure required for establishing the Proposed Manufacturing Facilities.

Particulars	Total estimated cost*	Amount proposed to be funded from Net Proceeds	Quotations received from	Date of Quotation	Validity of Quotation
	(₹ million)				
Kundli facility					
Surveillance camera and networking equipment	2.19	2.19	RACOMP	January 17, 2025	December 31, 2025
UPS and firewall	1.20	1.20	RACOMP	January 17, 2025	December 31, 2025
Wireless devices and server	1.17	1.17	RACOMP	January 17, 2025	December 31, 2025
Personal computers and laptops	3.95	3.95	RACOMP	January 17, 2025	December 31, 2025
Furniture and fixtures for the office	37.00	37.00	Shivam	May 22, 2025	March 31, 2026
Sub-total (A)	45.51	45.51	-	-	-
Rai Facility					
Surveillance camera & networking equipment	2.19	2.19	RACOMP	January 17, 2025	December 31, 2025
UPS and firewall	1.20	1.20	RACOMP	January 17, 2025	December 31, 2025
Wireless devices and server	1.17	1.17	RACOMP	January 17, 2025	December 31, 2025
Personal computers and Laptops	3.95	3.95	RACOMP	January 17, 2025	December 31, 2025
Furniture and fixtures for the office	45.00	45.00	Shivam	May 23, 2025	December 31, 2025
Sub-total (B)	53.51	53.51	-	-	-
Total (A+B)	99.02	99.02			

* Estimated cost as per the Project Report. All these costs are exclusive of custom duty, GST or any other government tax.

IT infrastructure such as laptops, furniture and fixtures and surveillance cameras and other networking equipment is proposed to be purchased.

G. Miscellaneous and contingency costs associated with establishing the Proposed Manufacturing Facilities

Certain miscellaneous costs such as application fee for licenses and obtaining insurance for the Proposed Manufacturing Facilities will also be incurred. Set forth below are the costs associated with the miscellaneous and contingency expenses required for the operation of Proposed Manufacturing Facilities.

Particulars	Total estimated cost^	Amount proposed to be funded from Net Proceeds
	(₹ million)	
Kundli Facility		
Pre-operative expenses ⁽¹⁾	24.34	24.34
Contingencies ⁽²⁾	61.44	61.44
Insurance cost	0.36	0.36
Statutory approval fee and expenses	5.00	5.00
Cost of quality certification BIS/NABL/ISO/ others	8.20	8.20
HT and power cable	2.00	2.00
Sub-total (A)	101.34	101.34
Rai Facility		
Pre-operative expenses ⁽¹⁾	19.46	19.46
Contingencies ⁽²⁾	50.69	50.69
Insurance cost	0.40	0.40
Statutory approval fee and expenses	5.00	5.00
Cost of quality certification BIS/NABL/ISO/ others	1.90	1.90
HT and power cable	3.00	3.00
Sub-total (B)	80.45	80.45
Total (A+B)	181.79	181.79

[^]exclusive of all applicable taxes

⁽¹⁾ Pre-operative expenses typically include, but are not limited to, equipment installation costs (including costs related to unloading), civil foundation costs and costs for associated civil, mechanical, electrical and pneumatic works, costs of consumables such as lubrication oils, material for trial of equipment, training costs and traveling and other related expenses.

⁽²⁾ Contingencies typically include, but are not limited to, any cost overruns due to delay in supply or installation or commissioning of equipment, any unexpected damage of equipment or assets during transit, installation or commissioning which are beyond insurance cover, any additional requirements of equipment or tools, any additional expenses towards manpower, installation, commissioning etc., which are not considered or planned as of the date of this Draft Red Herring Prospectus.

Approvals

As of the date of this DRHP, Company is in process of obtaining required approvals of required prior to construction of the manufacturing facilities. Set forth below are the details of such approvals.

S. No.	Approval	Department	Current Status
Kundli Facility			
1.	Approval from pollution control board	Pollution Control Department	To be applied
2.	Construction plan approval from HSIIDC	HSIIDC	
3.	Sanction of connection for power	Power Corporation	Applied on May 30, 2025
4.	Consent to establish	Pollution Control Department	To be applied
Rai Facility			
1.	Approval from pollution control board	Pollution Control Department	To be applied
2.	Construction plan approval from HSIIDC	HSIIDC	
3.	Sanction of connection for power	Power Corporation	
4.	Consent To establish	Pollution Control Department	

Prior to operationalizing of the Proposed Manufacturing Facilities, our Company will be required to obtain certain approvals which are listed below.

S. No.	Approval	Department	Stage
Kundli Facility			
1.	Factory license	Factory Inspector	After completion of civil construction and before any commercial production
2.	Final approval for electrical load	Chief Electrical Engineer	
3.	Fire No Objection Certificate	Fire department	
4.	Consent to operate	Pollution Control Board	
5.	Labour license	Labour Department	
6.	BIS, ISO, NABL and others	From various departments	After commissioning of machinery and QA lab and before commencement of commercial activity
Rai Facility			
1.	Factory license	Factory Inspector	After completion of civil construction and before any commercial production
2.	Final approval for electrical load	Chief Electrical Engineer	
3.	Fire No Objection Certificate	Fire department	
4.	Consent to operate	Pollution Control Board	
5.	Labour license	Labour Department	
6.	BIS, ISO, NABL and others	From various departments	After commissioning of machinery and QA lab and before commencement of commercial activity

As on the date of this Draft Red Herring Prospectus, apart from acquisition of the land, our Company has not commenced any other activity on such land in relation to civil works or other construction.

Schedule of implementation

Set forth below is the proposed schedule of implementation for the Proposed Manufacturing Facilities as of the date of this Draft Red Herring Prospectus.

S. No.	Particulars	Expected date of commencement	Expected date of completion

Kundli Facility			
1.	Consultancy	May, 2025	August, 2026
2.	Building construction and building works	June, 2025	August, 2026
3.	Machineries	January, 2026	December, 2026
4.	Utilities	November, 2025	October, 2026
5.	IT Infrastructure and office	January, 2026	December, 2026
6.	Miscellaneous	January, 2026	December, 2026
Rai Facility			
1.	Consultancy	September, 2025	December, 2026
2.	Building construction and building works	October, 2025	December, 2026
3.	Machineries	March, 2026	March, 2027
4.	Utilities	January, 2026	December, 2026
5.	IT Infrastructure and office	March, 2026	March, 2027
6.	Miscellaneous	March, 2026	March, 2027

2. Funding future working capital requirement of our Company

We have continuous working capital requirements, and we fund our working capital requirements in the ordinary course of business from our internal accruals, and financing from various banks, financial institutions and non-banking financial companies by way of working capital facilities including working capital loans. Basis our management estimates, we propose to utilise up to ₹1,200.00 million from the Net Proceeds to fund a portion of our working capital requirements in Fiscal 2026. Our Board in its meeting dated July 4, 2025 took note that an aggregate amount of up to ₹1,200.00 million is proposed to be utilized to fund the working capital requirements of our Company.

Requirement of Working Capital

We are a technology-driven solutions provider, focused on meeting the evolving needs of utilities in implementing smart metering infrastructure across India and enhancing the efficiency of utility distribution systems. Our fully integrated manufacturing operations, encompassing design capabilities and in-house electronics manufacturing services (“EMS”), enable us to manufacture and supply a comprehensive range of smart meters, including consumer smart meters, distribution transformer (“DT”), feeder, and boundary smart meters, as well as advanced automation and IoT solutions, thereby positioning us as a one-stop-shop for smart energy metering needs.

Our Company requires working capital to fund inventories, trade receivables and arrange margin money for issuance of performance and security deposits bank guarantee. We are required to maintain adequate levels of inventory for adhering to delivery timelines and ensuring timely delivery of smart energy meters and in anticipation of getting new orders. Further, the competitive nature of our business necessitates higher inventory levels to swiftly convert orders. Maintaining delivery timelines of the orders in our business is typically determined by lead time and logistics requirement. The requirement of additional working capital for raw material inventories are primarily on account of customized design, limited approved makes/brands, non-availability in the domestic markets resulting substantial amount of import and dependency on a few suppliers of our raw materials (primarily, switch-mode power supplies - IC (“SMPS-IC”) for power integration, micro controller, cylindrical battery, coin cell battery, LCD display, relay driver, double pole relay, 3D hall sensor, current transformer, general packet radio service (“GPRS”) module to manufacture our products etc) which adds to the lead time to maintain delivery timelines. Due to all these factors, the average lead time of procurement is more than three months for these raw materials.

For risks in relation to procurement of raw materials and higher dependency on a few suppliers, see “Risk Factors—3. We depend on a few suppliers for the supply of our raw materials. In Fiscal 2025, 2024 and 2023, the cost of raw materials sourced from our top 10 suppliers accounted for 62.72%, 64.91%, and 49.25% of our total raw material costs, respectively. Any disruption in supply or increase in raw material prices from these suppliers could have a significant negative impact on our business, financial condition, results of operations, and cash flows” on page 32.

Further, as of March 31, 2025, we had confirmed orders for the supply of 5.79 million smart energy meters, amounting to ₹18,535.98 million, of which we had orders for the supply of 0.43 million DT meters, amounting to ₹2,029.10 million, which will be executed over the next two to three years. Additionally, our customer base primarily comprises government authorities and AMISPs (whose customers are also the various discoms/government authorities) where payment terms range between 90 days and 180 days. Delay in realization from government customers typically occurs due to reasons such as delay in obtaining requisite approvals from

various authorities, and in case of AMISPs such as delay in their disbursement from lending organizations, delay in meter installations, delay in field services resulting in late deliveries by AMISPs, delay in clearances from utilities, etc. While these are not part of our scope/liabilities but to maintain relationships with our strategic customers, we work in close coordination with them and our payments are indirectly linked to completion of their activities. Additionally, we are required to provide performance and security deposit bank guarantees, in the range of to 3% to 5% of each order value, as a guarantee to authorities/AMISPs for performance obligations. For procuring these performance bank guarantees in favour of our customers, we have to maintain margin in the form of fixed deposits (lien to the bank) equivalent to 10% of the performance bank guarantees issued.

As of March 31, 2025, our total outstanding indebtedness in respect of our working capital facilities was ₹533.64 million. As of that date, our Company had sanctioned fund-based limits of working capital facilities of ₹790.00 million and non-fund based limits (financial and performance bank guarantees) for working capital of ₹1,210.00 million. Further, with regards to our order book value as of March 31, 2025 of ₹18,535.98 million, we (i) have been utilizing our fund based limits amounting to ₹ 533.64 million; and (ii) have utilised our non-fund based limits amounting to ₹957.26 million. For further details of the working capital facilities currently availed by us, see “*Financial Indebtedness*” and “*Restated Financial Information*” on pages 400 and 299, respectively. Further, for risks in relation to use of the Net Proceeds for funding working capital gap of our Company, see “*Risk Factors—16. Our business requires working capital. Any failure in arranging adequate working capital for our operations may adversely affect our business, results of operations, cash flows and financial condition.*” on page 39.

The working capital borrowings from banks, financial institutions and non-banking financial companies (including bill discounting) currently available to us may not be sufficient to meet our estimated working capital requirements arising from our existing order book, the expected growth in our order book, expansion of our business operations and in our product portfolio for which we are also establishing our Proposed Manufacturing Facilities. As we have focused primarily on optimum asset mix and the Proposed Manufacturing Facilities are yet to be established, we frequently experience challenges related to non-availability of sufficient collateral (owing in large part to relatively lower gross block) to enable us to access higher amounts of working capital borrowings from banks, financial institutions and non-banking financial companies. This is evident from our current working capital facilities being secured by collateral provided by our Directors and members of our Promoter Group and corporate guarantees provided by our Corporate Promoter. For further details, see “*Risk Factors—31. Our Promoters, Directors and members of the Promoter Group have provided guarantees in connection with our borrowings and the revocation of all or any of such guarantees may adversely affect our business, results of operations and financial condition.*” on page 48.

The key drivers of our working capital needs are:

- (i) **Trade receivables:** Majority of our customers are either government entities or AMISPs (whose customer in turn are government authorities), leading to longer payment cycles. Set forth below are our trade receivables and trade receivables turnover ratio based on our Restated Financial Information for the periods indicated below.

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Trade receivables (₹ million)*	2,788.01	1,438.99	865.35
Trade receivables days (days)	142	151	194
Trade receivables turnover ratio	2.57	2.42	1.88

*Net of expected credit loss

- (ii) **Inventory levels:** Due to the higher lead time of procurement primarily due to the customized design, limited approved makes/brands, non-availability in the domestic markets resulting substantial amount of import and, dependency on a few suppliers of our raw materials (primarily micro controllers, LCD displays, antennas, transformers, relays, etc.) requires maintaining higher inventory levels. Set forth below are our inventory days based on our Restated Financial Information for the periods indicated below.

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Inventory days	106	135	100

- (iii) **Expected business growth:** According to Crisil Report, the smart energy meter industry is expected to grow at CAGR of 31-32% from Fiscal 2026 to Fiscal 2030, with a total addressable market of ₹1,180.00-1,200.00 billion for Fiscals 2026-2030 (Source: Crisil Report). Our revenue from operations increased from ₹1,629.90 million for Fiscal 2023 to ₹7,171.11 million for Fiscal 2025, representing a CAGR of 109.76%. Our anticipated growth in operations is expected to drive higher working capital needs to support larger contracts, increased inventory and extended receivables cycles due to factors such as delays involved in

processing of exports.

- (iv) *Payment of margin money for bank guarantees and earnest money deposit:* Securing projects, particularly government contracts, often requires us to furnish bank guarantees ranging between 3% and 5% to authorities for performance obligations of each work order value. Additionally, earnest money deposit is also required to be submitted along with tenders. The size of the security deposit and earnest money is proportionate to the size of the bid that we apply for which in turn impacts our working capital requirements.

Accordingly, our Company requires additional working capital for funding the working capital gap in Fiscal 2026. We believe that funding of the incremental working capital requirements of our Company will help us undertake more projects, expand our customer base and take advantage of the opportunities in the growing smart meter industry.

Pursuant to the certificate dated July 4, 2025, J.C. Bhalla & Co., Chartered Accountants, having firm registration number 001111N, have confirmed the existing working capital requirements and the estimated working capital requirements, as noted by our Board pursuant to its resolution dated July 4, 2025.

(a) Existing working capital

Set forth below are the details of our Company's existing working capital as of March 31, 2025, March 31, 2024 and March 31, 2023, on a standalone basis. Our total working capital requirements have increased from ₹811.09 million as of March 31, 2024 to ₹2,473.83 million as of March 31, 2025, primarily on account of increase in the level of the inventories and trade receivables in order to grow our business sales volumes and our efforts to realise opportunities in the smart energy meters industry. With the expected increase in business volumes in the future, our working capital requirements are also expected to increase.

S. No.	Particulars*	Fiscal 2025	Fiscal 2024	Fiscal 2023
		(₹ million)		
I.	Current Assets			
A.	Inventories	1,261.48	824.71	346.68
B.	Financial assets			
	i) Trade receivables	2,788.01	1,438.99	865.35
	ii) Other financial assets	521.65	42.11	18.97
C.	Other current assets	14.16	13.49	52.38
	Total current assets (A)	4,585.30	2,319.30	1,283.38
II.	Current Liabilities			
A.	Financial Liabilities			
	i) Trade payables	1,672.03	1,231.52	615.85
	ii) Lease liabilities	50.18	42.27	38.56
	iii) Other financial liabilities	68.36	101.57	94.85
B.	Other current liabilities	24.81	24.52	13.78
C.	Provisions	86.57	55.62	40.23
D.	Income tax liabilities (net)	209.53	52.71	3.31
	Total current liabilities (B)	2,111.48	1,508.21	806.58
III.	Net working capital requirement (A-B)#	2,473.83	811.09	476.80
IV.	Funding Pattern			
	- Current Borrowings	533.64	186.80	228.94
	- Internal Accruals	1,940.19	624.29	247.86
	Total	2,473.83	811.09	476.80

* As per the certificate dated July 4, 2025 issued by J.C. Bhalla & Co., Chartered Accountants, having firm registration number 001111N. See "Material Contracts and Documents for Inspection—Material Documents" on page 508.

Net working capital requirement = current assets (Cash and bank balances including term deposit with banks) less current liabilities (excluding current borrowings).

(b) Estimated working capital requirements

We propose to utilize an amount of up to ₹1,200.00 million, towards working capital requirements of our Company in Fiscal 2026. Based on the existing working capital requirements of our Company, the details of our

Company's expected working capital requirements for the Financial Year ended March 31, 2026 are set forth below, as approved by our Board of Directors, pursuant to its resolution dated July 4, 2025.

S. No.	Particulars	Fiscal 2026 (estimated) (₹ million)
I.	Current Assets	
A.	Inventories	2,080.30
B.	Financial assets	
	i) Trade receivables	4,321.11
	ii) Other financial assets	263.46
C.	Other current assets	15.58
	Total current assets (A)	6,680.45
II.	Current Liabilities	
A.	Financial Liabilities	
	i) Trade payables	2,773.74
	ii) Lease liabilities	47.34
	iii) Other financial liabilities	31.51
B.	Other current liabilities	54.80
C.	Provisions	106.56
D.	Income tax liabilities (net)	0.00
	Total current liabilities (B)	3,013.95
III.	Total working capital requirements (A) – (B)	3,666.50
IV.	Funding pattern	
	- Net Proceeds from the Offer	1,200.00
	- Current Borrowings	838.34
	- Internal Accruals	1,628.16
Total		3,666.50

* As per the certificate dated July 4, 2025 issued by J.C. Bhalla, Chartered Accountants, having firm registration number 001111N.

As mentioned above, for our additional working capital requirements, while we will explore a range of options including utilising our internal accruals and working capital debt facilities, however, up to ₹1,200.00 million is proposed to be funded out of the Net Proceeds as our internal accruals during Fiscal 2026 and working capital borrowings from banks, financial institutions and non-banking financial companies (including bill discounting) may not be sufficient.

Assumptions for our estimated working capital requirements – holding levels and justifications for holding period

Holding levels

The details of our holding levels (with days rounded to the nearest whole number) for the Financial Years ended March 31, 2023, March 31, 2024 and March 31, 2025 and the estimated holding levels (with days rounded to the nearest whole number) as projected for the Financial Year ended March 31, 2026 are set forth below.

Particulars*	Holding levels on the basis of	Actuals			Projected
		Number of days for			
		Fiscal 2023	Fiscal 2024	Fiscal 2025	Fiscal 2026
Inventories (Days) ⁽¹⁾	Cost of goods sold	100	135	106	105
Trade receivables (Days) ⁽²⁾	Revenue from operations	194	151	142	140
Other financial assets (Days) ⁽³⁾	Revenue from operations	4	4	27	9
Other current assets (Days) ⁽⁴⁾	Revenue from operations	12	1	1	1
Trade payables (Days) ⁽⁵⁾	Cost of goods sold	177	201	140	140
Other financial liabilities (Days) ⁽⁶⁾	Revenue from operations	21	11	3	1
Provisions (Days) ⁽⁷⁾	Revenue from operations	9	6	4	4
Other current liabilities (Days) ⁽⁸⁾	Revenue from operations	3	3	1	2
Lease liabilities (Days) ⁽⁹⁾	Revenue from operations	9	4	3	2
Income tax liabilities ⁽¹⁰⁾	Revenue from operations	1	6	11	-

* As per the certificate dated July 4, 2025 issued by O. Aggarwal & Co, Chartered Accountants, our Statutory Auditors.

Notes:

- (1) *Inventories (Days): Inventories days are calculated as Inventories divided by Cost of Goods Sold multiplied by 365 days*
- (2) *Trade Receivables (Days): Trade receivable days are calculated as Trade receivables divided by Revenue from operations multiplied by 365 days*
- (3) *Other financial assets (Days): Other financial assets days are calculated as Other financial assets divided by Revenue from operations multiplied by 365 days*
- (4) *Other current assets (Days): Other current assets days are calculated as Other current assets divided by Revenue from operations multiplied by 365 days*
- (5) *Trade payables (Days): Trade payables days are calculated as Trade payables divided by Cost of Goods Sold multiplied by 365 days*
- (6) *Other financial liabilities (Days): Other financial liabilities days are calculated as Other financial liabilities divided by Revenue from operations multiplied by 365 days*
- (7) *Provisions (Days): Provisions days are calculated as Provisions divided by Revenue from operations multiplied by 365 days*
- (8) *Other current liabilities (Days): Other current liabilities days are calculated as Other current liabilities divided by Revenue from operations multiplied by 365 days*
- (9) *Lease liabilities (Days): Lease liabilities days are calculated as Lease liabilities divided by Revenue from operations multiplied by 365 days*
- (10) *Income tax liabilities (Days): Income tax liabilities days are calculated as Income tax liabilities divided by Revenue from operations multiplied by 365 days*

Assumptions for our estimated working capital requirements - Justification for holding period levels

Our Company's expected working capital requirements are based on certain key assumptions and justifications as set forth below.

Particulars	Assumptions
Current Assets	
Inventories	Our inventories primarily include switch-mode power supplies - IC ("SMPS-IC") for power integration, micro controller, cylindrical battery, coin cell battery, LCD display, relay driver, double pole relay, 3D hall sensor, current transformer, general packet radio service ("GPRS") module to manufacture our products. Maintaining delivery timelines of the orders in our business is typically determined by lead time and logistics requirement. Average lead time of procurement of most of these items are more than 90 days due to factors like primarily on account of customized design, limited approved makes/brands, non-availability in the domestic markets resulting substantial amount of import and dependency on a few suppliers of our raw materials which adds to the lead time to maintain delivery timelines. Days towards inventories are computed from the historic Restated Financial Information. For Fiscal 2023, 2024 and 2025 our historic holding periods for inventory have been 100, 135 and 106 days, respectively. Our Company has assumed the holding level for inventories as 105 days of cost of goods sold for Fiscal 2026. Inventory levels have been projected in line with projected sale for Fiscal 2026.
Trade receivables	Trade receivables are computed from the historic Restated Financial Information. For Fiscal 2023, 2024 and 2025, our historic trade receivable days have been 194, 151 and 142 days, respectively. Our customer base primarily comprises of government authorities and AMISPs (whose customer are also the various discoms/government authorities) where payment terms are in the range of 90 days to 180 days. Delay in meter installation, delay in field services resulting in later deliveries by AMISPs, delay in realization from government customers happens due to the reason like delay in getting requisite approvals from various authorities etc, and in case of AMISPs like delay in their disbursement from lending organizations, delay in clearances from utilities etc. While these are not part of our scope/liabilities but to maintain relationship with our strategic customers, we work in close coordination with them and our payments are indirectly linked to completion to their activities. Our Company has assumed the holding level for trade receivables as 140 days of revenue from operations for Fiscal 2026.
Other financial assets	Other financial assets are computed from the historic Restated Financial Information. For Fiscal 2023, 2024 and 2025, our other financial asset days have been 4, 4 and 27 days, respectively. Other financial assets primarily include components like advance to employees, Security deposits/Earnest money deposits, advance for capital assets, advance to vendors and prepaid expenses. Reason of higher days in Fiscal 2025 is on account of capital advances paid for procurement of land for upcoming capex projects, amounting ₹462.57 million.

	Our Company has assumed the holding level for other financial assets as nine and 10 days of revenue from operations for Fiscal 2026. Other financial assets have been maintained in line with the projected business activity for Fiscal 2026.
Other current assets	Other current assets are computed from the historic Restated Financial Information. For Fiscal 2023, 2024 and 2025, our historic other current assets days have been 12, 1 and 1 days, respectively. Other current assets primarily include components like balance with Government authorities towards GST, Custom duty etc. Reason of higher days in Fiscal 2023 is majorly on account of Input Tax Credit of GST recoverable was higher. Our Company has assumed the holding level for other current assets as one day of revenue from operations for Fiscal 2026. Other current assets have been maintained in line with the projected business activity for Fiscal 2026.
Current liabilities	
Trade payables	For Fiscal 2023, 2024 and 2025, our historic trade payable days have been 177, 201 and 140 days, respectively. Our trade payables have a direct correlation to our business growth. During Fiscals 2023, 2024 and 2025, we were heavily reliant on internal accruals and borrowing from banks. Since our raw material required for production of Smart Meters are in the nature such as customized design, limited approved makes/brands and non-availability in the domestic markets resulting substantial amount of imports, this leads to higher lead time for procurement and dependency on a few suppliers. Currently, we are able to manage direct payment of imports without being backed by line of credit ("LC") primarily due to the credibility that we have been able to develop over time with its suppliers. However, as we are working to strengthen our supply chain to create better cost and lead time efficiency, we are planning to source directly from manufacturers rather than distributors. In such cases, our payment terms would have been changed to advance or LC-backed. Looking ahead, we plan to utilize the Net Proceeds in Fiscal 2026 to facilitate early supplier payments, enhance margins, and lower procurement costs. Consequently, we estimate our trade payable days to be 140 days each for Fiscals 2025 and 2026. Trade payables levels have been projected consistent with projected sales for Fiscal 2026.
Other financial liabilities	For Fiscals 2023, 2024 and 2025, our historical days of other financial liabilities were 21, 11 and 3 days, respectively. These liabilities primarily comprise of advance from customers and other payables (including salaries payables and director's remunerations, etc.). Going forward, we project other financial liabilities days at 1 day for Fiscal 2026.
Provisions	For Fiscal 2023, 2024 and 2025, our historical days for provisions were 9, 6 and 4 days, respectively. These liabilities primarily comprise of warranty provisions for energy meters, expense provision, gratuity, leave encashment and bonus provision. Going forward, we project provision days at 4 days for Fiscal 2026.
Other current liabilities	For Fiscal 2023, 2024 and 2025, our historical days for other current liabilities were 3, 3 and 1 days, respectively. These liabilities primarily comprise of statutory dues like TDS, GST, PF, ESI etc. Going forward, we project other current liabilities days at 2 days for Fiscal 2026.
Lease liabilities	For Fiscal 2023, 2024 and 2025, our historical days for lease liabilities were 9, 4 and 3 days, respectively. These liabilities primarily comprise of present value of the Company's financial obligations to make payments of leased assets. Going forward, we project leased liabilities days at 2 days for Fiscal 2026.
Income tax liabilities	For Fiscal 2023, 2024 and 2025, our historical days for income tax liabilities were 1, 6 and 11 days, respectively. Going forward, we project current tax liabilities days to be Nil for Fiscal 2026 with the assumption of making tax payments within the same financial year.

* As per the certificate dated July 4, 2025 issued by J.C. Bhalla & Co, Chartered Accountants, having firm registration number 001111N.

3. General corporate purposes

Our Company intends to utilize such amount for the general corporate purposes aggregating to ₹[●] million which shall not exceed 25% of the Gross Proceeds. The general corporate purposes for which our Company proposes to utilise Net Proceeds towards, among other things, meeting our repairs and maintenance expenditure and expenses

for renovation and/or upgradation of our existing facilities; payment of interest, finance charges and other make-whole or prepayment charges on our borrowings; financing leasehold improvements; funding our growth opportunities or other strategic initiatives, funding our research and development expenditure and meeting any expenses incurred in the ordinary course of our business (including payment of salaries and wages, rent, administrative or other similar expenses, insurance related expenses, and the payment of taxes and duties); meeting our brand building and other marketing expenses; meeting any exigencies which we may face in the ordinary course of our business, and any other purpose as permitted by applicable laws, subject in each case to meeting regulatory requirements and obtaining necessary approvals or consents, as applicable and for other purposes as may be permitted by applicable laws and as may be deemed fit by the management of our Company and as approved by our Board or a duly appointed committee thereof from time to time. Further, this portion of the Net Proceeds may also be utilised to meet any unanticipated shortfall in the portion of the Net Proceeds proposed to be utilized for the Objects set out above.

In addition to the above, our Company may utilize the Net Proceeds towards other expenditure considered expedient and as approved periodically by our Board, subject to compliance with necessary provisions of the Companies Act, the SEBI ICDR Regulations, the SEBI Listing Regulations and other applicable laws. The quantum of utilization of funds towards each of the above purposes will be determined by our Board, based on the amount actually available under this head and the business requirements of our Company and other relevant considerations, from time to time. Our Company's management, in accordance with the policies of our Board, shall have flexibility in utilizing surplus amounts, if any, subject to compliance with applicable law. In addition to the above, our Company may utilize the balance Net Proceeds towards any other expenditure considered expedient and as approved periodically by our Board or a duly appointed committee thereof, subject to compliance with applicable law.

Offer Expenses

The total expenses of the Offer are estimated to be approximately ₹[●] million. The Offer related expenses primarily include fees payable to the BRLMs and legal counsel, fees payable to the escrow collection bank(s), fees payable to the Auditors, brokerage and selling commission, underwriting commission, commission payable to Registered Brokers, RTAs and CDPs, SCSBs' fees, Sponsor Banks' fees, the 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 (a) listing fees, audit fees and expenses of the statutory auditors (other than to the extent attributable to the Offer) and expenses in relation to product or corporate advertisements of our Company, *i.e.*, any corporate advertisements consistent with the past practices of our Company (other than expenses in relation to the marketing and advertising undertaken specifically for the Offer) which will be solely borne by our Company; and (b) fees and expenses in relation to the legal counsel to the Promoter Selling Shareholder which shall be borne by the Promoter Selling Shareholder, all costs, charges, fees and expenses associated with and incurred with respect to the Offer, regulatory fees, fees to intermediaries and third parties, shall be shared between our Company and the Promoter Selling Shareholder in proportion of the gross proceeds received for the Fresh Issue and the Offered Shares sold by the Promoter Selling Shareholder in the Offer for Sale, respectively, as may be applicable in compliance with applicable law. All Offer related fees, costs and expenses to be borne by the Promoter Selling Shareholder shall be deducted from its portion of the Offer proceeds and only the balance amount will be paid to the Promoter Selling Shareholder.

However, expenses relating to the Offer may be paid by our Company on behalf of the Promoter Selling Shareholder in the first instance and the Promoter Selling Shareholder agrees, that upon commencement of listing and trading of the Equity Shares on the Stock Exchanges pursuant to the Offer, he shall reimburse our Company for any expenses in relation to the Offer paid by our Company on behalf of the Promoter Selling Shareholder, in proportion of their respective Offered Shares, directly from the Public Offer Account in the manner as may be agreed. 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 with respect to the Offer which may have accrued up to the date of such postponement, withdrawal, abandonment or failure shall be borne by the Promoter Selling Shareholder in proportion to the number of Equity Shares he has agreed to sell in the Offer. In the event the Promoter Selling Shareholder withdraws or abandons the Offer or the Offer Agreement is terminated at any stage prior to the completion of Offer, he shall reimburse our Company for all costs, charges, fees and expenses associated with and incurred in connection with the Offer on a pro-rata basis, up to the date of such withdrawal, abandonment or termination with respect to the Promoter Selling Shareholder.

The estimated Offer related expenses are as set out in the table below:

Activity	Estimated expenses ⁽¹⁾	As a percentage of the total estimated Offer expenses ⁽¹⁾	As a percentage of the total Offer size ⁽¹⁾
	(₹ million)	(%)	(%)
BRLMs' fees and commissions (including underwriting commission, brokerage and selling commission)	[●]	[●]	[●]
Selling commission/processing fee for SCSBs, Sponsor Banks and fee payable to the Sponsor Banks for Bids made by RIIs, Eligible Employees and Non-Institutional Investors ⁽²⁾⁽³⁾⁽⁴⁾	[●]	[●]	[●]
Brokerage and selling commission and bidding/uploading charges for members of the Syndicate (including their sub-Syndicate Members), Registered Brokers, RTAs and CDPs ⁽⁵⁾	[●]	[●]	[●]
Fees payable to the Registrar to the Offer	[●]	[●]	[●]
Others			
(i) Listing fees, SEBI filing fees, upload fees, BSE and NSE processing fees, book building software fees and other regulatory expenses	[●]	[●]	[●]
(ii) Printing and stationery expenses	[●]	[●]	[●]
(iii) Advertising and marketing expenses	[●]	[●]	[●]
(iv) Fees payable to legal counsel	[●]	[●]	[●]
(v) Fees payable to the other parties, including but not limited to auditors, chartered accountants, company secretaries, project report provider and industry report provider	[●]	[●]	[●]
Miscellaneous	[●]	[●]	[●]
Total estimated Offer expenses	[●]	[●]	[●]

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

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

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

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

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

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

Processing / uploading fees payable to the SCSBs on the portion for RIIs, Eligible Employees and Non-Institutional Investors which are procured by the members of the Syndicate / sub-Syndicate / Registered Broker / RTAs / CDPs and submitted to SCSB for blocking, would be as follows:

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

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

(4) Selling commission on the portion for RIIs and Eligible Employees (using the UPI Mechanism), Non-Institutional Investors 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 RIIs	[●]% of the Amount Allotted* (plus applicable taxes)
Portion for Eligible Employees	[●]% of the Amount Allotted* (plus applicable taxes)
Portion for Non-Institutional Investors	[●]% of the Amount Allotted* (plus applicable taxes)

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

- The Selling Commission payable to the Syndicate / Sub-Syndicate Members will be determined on the basis of the application form number / series, provided that the application is also bid by the respective Syndicate / Sub-Syndicate Member. For clarification, if a Syndicate ASBA application on the application form number / series of a Syndicate / Sub-Syndicate Member, is bid by an SCSB, the Selling Commission will be payable to the SCSB and not the Syndicate / Sub-Syndicate Member.
- Uploading charges payable to members of the Syndicate (including their sub-Syndicate Members), RTAs and CDPs on the applications made by RIIs using 3-in-1 accounts and Non-Institutional Investors which are procured by them and submitted to SCSB for blocking or using 3-in-1 accounts, would be as follows: ₹ [●] plus applicable taxes, per valid application bid by the Syndicate (including their sub-Syndicate Members), RTAs and CDPs.

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

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

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

* Based on valid applications

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

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

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

The 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 on compliance with SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and such payment of processing fees to the SCSBs shall be made in compliance with SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI Circular No. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022.

Interim use of the Net Proceeds

Our Company, in accordance with applicable law, policies established by our Board from time to time and in order to attain the Objects set out above, will have flexibility to deploy the Net Proceeds. Pending utilization of the Net Proceeds for the purposes described in this section, our Company may only invest the Net Proceeds in deposits in one or more scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1934, as may be approved by our Board. In accordance with Section 27 of the Companies Act, our Company confirms that, other than as specified in this section for the purposes of the Objects, it shall not use the Net Proceeds for buying, trading or otherwise dealing in equity securities or any equity linked securities.

Appraising entity

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

Bridge financing facilities

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

Monitoring of utilization of funds

Our Company will appoint a credit rating agency as the monitoring agency to monitor utilization of the Gross Proceeds from the Fresh Issue prior to filing of the Red Herring Prospectus with the RoC, in accordance with Regulation 41 of the SEBI ICDR Regulations. Our Company undertakes to place the Gross Proceeds in a separate bank account, and the utilization of the Gross Proceeds from such account shall be monitored by the Monitoring Agency. Our Company undertakes to place the report(s) of the Monitoring Agency on receipt before the Audit Committee in accordance with the timelines prescribed under the SEBI Listing Regulations and other applicable law. Our Company will disclose the utilization of the Net Proceeds, including interim use, under a separate head in its balance sheet for such fiscal periods as required under the SEBI ICDR Regulations, the SEBI Listing Regulations and any other applicable laws or regulations, specifying the purposes for which the Net Proceeds have been utilized. Our Company will also, in its balance sheet for the applicable Fiscal periods, provide details, if any, in relation to all such Net Proceeds that have not been utilized, if any, of such currently unutilized Net Proceeds.

Pursuant to Regulation 32(3) of the SEBI Listing Regulations and in accordance with applicable law, our Company shall, on a quarterly basis, disclose to the Audit Committee the uses and applications of the Net Proceeds, which shall discuss, monitor and approve the use of the Net Proceeds along with our Board. On an

annual basis and in accordance with applicable law, our Company shall prepare a statement of funds utilized for purposes other than those stated in the Red Herring Prospectus and the Prospectus and place it before the Audit Committee and make other disclosures as may be required until such time as the Net Proceeds remain unutilized. Such disclosure shall be made only until such time that all the Net Proceeds have been utilized in full. The statement prepared on an annual basis for utilization of the Net Proceeds shall be certified by the statutory auditors.

Furthermore, in accordance with Regulation 32(1) of the SEBI Listing Regulations and in accordance with applicable law, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement indicating (i) deviations, if any, in the actual utilization of the Net Proceeds from the Objects; and (ii) details of category wise variations in the actual utilization of the Net Proceeds from the Objects, in accordance with applicable law. In accordance with applicable law, this information will also be published on our website and in newspapers simultaneously with the interim financial results or annual financial statements and explanation for such variation (if any) will be included in our Directors' report, after placing the same before the Audit Committee.

Variation in Objects

In accordance with Sections 13(8) and 27 of the Companies Act and the SEBI ICDR Regulations and other applicable law, our Company shall not vary the Objects, without our Company being authorized to do so by its Shareholders by way of a special resolution. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution shall specify the prescribed details and be published in accordance with the Companies Act and applicable rules. The notice shall simultaneously be published in the newspapers, one in English and one in Hindi, Hindi also being the regional language of the jurisdiction where our Registered Office is situated. Pursuant to the Companies Act, the Promoter and controlling Shareholders of our Company, as at the time of such proposed variation, will be required to provide an exit opportunity to the Shareholders who do not agree to such proposal to vary the Objects, subject to the provisions of the Companies Act and the SEBI ICDR Regulations and in accordance with such terms and conditions, including in respect of pricing of the Equity Shares, prescribed by the Companies Act and the SEBI ICDR Regulations.

Other confirmations

Other than Ashutosh Goel, our Promoter, who is participating in the Offer for Sale as Promoter Selling Shareholder and will receive the proceeds from the sale of his Offered Shares, none of our Promoters, members of the Promoter Group, Directors, KMPs, Senior Management or Group Companies will receive any portion of the proceeds of the Offer, and there are no material existing or anticipated transactions in relation to utilization of the proceeds of the Fresh Issue with our Promoter, members of the Promoter Group, Directors, KMPs, Senior Management or Group Companies. Also, our Company has not entered into, and is not planning to enter into, any arrangement/ agreements with our Promoter, members of the Promoter Group, Group Companies, Directors, Key Managerial Personnel and Senior Management Personnel in relation to the utilisation of the Net Proceeds.

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 the quantitative and qualitative factors as described below and justified in view of the relevant parameters. The face value of the Equity Shares is ₹5 each and the Floor Price is [●] times the face value of the Equity Shares and the Cap Price is [●] times the face value of the Equity Shares.

Investors should also refer to “Risk Factors”, “Our Business”, “Restated Financial Information”, “Other Financial Information” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on pages 30, 225, 299, 371 and 372, respectively, to have an informed view before making an investment decision.

Qualitative factors

Some of the qualitative factors which form the basis for computing the Offer Price are:

- One of the largest and fastest-growing comprehensive smart energy meter solutions provider in India, well-positioned to capitalize on industry tailwinds
- Innovation-led product driven approach delivering new and enhanced solutions supported by our strong R&D capabilities
- Integrated advanced manufacturing facilities coupled with testing capabilities
- Track record of healthy financial performance
- Diverse technology offerings leading to strong customer relationships and substantial order book
- Experienced Promoters and management team

Quantitative factors

Certain information presented below relating to our Company is derived from the Restated Financial Information.

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

1. Basic and diluted Earnings per Share (“EPS”) at face value of ₹5 each:

Based on / derived from the Restated Financial Information:

Fiscal	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight
2025	12.75	12.75	3
2024*	4.32	4.32	2
2023*	0.10	0.10	1
Weighted Average	7.83	7.83	-

*As adjusted for bonus and split

Notes:

1. Basic EPS is calculated as restated profit after tax attributable to equity shareholders divided by the weighted average number of equity shares outstanding during the year.
2. Diluted EPS is calculated as restated profit after tax attributable to equity shareholders divided by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.
3. The Basic and diluted EPS for all three fiscals, has been adjusted with impact of split and bonus issued by the Company during the fiscal 2025.
4. Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. (EPS x Weight) for each year/total of weights.
5. Basic and diluted earnings per share are computed in accordance with Indian Accounting Standard 33 notified under the Companies (Indian Accounting Standards) Rules of 2015 (as amended) read with the requirements of SEBI ICDR Regulations.

2. Price/Earnings Ratio in relation to Price Band of ₹[●] to ₹[●] per Equity Share: ⁽¹⁾

Based on / derived from the Restated Financial Information:

Particulars	P/E at the lower end of Price Band (no. of times)	P/E at the higher end of Price band (no. of times)
P/E ratio based on basic EPS for Financial Year 2025	[●]	[●]
P/E ratio based on diluted EPS for Financial Year 2025	[●]	[●]

⁽¹⁾ To be updated on finalization of the Price Band.

3. Industry Peer Group Price / Earnings (P/E) ratio

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

Particulars	P/E Ratio
Highest	39.90
Lowest	32.30
Average	36.10

Notes:

- The industry high and low has been considered from the industry peer set. The industry average has been calculated as the arithmetic average of P/E of the industry peer set.
- The industry P / E ratio is for the Fiscal 2025 and closing market price of equity shares, on NSE for peers, as of July 3, 2025.

4. Return on Net Worth ("RoNW")

Based on / derived from the Restated Financial Information:

Financial Year	RoNW (%)	Weight
2025	65.69	3
2024	64.72	2
2023	3.94	1
Weighted Average	55.08	

Notes:

- Return on Net Worth (in %) is calculated as net restated profit or loss for the year attributable to equity shareholders divided by Net Worth at the end of the year derived from Restated Financial Information.
- Net Worth means the average aggregate value of the paid-up share capital and all reserves created out of the profits, securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.
- Weighted average = Aggregate of year-wise weighted Return on Net Worth divided by the aggregate of weights i.e. Return on Net Worth x Weight for each year/total of weights.

5. Net Asset Value ("NAV") per Equity Share (face value of ₹5 each)

Based on / derived from the Restated Financial Information:

NAV per Equity Share	(in ₹)
As of March 31, 2025	19.41
After the completion of the Offer*	
- At the Floor Price	[●]
- At the Cap Price	[●]
- At the Offer Price	[●]

* To be updated in the Prospectus

Notes:

- Net Asset Value per Equity Share represents Net Worth as at the end of the year divided by the number of Equity Shares outstanding at the end of the year and as adjusted with split and bonus issue of Equity Shares.

6. Comparison of Accounting Ratios with listed industry peers (as of or for the period ended March 31, 2025, as applicable)

The following peer group has been determined based on the companies listed on the Stock Exchanges:

Name of Company	Face value (₹ per equity share)	Closing price on July 3, 2025 (in ₹)	Revenue from operations (₹ million)	EPS (₹)		P/E	RoNW (%)	NAV (per share) (₹)
				Basic	Diluted			
Allied Engineering Works Limited	5	N.A.	7,171.11	12.75	12.75	[●] ⁽³⁾	65.69	19.41
Listed peers								
Genus Power Infrastructures Limited	1	361.75	24,420.13 [^]	11.27 [^]	11.20	32.30	16.67	61.45
HPL Electric & Power Limited	10	581.70	17,002.44	14.58	14.58	39.90	10.27	142.32

[^] considered as earning per share for continuing and discontinuing operation.

Notes:

1. Financial information of the Company is derived from the Restated Financial Information.
2. Source: Consolidated financial results of the peer companies for the Fiscal 2025 submitted to stock exchanges.
3. P/E Ratio of the company shall be disclosed post finalization of price band.
4. P/E Ratio of peers group companies is calculated as closing share price as of July 3, 2025 as available on NSE, divided by the diluted EPS for the Fiscal 2025.
5. Basic and Diluted EPS sourced from the consolidated financial results of the respective peer group companies for the Fiscal 2025.
6. RoNW is computed as profit or loss for the year attributable to equity shareholders divided by Net Worth at the end of the year.
7. Net Worth represents total equity attributable to the equity shareholders excluding non controlling interest.
8. NAV per Equity Share represents total equity attributable to the equity shareholders (excluding non controlling interest) as of the end of the year divided by the number of Equity Shares outstanding at the end of the year.

7. Key Performance Indicators (“KPIs”)

The table below sets forth the details of KPIs that our Company considers have a bearing for arriving at the basis for Offer Price. The KPIs disclosed in the table below have been selected in accordance with the standards set out in the SEBI circular titled “Industry Standards on Key Performance Indicators (“KPIs”) Disclosures in the draft Offer Document and Offer Document” dated February 28, 2025. All the KPIs disclosed below have been approved by a resolution of our Audit Committee dated July 4, 2025 (copy made available in item no. eight under “Material Contracts and Documents for Inspection” on page 508 and certified by the Chief Financial Officer on behalf of the management of our Company by way of certificate dated July 4, 2025. Further, the Audit Committee has noted that no KPIs have been disclosed to any new investors in the last three years preceding the date of this Draft Red Herring Prospectus. Further, the KPIs herein have been certified by J.C. Bhalla & Co, Chartered Accountants, having firm registration number 001111N pursuant to certificate dated July 4, 2025.

The KPIs disclosed below have been used historically by the Company to understand and analyze the business performance, which in result, help it in analyzing the growth of various verticals in comparison to its peers.

We have described and defined the KPIs, as applicable, in the section “Definitions and Abbreviations” on page 1.

Our Company confirms that it shall continue to disclose all the KPIs included in this section, as required under the SEBI ICDR Regulations on a periodic basis, at least once in a year (or any lesser period as determined by the Board of our Company), until (i) one year after the date of listing of the Equity Shares on the Stock Exchanges; or (ii) complete utilisation of the proceeds of the Offer, as per the disclosure made in the section “Object of the Offer” on page 102 of this Draft Red Herring Prospectus, whichever is later, or such other duration as may be required under the SEBI ICDR Regulations.

Set forth below are lists of our KPIs that have been used historically by our Company to understand and analyse the business performance which in result, help us in analyzing our performance in comparison to our listed peers, and other relevant and material KPIs of the business of the Company that have a bearing for arriving at the Basis for the Offer Price:

Key performance indicators	Units	As of, and for the period ended		
		March 31, 2025	March 31, 2024	March 31, 2023
Revenue from operations ⁽¹⁾	₹ in million	7,171.11	3,484.82	1,629.90
Revenue from operations growth ⁽²⁾	%	105.78	113.81	—*
Gross Margin ⁽³⁾	%	44.78	43.54	31.33
EBITDA ⁽⁴⁾	₹ in million	2,070.09	727.28	118.57
EBITDA Margin ⁽⁵⁾	%	28.87	20.87	7.27
Profit for the year ⁽⁶⁾	₹ in million	1,402.60	474.12	10.17
PAT Margin ⁽⁷⁾	%	19.56	13.61	0.62
Return on Capital Employed (ROCE) ⁽⁸⁾	%	71.47	69.90	15.00
Return on Equity (ROE) ⁽⁹⁾	%	65.69	64.72	3.94
Outstanding order book value for metering ⁽¹⁰⁾	₹ in million	18,535.98	19,684.77	1,038.36
Number of smart meters sold ⁽¹¹⁾	million units	2.04	0.76	0.12

* Not included as the comparative period figures under Ind AS for Fiscal 2022 are not available

Notes:

1. Revenue from operations means revenue from sale of products and services and other operating revenue as sourced from the Restated Financial Information.
2. Revenue from operations growth is calculated as (Revenue from operations in the reference year minus Revenue from operations in the previous reference year) divided by the revenue from operations in the previous reference year.
3. Gross Margin is calculated as Gross Profit divided by Revenue from operations. Gross Profit is calculated as Revenue from operations less Cost of goods sold. Cost of Goods Sold (COGS) is calculated as sum of Cost of materials consumed and Change in Inventories of Finished Goods, Work in Progress and Stock-in-trade. COGS excludes direct wages and other direct cost.
4. EBITDA is calculated as sum of profit before tax, depreciation and amortization and finance cost less other income.
5. EBITDA Margin is calculated as EBITDA divided by Revenue from operations.
6. Profit for the year means profit for the year as sourced from the Restated Financial Information.
7. PAT Margin is calculated as Profit for the year divided by Revenue from operations.
8. Return on capital employed (ROCE) is calculated as EBIT divided by Capital employed. EBIT is calculated as sum of profit before tax for the year and finance costs. Capital employed is calculated as total equity plus current borrowings, non-current borrowings and deferred tax liabilities, minus deferred tax assets.
9. Return of equity (ROE) is calculated as profit for the year divided by total equity. Total equity is calculated as sum of equity share capital and other equity.
10. Outstanding order book value for metering means the anticipated revenue from the unexecuted portions of existing metering contracts received by the company as of the end of the year.
11. Number of smart meters sold indicates the number of meters sold during the specified year.

Description on the historic use of KPIs by our Company to analyze, track or monitor the operational and/ or financial performance of our Company:

In evaluating and analyzing our business, we consider and use certain KPIs, as presented below, as a supplemental measure to review and assess our financial and operating performance. The presentation of these KPIs is not intended to be considered in isolation or as a substitute for the Restated 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 KPIs 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 KPI to evaluate our business.

Investors are encouraged to review the Ind AS financial measures and not rely on any single financial or operational metric to evaluate our business. For details, see "Risk Factors – 52. Certain non-GAAP financial measures and certain other statistical information relating to our operations and financial performance like EBITDA, EBITDA Margin, PAT Margin, Return on capital employed and Return on equity have been included in this Draft Red Herring Prospectus. These non-GAAP financial measures are not measures of operating performance or liquidity defined by Ind AS and may not be comparable." on page 58.

Explanation for the key performance indicators:

A list of our KPIs along with a brief explanation of the relevance of the KPIs to our business operations are set forth below. All such KPIs have been defined consistently and precisely in “*Definitions and Abbreviations – Key Performance Indicators*” on page 12.

Key performance indicators	Explanation
Revenue from operations	Revenue from operations is used by our management to track the revenue profile of the business and help investors assess the scale of our business and overall financial performance of our Company.
Revenue from operations growth	Revenue growth indicates the Company’s year-on-year growth of revenue generated from our operations which provides information to the management and investors to assess our performance against expectations as well as relative to industry.
Gross Margin	Gross Margin is an indicator of the operational efficiency and financial performance of the business. This helps in tracking the efficiency of managing cost of goods sold relative to revenue from operations.
EBITDA	EBITDA and EBITDA margin 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	
Profit for the year	
PAT Margin	Profit for the year and PAT Margin tracks overall profitability of the business. They assist in tracking the overall performance of our business benchmarked against our historical performance and against our peers.
Return on Capital Employed (ROCE)	Return on capital employed indicates profitability and how efficiently our Company generates earnings from the capital employed in the business.
Return on Equity (ROE)	Return on equity represents how efficiently a company generates profits from their shareholders funds
Outstanding order book value for metering	Outstanding order book value for metering comprises of the estimated billing from the unexecuted portions of all existing metering contracts of our Company. This is used by the Company for monitoring sales, inventory and performance analysis.
Number of smart meters sold	This is a direct measure of Company’ performance in terms of volume. This is used by the Company for gauging product demand, marketing effectiveness, and overall business performance

Comparison of KPIs over time shall be explained based on additions or dispositions to our business

Except as disclosed in “*History and Certain Corporate Matters—Details regarding Material Acquisitions or Divestments of Business/ Undertakings, Mergers, Amalgamation, any Revaluation of Assets, etc. in the last 10 Years*” on page 271, our Company has not made any additions or dispositions to its business during the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023.

8. Comparison of our key performance indicators with listed industry peers

We are an integrated smart meter manufacturer. We supply our products to electricity utilities and advanced metering infrastructure service providers (“AMISPs”) and are also experienced in deploying smart energy meters as an AMISP. According to the Crisil Report, Genus Power Infrastructure Limited and HPL Electric & Power Limited are the closest listed peers of the Company, operating in the same industry as our Company and whose business model is near similar to our business model. We also manufacture and supply static energy meters (including single and three phase meters) and wires and cables. Since the contribution to the business is very limited from these products, comparison has only been provided to the smart meter manufacturers. For details, see “*Business – Strengths - One of the largest and fastest-growing comprehensive smart energy meter solutions provider in India, well-positioned to capitalize on industry tailwinds*” on page 230.

Key performance indicators	Units	Company			Genus Power Infrastructures Limited			HPL Electric & Power Limited		
		As of, and for the period ended			As of, and for the period ended			As of, and for the period ended		
		March 31, 2025	March 31, 2024	March 31, 2023	March 31, 2025	March 31, 2024	March 31, 2023	March 31, 2025	March 31, 2024	March 31, 2023
Revenue from operations ⁽¹⁾	₹ in million	7,171.11	3,484.82	1,629.90	24,420.13	12,005.83	8,083.86	17,002.44	14,608.58	12,622.09
Revenue from operations growth ⁽²⁾	%	105.78	113.81	-*	103.40	48.52	18.00	16.39	15.74	24.48
Gross Margin ⁽³⁾	%	44.78	43.54	31.33	43.00	40.24	35.78	35.03	34.23	33.31
EBITDA ⁽⁴⁾	₹ in million	2,070.09	727.28	118.57	4,696.81	1,352.89	786.50	2,546.52	1,921.53	1,568.68
EBITDA Margin ⁽⁵⁾	%	28.87	20.87	7.27	19.23	11.27	9.73	14.98	13.15	12.43
Profit for the year ⁽⁶⁾	₹ in million	1402.60	474.12	10.17	3,113.82	866.65	289.74	939.87	436.25	302.49
PAT Margin ⁽⁷⁾	%	19.56	13.61	0.62	12.75	7.22	3.58	5.53	2.99	2.40
Return on Capital Employed (ROCE) ⁽⁸⁾	%	71.47	69.90	15.00	15.84	8.69	5.54	14.11	10.94	8.90
Return on Equity (ROE) ⁽⁹⁾	%	65.69	64.72	3.94	16.67	5.52	2.96	10.25	5.26	3.80
Outstanding order book value for metering ⁽¹⁰⁾	₹ in million	18,535.98	19,684.77	1,038.36	301,100.00	210,060.00	41,150.00	34,650.00	17,600.00	12,742.80
Number of smart meters sold ⁽¹¹⁾	million units	2.04	0.76	0.12	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

Source: Details for industry peers have been sourced from the Crisil Report.

N.A. – Not Available

* Not included as the comparative period figures under Ind AS for Fiscal 2022 are not available

Notes:

1. Revenue from operations means revenue from sale of products and services and other operating revenue as sourced from the Restated Financial Information.
2. Revenue from operations growth is calculated as (Revenue from operations in the reference year minus Revenue from operations in the previous reference year) divided by the revenue from operations in the previous reference year.
3. Gross Margin is calculated as Gross Profit divided by Revenue from operations. Gross Profit is calculated as Revenue from operations less Cost of goods sold. Cost of Goods Sold (COGS) is calculated as sum of Cost of materials consumed and Change in Inventories of Finished Goods, Work in Progress and Stock-in-trade. COGS excludes direct wages and other direct cost.
4. EBITDA is calculated as sum of profit before tax, depreciation and amortization and finance cost less other income.

5. *EBITDA Margin is calculated as EBITDA divided by Revenue from Operations.*
6. *Profit for the year means profit for the year as sourced from the Restated Financial Information.*
7. *PAT Margin is calculated as Profit for the year divided by Revenue from operations.*
8. *Return on capital employed (ROCE) is calculated as EBIT divided by Capital employed. EBIT is calculated as sum of profit before tax for the year and finance costs. Capital employed is calculated as total equity plus current borrowings, non-current borrowings and deferred tax liabilities, minus deferred tax assets.*
9. *Return of equity (ROE) is calculated as profit for the year divided by total equity. Total equity is calculated as sum of equity share capital and other equity.*
10. *Outstanding order book value for metering means the anticipated revenue from the unexecuted portions of existing metering contracts received by the company as of the end of the year.*
11. *Number of smart meters sold indicates the number of meters sold during the specified year.*

9. Weighted average cost of acquisition

A. The price per share of our Company based on the primary/ new issue of shares (equity/ convertible securities)

Our Company has not issued any Equity Shares or convertible securities issued (excluding Equity Shares issued under any employee stock option plan/scheme and issuance of bonus shares), during the 18 months preceding the date of this Draft Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-Offer capital before such transaction(s)), in a single transaction or multiple transactions combined together over a span of rolling 30 days (“**Primary Issue**”).

B. The price per share of our Company based on secondary sale/ acquisitions of shares (equity/ convertible securities)

No Equity Shares or convertible securities have been transacted (excluding by way of gifts) by the Promoters, members of the Promoter Group, Promoter Selling Shareholder, or Shareholder(s) having the right to nominate Directors(s) on our Board during the 18 months preceding the date of this Draft Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-Offer capital before such transactions and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days (“**Secondary Transaction**”).

- C. Since there are no such transactions to report to under points (A) and (B) above, therefore, information of price per share of the last five primary or secondary transactions (where the Promoters, Promoter Group or the Promoter Selling Shareholder or Shareholder(s) having the right to nominate Directors(s) on our Board were a party to the transaction), not older than three years prior to the date of this Draft Red Herring Prospectus irrespective of the size of transactions, is set forth below:

Primary Transactions:

Date of Allotment	No. of Equity Shares allotted	Nature of consideration	Nature of allotment	Total consideration (in ₹ million)	Price per security (₹)
March 13, 2025	99,000,000	NA	Bonus issue in the ratio of nine Equity Shares for every one Equity Share held	NA	NA
Weighted average cost of acquisition (WACA) (primary transactions) (₹ per Equity Share)					NA

* As certified by J.C. Bhalla & Co., Chartered Accountants, having firm registration number 001111N, pursuant to their certificate dated July 4, 2025.

Secondary Transactions:

Date of Transfer	Name of Transferor	Name of Transferee	No. of Equity Shares transferred	Nature of consideration	Total consideration (₹)	Price per security (₹)
April 22, 2025	Ashutosh Goel	Nidhi Goel	11	Cash	55.00	5.00
		Vipul Gupta	11	Cash	55.00	5.00
		Keshav Goyal	11	Cash	55.00	5.00
		Priyanka Gupta	11	Cash	55.00	5.00
		Anjali Mangla	11	Cash	55.00	5.00
June 12, 2025	Bimla Goel	RP Goel Family Trust	5,132,940	Gift	Nil	Nil
June 12, 2025	Bimla Goel	Vipul Gupta Family Trust	3,750,000	Gift	Nil	Nil
Weighted average cost of acquisition (WACA) (Secondary transactions) (₹ per Equity Share)						0.00

* As certified by J.C. Bhalla & Co., Chartered Accountants, having firm registration number 001111N, pursuant to their certificate dated July 4, 2025.

D. Weighted average cost of acquisition, floor price and cap price

Based on the transaction described in (C) above, the weighted average cost of acquisition, as compared with the Floor Price and Cap Price is set forth below:

Type of Transaction	WACA (₹)*	Floor Price (₹ [●] is 'X' times the WACA) ⁽¹⁾	Cap Price (₹ [●] is 'X' times the WACA) ⁽¹⁾
Based on primary transactions	NA	[●] times	[●] times
Based on secondary transactions (where the Promoters, members of the Promoter Group or Promoter Selling Shareholder are a party to the secondary transaction)	0.00	[●] times	[●] times

* As certified by J.C. Bhalla & Co., Chartered Accountants, having firm registration number 001111N pursuant to their certificate dated July 4, 2025.

⁽¹⁾ Details have been left intentionally blank as the Floor Price and Cap Price are not available as of date of this Draft Red Herring Prospectus. To be updated on finalization of the Price Band.

E. Justification for Basis of Offer Price

- The following provides a detailed explanation for the Offer Price/Cap Price being [●] times of weighted average cost of acquisition of Equity Shares that were issued by our Company or acquired or sold by the Promoters, Promoter Group, the Promoter Selling Shareholder or Shareholder(s) having the right to nominate director(s) by way of primary and secondary transactions as disclosed above, in the last 18 months preceding the date of this Draft Red Herring Prospectus compared to our Company's KPIs and financial ratios for the Financial Years 2025, 2024 and 2023.

[●]⁽¹⁾

⁽¹⁾This will be included on finalization of Price Band

- The following provides an explanation to the Cap Price being [●] times of weighted average cost of acquisition of Equity Shares that were issued by our Company or acquired by the Promoters, Promoter Group, the Promoter Selling Shareholder or Shareholders with rights to nominate directors by way of primary and secondary transactions as disclosed above, in the last 18 months preceding the date of this Draft Red Herring Prospectus in view of external factors, if any.

[●]⁽¹⁾

⁽¹⁾This will be included on finalization of Price Band

The Offer Price of ₹[●] is [●] times of the face value of the Equity Shares and is justified in view of the above qualitative and quantitative parameters. The trading price of Equity Shares could decline due to factors mentioned in "Risk Factors" beginning on page 30 and you may lose all or part of your investments.

STATEMENT OF SPECIAL TAX BENEFITS

To,
The Board of Directors
Allied Engineering Works Limited
(Formerly known as Allied Engineering Works Private Limited)
M-11, Badli Industrial Estate
Delhi 110042
Delhi, India

Axis Capital Limited
Axis House, 1st Floor
Pandurang Budhkar Marg, Worli
Mumbai 400 025
Maharashtra, India

IIFL Capital Services Limited (Formerly known as IIFL Securities Limited)
24th Floor, One Lodha Place
Senapati Bapat Marg
Lower Parel (West)
Mumbai 400 013
Maharashtra, India

(Axis Capital Limited, IIFL Capital Services Limited (Formerly known as IIFL Securities Limited) and any other book running lead managers appointed by the Company are collectively referred to as the "Book Running Lead Manager" or the "BRLM")

Dear Sir/Madam,

Re: *Proposed initial public offering of equity shares (the "Equity Shares") of Allied Engineering Works Limited (the "Company" and such offering, the "Offer")*

In relation to the Company and its affiliates, we, J. C. Bhalla & Co., Chartered Accountants, are an independent firm of chartered accountants. We have received a request from the Company to provide certain confirmations in relation to the statement of tax benefit available to the Company and its shareholders.

We confirm that the enclosed Annexure A and B (together, the "Annexures"), prepared by the Company and initialed by us for identification purpose, provides the special tax benefits available to the Company and to the shareholders of the Company as stated in those Annexures, under:

- Income-tax Act, 1961 (the "Act"), as amended by the Finance Act, 2025, applicable for the Financial Year 2025-26 relevant to the Assessment Year 2026-27, presently in force in India and
- the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017 and the applicable State/Union Territory Goods and Services Tax Act, 2017 and the relevant rules, circulars and notifications made thereunder ("GST Acts"), as amended from time to time, the Customs Act, 1962 ("Customs Act") and the Customs Tariff Act, 1975 ("Tariff Act"), as amended by the Finance Act, 2024 applicable for the Financial Year 2025-26, presently in force in India.

The Act, the GST Acts, Customs Act and Tariff Act, as defined above, are collectively referred to as the "Relevant Acts".

Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Relevant Acts. Hence, the ability of the Company and/or its shareholders to derive the tax benefits is dependent upon their fulfilling of such conditions which, based on business imperatives the Company face in the future, the Company or its shareholders may or may not choose to fulfil.

The benefits discussed in the enclosed Annexures are not exhaustive and the preparation of the contents stated in the Annexures is the responsibility of the management of the Company. We are informed that these Annexures are only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult their own tax consultant with respect to the specific tax implications arising out of their participation in the Offer.

We do not express any opinion or provide any assurance as to whether:

- i) the Company or its shareholders will continue to obtain these benefits in future;
- ii) the conditions prescribed for availing the benefits have been / would be met with; and
- iii) the revenue authorities/courts will concur with the views expressed herein.

The contents of the enclosed Annexures are based on information, explanations and representations obtained from the Company and on the basis of their understanding of the business activities and operations of the Company.

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,' issued by the ICAI. We have conducted our examination in accordance with the 'Guidance Note on Reports or Certificates for Special Purposes' issued by the Institute of Chartered Accountants of India ("ICAI") which requires that we comply with ethical requirements of the Code of Ethics issued by the ICAI and in accordance with 'Guidance Note on Reports in Company Prospectuses' (Revised 2019). We hereby confirm that while providing this certificate we have complied with the above guidance notes.

We confirm that the information in this certificate is true, fair, correct, accurate and there is no untrue statement or omission which would render the contents of this certificate misleading in its form or context.

This certificate is issued for the purpose of the Offer, and can be used, in full or part, for inclusion in the draft red herring prospectus, updated draft red herring prospectus, red herring prospectus, prospectus and any other material used in connection with the Offer (together, the "**Offer Documents**") which may be filed by the Company with Securities and Exchange Board of India ("**SEBI**"), BSE Limited and National Stock Exchange of India Limited (collectively, the "**Stock Exchanges**"), Registrar of Companies, Delhi & Haryana at New Delhi (the "**RoC**") and / or any other regulatory or statutory authority.

We hereby consent (i) to our name J. C. Bhalla & Co., Chartered Accountants and the aforementioned details being included in the Offer Documents; and (ii) to the submission of this certificate to any regulatory / statutory/ governmental authority, stock exchanges, any other authority as may be required and/or for any other litigation purposes and/or for the records to be maintained by the BRLMs in connection with the Offer and in accordance with applicable law. We also consent to the inclusion of this certificate as a part of '*Material Contracts and Documents for Inspection*' in connection with the Offer, which will be available for public for inspection from the date of filing of the red herring prospectus until the Bid/Offer Closing Date.

This certificate may be relied on by the BRLMs, their affiliates and legal counsels in relation to the Offer and to assist the BRLMs in conducting and documenting their investigation and due diligence of the affairs of the Company in connection with the Offer. We hereby consent to this certificate being disclosed by the BRLMs, if required (i) by reason of any law, regulation,

order or request of a court or by any governmental or competent regulatory authority, or (ii) in seeking to establish a defence in connection with, or to avoid, any actual, potential or threatened legal, arbitral or regulatory proceeding or investigation.

This certificate can also be uploaded on the repository portal of the stock exchanges/ SEBI as required pursuant to applicable legal requirements.

Our views are based on the existing provisions of the Tax Laws presently force in India, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes.

All capitalized terms used but not defined herein shall have the meaning assigned to them in the Offer Documents.

Yours faithfully,

For and on behalf of

J. C. Bhalla & Co.

Chartered Accountants

Firm Regn No. 001111N

(Akhil Bhalla)

Partner

Membership No. 505002

UDIN: 25505002BMILSC6221

Place : Noida

Date : July 4, 2025

Encl: Annexure A and Annexure B

Annexure A

STATEMENT OF POSSIBLE SPECIAL DIRECT TAX BENEFITS AVAILABLE TO COMPANY AND ITS SHAREHOLDERS

I. SPECIAL DIRECT TAX BENEFITS AVAILABLE TO THE COMPANY

A. Lower Corporate tax rate under section 115BAA of the Act

- As per section 115BAA of the act inserted by the Taxation Laws (Amendment) Act, 2019 (“the Amendment Act, 2019”) w.e.f. April 1, 2020 i.e. AY 2020-21 an option is granted to domestic companies to compute corporate tax at a reduced rate of 25.17% (22% plus surcharge of 10% and cess of 4%) on fulfillment of certain conditions. The option once exercised through filing of Form 10-IC on or before the due date of filing return of income on the income tax portal shall apply to subsequent assessment years. The concessional tax rate of 22% is subject to the company not availing any of the following deductions under the provisions of the act:

Section 10AA: Tax holiday available to units in a Special Economic Zone

Section 32(1)(ia): Additional Depreciation

Section 32AD: Investment Allowance

Section 33AB/33ABA: Tax Coffee rubber development expenses/ site restoration expenses

Section 35(1)/35(2AA)/35(2AB): Expenditure on scientific research

Section 35AD: Deduction for capital expenditure incurred on specified Businesses

Section 35CCC/35CCD: expenditure on agricultural extension/ skill development

Chapter VI-A except for the provisions of section 80JJAA and Section 80M

- The total income of a company availing the concessional rate is required without set-off of any carried forward loss and depreciation attributable to any of the aforesaid deductions/incentives. Further, provisions of Minimum Alternate Tax (“MAT”) under section 115JB of the Act shall not be applicable to companies availing reduced tax rate, thus any carried forward MAT credit also cannot be claimed.
- The provisions do not specify any limitation/ condition on account of turnover, nature of business or date of incorporation for opting for the concessional tax rate. Accordingly, all existing as well as new domestic companies are eligible to avail this concessional rate of tax.

B. Deduction in respect of inter-corporate dividends – Section 80M of the Act

As per the provisions of section 80M of the Act, a domestic company (“Resident Corporate Shareholder”) can claim a deduction of an amount equal to dividends received from another domestic company or a foreign company or a business trust. Such deduction shall be claimed from gross total income of the Resident Corporate Shareholder and shall not exceed the amount of dividend distributed by it on or before the due date. The “due date” means the date one month prior to the date for furnishing the return of income under sub-section (1) of section 139 of the Act.

The deduction under section 80M is available even if domestic company opts for concessional tax rate under section 115BAA of the act.

C. Deduction under section 80JJAA of the Act

As per the provisions of Section 80JJAA of the Act, where the gross total income of an assessee, to whom provisions of section 44AB of the Act applies, includes any profit and gains derived from business, then such assessee shall be entitled to claim a deduction of an amount equal to thirty percent of additional employee cost incurred in the course of such business in the previous year, for

three assessment years including the assessment year relevant to the previous year in which such employment is provided. The eligibility to claim the deduction is subject to fulfilment of prescribed conditions specified in sub-section (2) of section 80JJAA of the Act.

II. SPECIAL DIRECT TAX BENEFITS AVAILABLE TO THE SHAREHOLDERS OF THE COMPANY

There are no special tax benefits available to the shareholders of the Company for investing in the equity shares of the company. However, such shareholders shall be liable to concessional tax rates on certain incomes under the extant provisions of the Act. Further, it may be noted that these are general tax benefits available to equity shareholders, other shareholders holding any other type of instrument are not covered below.

- A. The Company would be required to deduct tax at source on the dividend paid to the Shareholders, at applicable rates specified under the Act, subject to Double Taxation Avoidance Agreement, in case of Shareholders who are eligible to claim benefit under Double Taxation Avoidance Agreement. In case of shareholders who are individuals, Hindu Undivided Family, Association of Persons, Body of Individuals, whether incorporated or not and every artificial juridical person, surcharge would be restricted to 15%, if the income exceeds INR 1 crore. However, if the income is between INR 50 lakhs to INR 1 crore, surcharge at the rate of 10% shall apply. The Shareholders would be eligible to claim the credit of such tax in their return of income.
- B. As per the provisions of section 80M of the Act, a Resident Corporate Shareholder can claim deduction of an amount equal to dividends received from another domestic company or a foreign company or a business trust. Such deduction shall be claimed from gross total income of the resident corporate shareholder and shall not exceed the amount of dividend distributed by it on or before the due date.

The “due date” means the date one month prior to the date for furnishing the return of income under sub-section (1) of section 139 of the Act.

- C. As per Section 112A of the Act, long-term capital gains arising from transfer of an equity share, or a unit of an equity-oriented fund or a unit of a business trust shall be taxed at 12.5% (plus applicable surcharge and cess) (without indexation) of such capital gains subject to fulfillment of prescribed conditions under the Act. It is worthwhile to note that tax shall be levied where such capital gains exceed INR 1,25,000.
- D. As per Section 111A of the Act, short term capital gains arising from transfer of a listed equity share, or a unit of an equity-oriented fund or a unit of a business trust shall be taxed at 20% (plus applicable surcharge and cess) subject to fulfillment of prescribed conditions under the Act.
- E. Non-resident shareholders can offer the income to tax under the beneficial provisions of the Double Taxation Avoidance Agreement, if any, subject to eligibility and furnishing of requisite documents such as tax residency certificate, electronically filed Form 10F, No Permanent Establishment Certificate, etc. (as may be applicable) Further, non-resident shareholders would be eligible to claim the foreign tax credit, based on the local laws of the country of which the shareholder is the resident. Shareholders being Individual and HUF can opt to be taxed as per the new tax rates mentioned under section 115BAC of the Act.

Annexure B

STATEMENT OF POSSIBLE SPECIAL INDIRECT TAX BENEFITS AVAILABLE TO COMPANY AND ITS SHAREHOLDERS

There are no special indirect tax benefits available to the Company or its Shareholders under Indirect Tax Regulations in India.

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SECTION IV: ABOUT OUR COMPANY

INDUSTRY OVERVIEW

Unless otherwise indicated, industry and market data used in this section has been derived from industry publications, in particular, the report titled “*Market assessment of smart meters, IIOT automation and wires and cables*” dated July, 2025 (the “**Crisil Report**”) prepared and issued by Crisil Intelligence. The Crisil Report has been exclusively commissioned and paid for by us pursuant to the engagement letter dated February 13, 2025, in connection with the Offer. A copy of the Crisil Report is available on the website of our Company at www.aewinfra.com/investor/ and has also been included in “*Material Contracts and Documents for Inspection –Material Documents*” on page 508. The data included herein includes excerpts from the Crisil Report and may have been re-ordered by us for the purposes of presentation. For further information, see “*Risk Factors – 51. Certain sections of this Draft Red Herring Prospectus disclose information from the Crisil Report which is a paid report and commissioned and paid for by us exclusively in connection with the Offer and any reliance on such information for making an investment decision in the Offer is subject to inherent risks.*” on page 58. Also see, “*Certain Conventions, Presentation of Financial, Industry and Market Data and Currency of Presentation –Industry and Market Data*” on page 27.

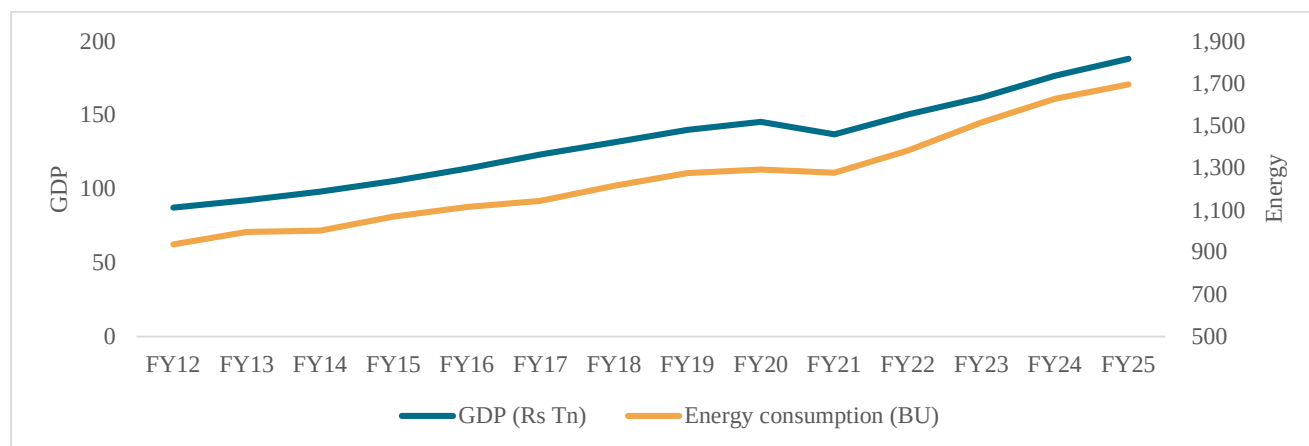
INDIA MACROECONOMIC INDICATORS AND TRENDS

Correlation between GDP and energy consumption

Historically, India's power demand has exhibited a strong positive correlation with its Gross Domestic Product (GDP), driven by key factors such as rapid industrialization, urbanization, and economic expansion. This correlation is evident in the country's energy landscape, where the energy deficit across states and union territories has been steadily declining, reaching a low of 0.1% in Fiscal 2025. Over the past four decades, India's GDP has experienced significant growth, with a CAGR of 6.14% since Fiscal 1985, resulting in a substantial increase in the country's GDP to ₹ 188 trillion in Fiscal 2025. In tandem, the country's power demand has also witnessed a steady rise, growing at a CAGR of 6.2% to reach 1,695 billion units in Fiscal 2025 over the same period. A closer analysis of the correlation between national power demand and GDP, from Fiscal 2012 onwards, reveals a strong relationship, with a correlation coefficient (Multiple R) of 98.7%. This suggests that nearly 99% of the variation in power demand can be explained by changes in GDP, underscoring the critical link between economic growth and energy consumption in India. As the country continues to urbanize and industrialize, it is likely that power demand will remain closely tied to GDP growth, highlighting the need for sustained investments in the power sector to support India's ongoing economic development.

The graph below illustrates a historical pattern of synchronized growth between GDP and energy consumption, depicting a strong correlation between the two indicators.

Correlation between GDP and energy consumption



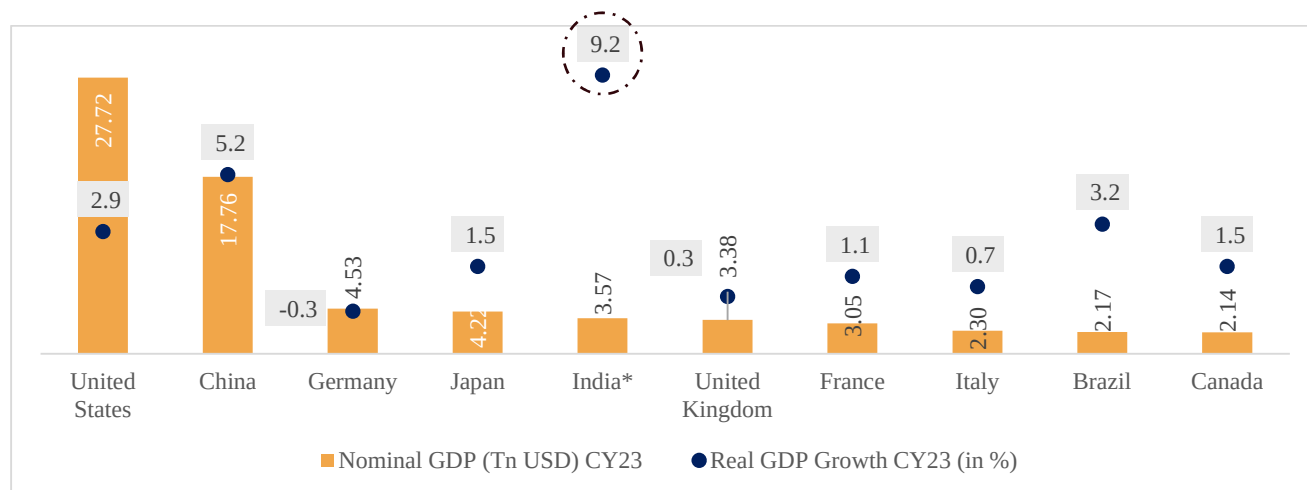
Source: MoSPI, CEA, Crisil Intelligence

Economic indicators

India's real GDP at constant (Fiscal 2012) prices was ₹ 176.5 trillion (first revised estimates) for Fiscal 2024 vis-à-vis the final estimates of ₹161.6 trillion for Fiscal 2023 as per data released by the National Statistical Office (NSO) in February 2025. This translates into a growth of 9.2% over Fiscal 2023. As per second advanced estimates by NSO, India's real GDP is estimated to grow at 6.5% in Fiscal 2025. India's real GDP in Fiscal 2025 at Constant Prices is estimated to attain a level of ₹187.95 trillion in Fiscal 2025.

India has become the fifth largest economy in the world in Fiscal 2023 (based on nominal GDP), according to the International Monetary Fund's (IMF) World Economic Outlook (WEO) published in April 2024. World Bank has forecasted India's real GDP to grow at 6.7% in Fiscal 2025. Additionally, as per IMF GDP Forecasts (January 2025), India's GDP growth is estimated at 6.5% for 2026, the highest among the top 10 economies.

Comparison of India's economy with other major nations



*India GDP data as of February 2025 as per NSO for Financial Year 2024,

Source: World Economic Outlook Database (October-2024) by IMF; IEA, CEA, Crisil Intelligence

Indian GDP has been growing consistently. In the last 10 years, except for years affected by the COVID-19 pandemic, India's growth has been highest amongst the top 10 economies. With the receding risk of global recession, India has been identified as an economic growth centre by various international agencies as well as global rating firms. As per the IMF's WEO published in October 2024, economic activity was surprisingly resilient through the global disinflation of 2022–23. The IMF estimated global growth at 3.3% in 2023 and projected it to continue at the same pace (approximately 3.2%) in 2024 and 2025. Growth in India is projected to remain strong at 6.5% in 2024 and 6.5% in 2025, with the robustness reflecting continuing strength in domestic demand and a rising working-age population. Going forward, Crisil Intelligence expects GDP growth to improve to 6.5% in Fiscal 2026 in base case scenario. Crisil Intelligence assumes the upcoming monsoon season to be normal and commodity prices to remain soft. Private consumption is expected to recover further as a result of tax benefits and increased allocations for key schemes announced in the recent Union Budget, as well as easing interest rates and food inflation. Investment growth hinges on private capex as the government continues to pursue Fiscal consolidation. Emerging global risks from potential US tariff hikes are a downside risk for domestic growth.

Outlook

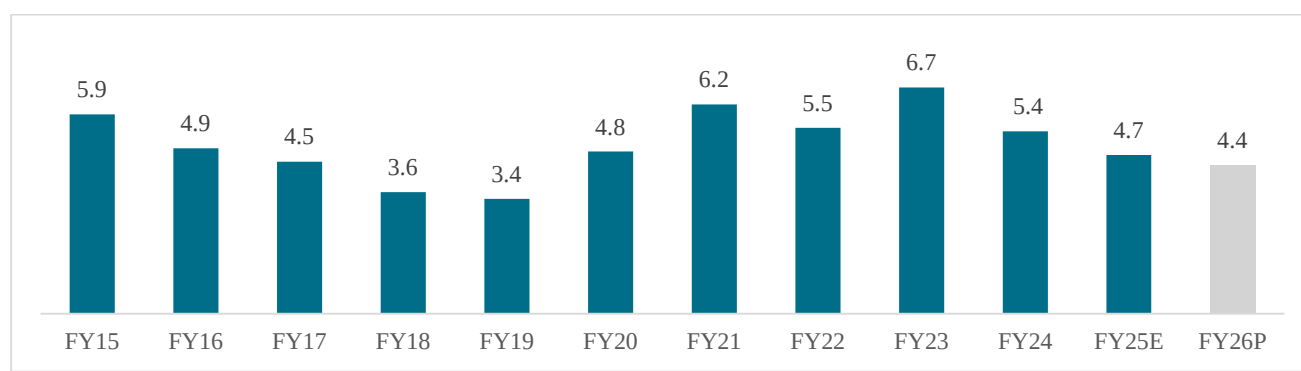
Consumer price index

Consumer Price Index (CPI) inflation dipped below the Reserve Bank of India's (RBI) 4% target to a seven-month low of 3.6% in February 2025 from 4.3% in January 2025, driven by a slide in food inflation to 3.7%, the lowest reading since May 2023.

In Fiscal 2026, food inflation is expected to ease further supported by a healthy rabi crop, assuming normal southwest monsoon that benefits the kharif crop and expectations of soft global food prices. A high base for food inflation this Fiscal will also provide some relief. Non-food inflation could see some more hardening lifted by a low base this Fiscal and some impact of a weaker rupee. A sharper-than-expected weakening in the rupee, price shock to global oil prices due to any geopolitical turmoil and risks from climate change could impose upside pressures on the forecast. Overall, Crisil Intelligence expects CPI inflation to moderate to 4.4% in Fiscal 2026 from an estimated 4.7% this Fiscal 2025.

On the other hand, core inflation crossed 4% for the first time since November 2023 and touched 4.1% in February 2025 (vs 3.6% in January 2025), as surging gold and silver prices pushed up inflation in the personal care and effects category.

CPI inflation (% , y-o-y)



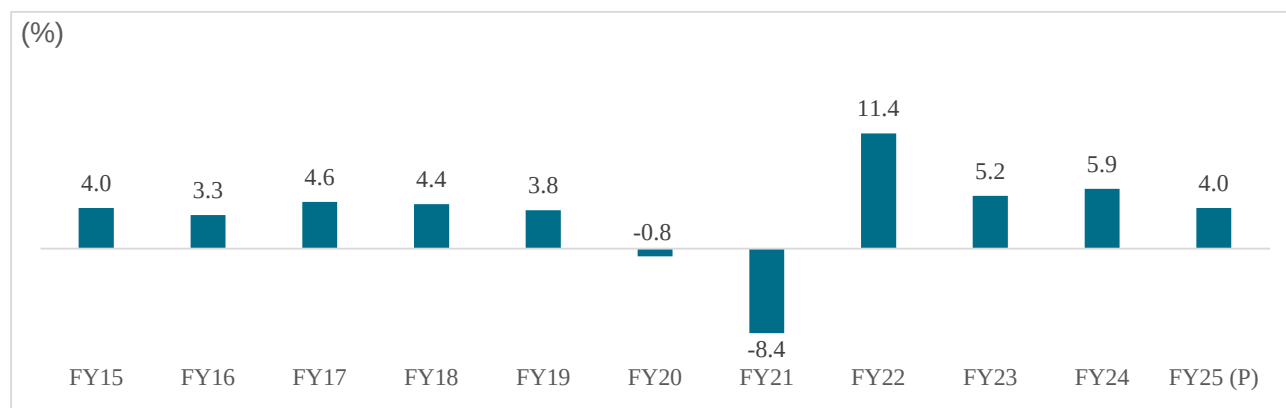
E: Estimated; P: Projected;

Source: NSO, CEIC, Crisil Intelligence

PMI and IIP Trend

The Index of Industrial Production (IIP) is an indicator that measures the changes in the volume of production of industrial products during a given period. The cumulative growth rates of the three sectors, Mining, Manufacturing and Electricity for the Fiscal 2024 over the corresponding period of the previous year were 7.5%, 5.5% and 7.1%, respectively.

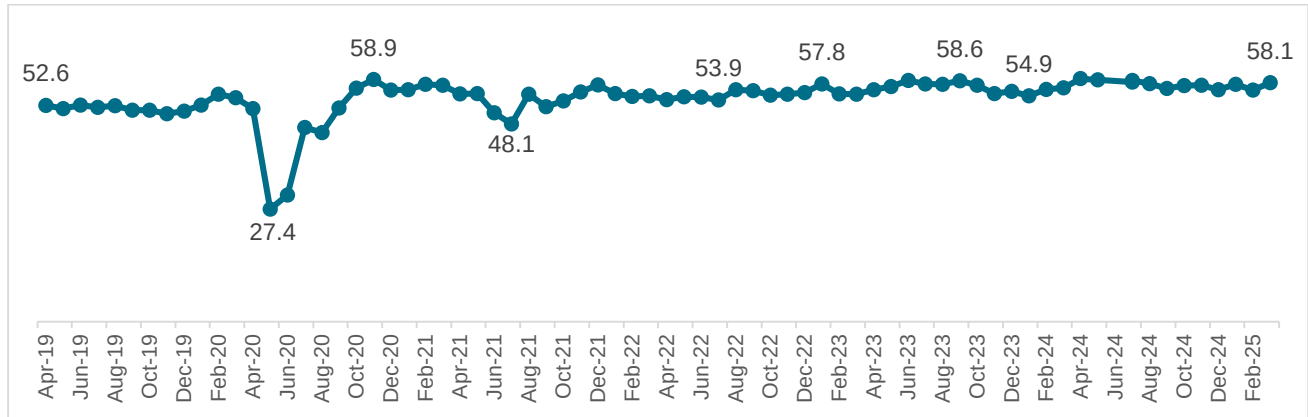
Growth trend in Index of Industrial Production



P: Provisional; Source: NSO, MOSPI, Crisil Intelligence

Rising from December's one-year low of 56.4 to 58.1 in March 2025, the seasonally adjusted HSBC India Manufacturing Purchasing Managers' Index™ (PMI®) signaled a robust improvement in the health of the sector. The rate of expansion was the quickest since last July and outpaced its long-run average.

Manufacturing PMI



Source: Industry, HSBC, S&P Global, Crisil Intelligence

Fiscal consolidation, elevated interest rates and prolonged high food inflation have weighed on the economy this Fiscal. Investment growth has been sluggish given lower government capex and subdued private investments.

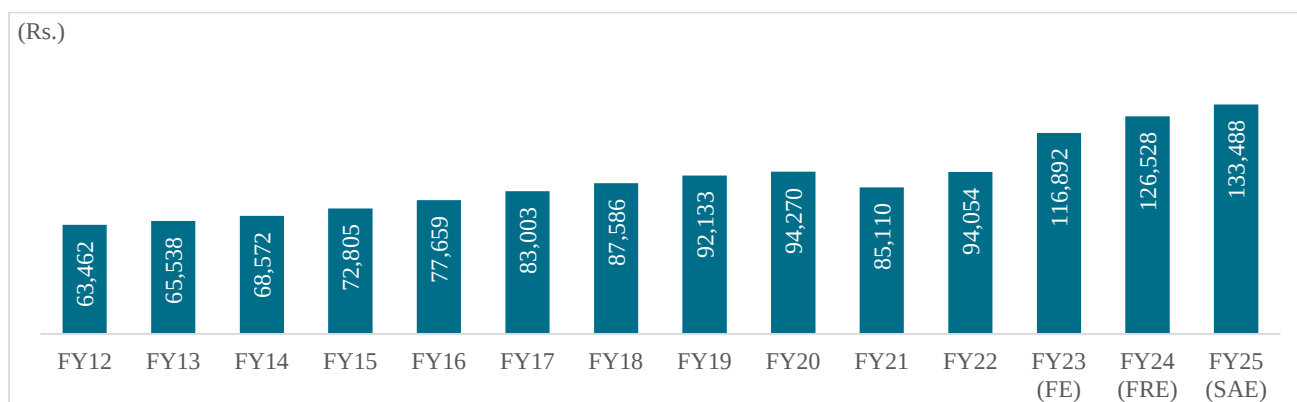
Based on the first advance estimates, growth is expected to quicken in the second half (6.8% vs 6.0% in the first half. Agricultural growth is likely to improve as higher reservoir levels bode well for the rabi output. This, along with easing food inflation and a revival of government capex is likely to support growth.

Per capita GDP

As per NSO's revised estimates published in February 2025, India's per capita income is expected to rise to Rs 126,528 in Fiscal 2024 from Rs 68,572 in Fiscal 2014 with a CAGR of 6.3%. In Fiscal 2025, per capita income increased to ₹ 133,488 in Fiscal 2025, a growth of 5.5% over Fiscal 2024.

Some reasons for India's low national income are its large population, largely agrarian economy, lack of industrial development as well as difference in socioeconomic conditions across the states. However, recent Fiscal measures, emphasis on manufacturing through 'Make in India' and various packages for economic revival have helped India grow faster. Opportunities for employment, increased private consumption, along with positive consumer sentiments, are expected to support higher GDP growth and per capita national income in future.

All-India per capita net national income (at constant prices)



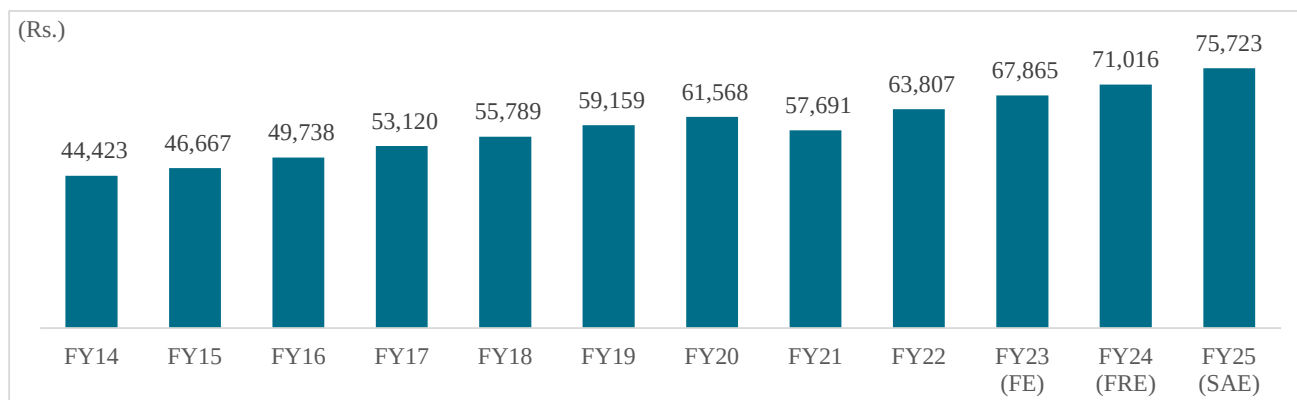
FE: Final estimates; FRE: first revised estimates; SAE: Second advanced estimates

Source: Economic Survey, NSO, MOSPI, Crisil Intelligence

Private Final Consumption Expenditure

The Private Final Consumption Expenditure (PFCE) is defined as the expenditure incurred on final consumption of goods and services by the resident households and non-profit institutions serving households (NPISH). India's per capita PFCE is expected to rise to ₹ 75,723 in Fiscal 2025 from ₹ 44,423 in Fiscal 2014 with a CAGR of 5.0%.

All-India per capita PFCE (at constant price)



Source: NSO, MOSPI, Crisil Intelligence

Overview of other demographic factors

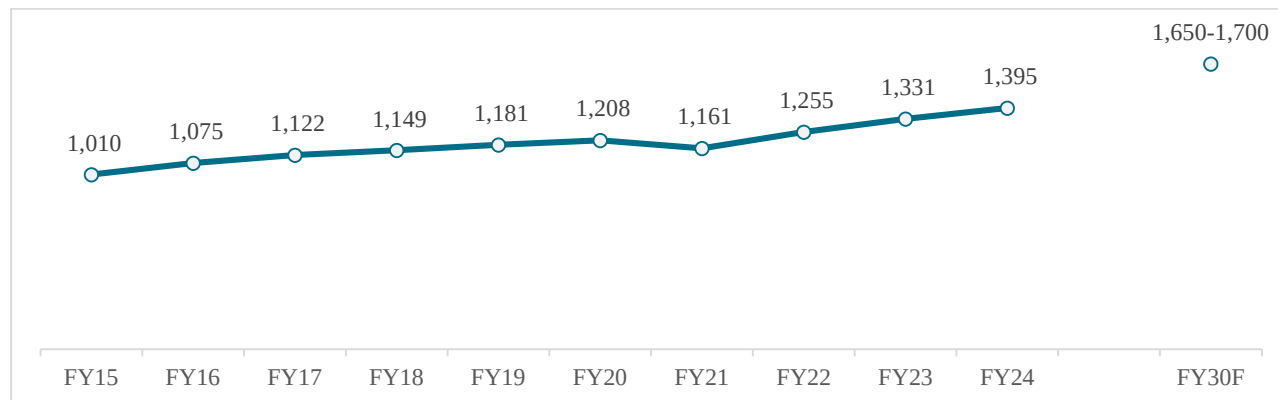
Per capita electricity consumption

As per Central Electricity Authority (CEA), the per capita electricity consumption rose to 1,395 kWh in Fiscal 2024 (provisional data), from 1,010 kWh in Fiscal 2015 at a CAGR of 3.65%, primarily led by increasing economic activities, rising domestic consumption, rural and household electrification.

Per capita consumption is expected to gradually improve as power demand picks up on the back of improvements in access to electricity, in terms of quality and reliability, rising per capital income, increasing EV penetration, railway electrification, intensive rural electrification, resulting in the realisation of latent demand from the residential segment, increased penetration

of consumer durables. Crisil Intelligence expects India's per capita electricity consumption to grow at approximately 3.0-3.5% CAGR to reach 1,650-1,700 kWh by Fiscal 2030.

Per capita electricity consumption in India (in kWh)

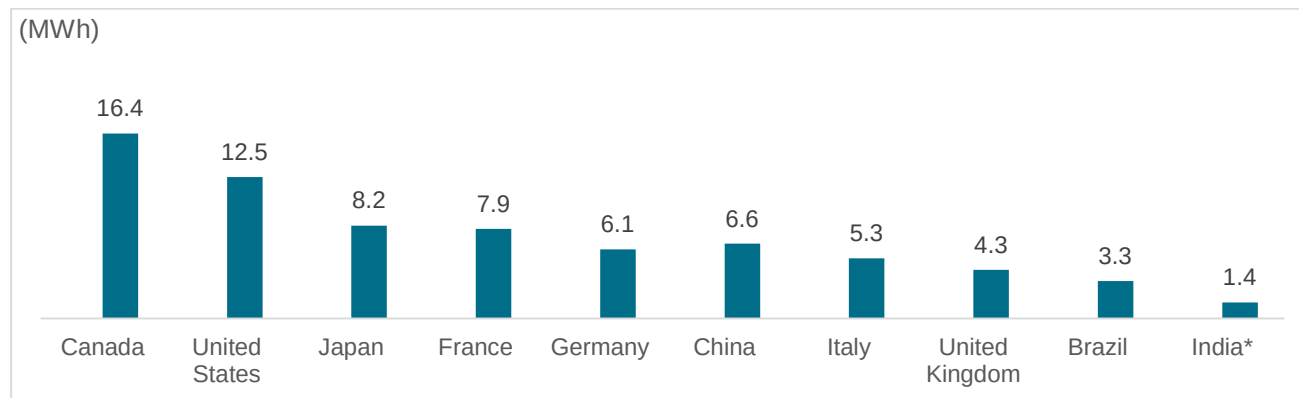


F: Forecast

Source: Central Electricity Authority of India (CEA), Crisil Intelligence

Despite this healthy increase, the per-capita electricity consumption of India remains significantly lower than other major as well as developing economies.

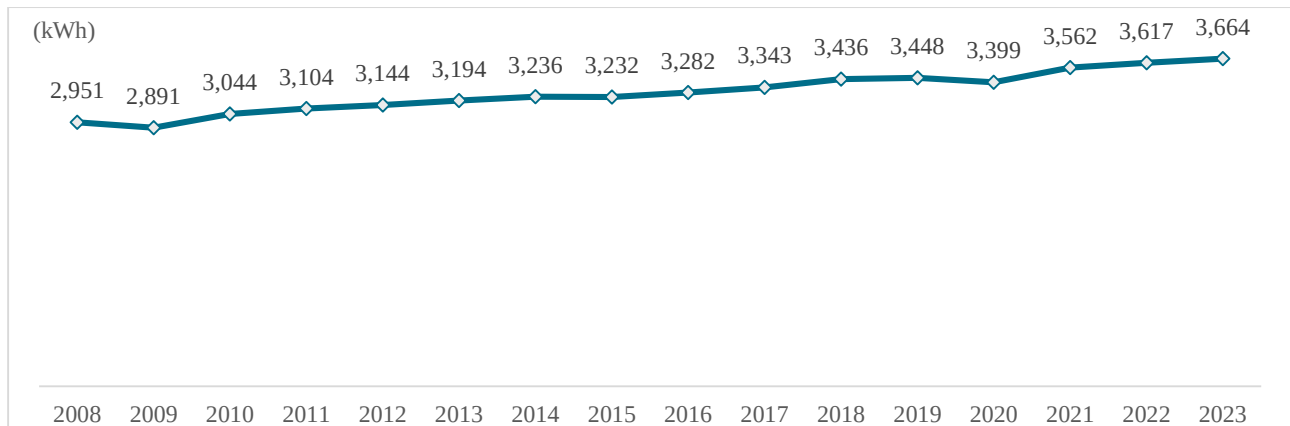
Per capita electricity consumption of key economies 2023



*India Fiscal 2024; Source: World Bank, IMF, EIA, Crisil Intelligence

Global per capita consumption has grown steadily led by developing nations. In developed nations, although total power usage has moved northwards, consumption on a per capita basis has remained firm owing to efficiency measures. On the other hand, developing nations have shown a strong uptick in per capita electricity usage as large-scale electrification programmes continue to connect rural areas and living conditions of the population improve. With millions still not connected to the electric grid, the uptick is expected to continue in the short to medium term.

Average Per capita electricity consumption: Global



As per the latest data published by EIA.

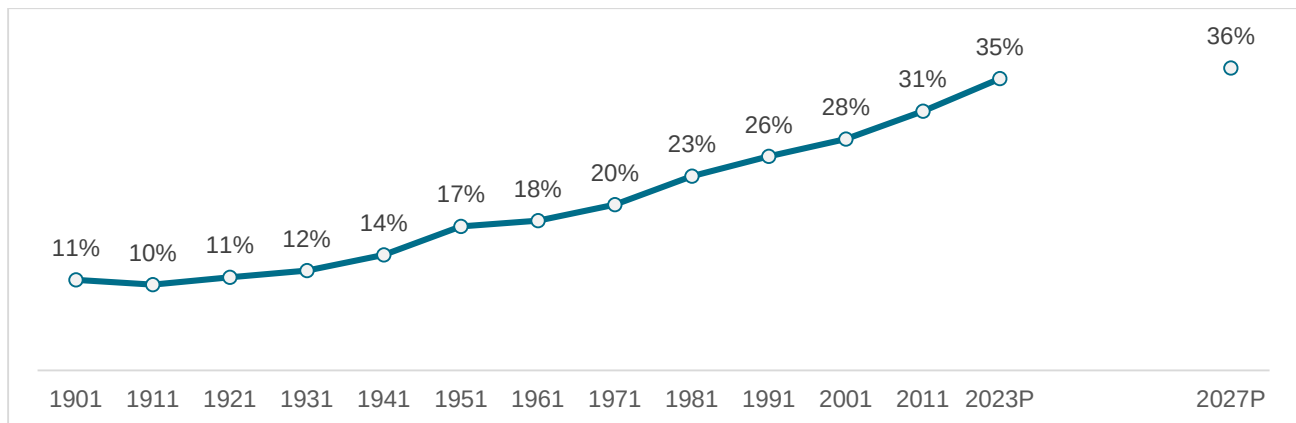
Source: World Bank, IMF, EIA, UN, Crisil Intelligence

Urbanization

Urbanization is one of the big growth drivers, as it leads to rapid infrastructure development, job creation, development of modern consumer services, and mobilisation of savings.

Urban consumption in India has shown signs of improvement and given India's favourable demographics, along with rising disposable income, the trend is likely to continue and drive the country's economic growth.

Urban population as a % of the total population of India



P: Projected

Source: Census 2011, Report of The Technical Group on Population Projections by Ministry of Health & Family Welfare (July 2020), Crisil Intelligence

Nuclearisation

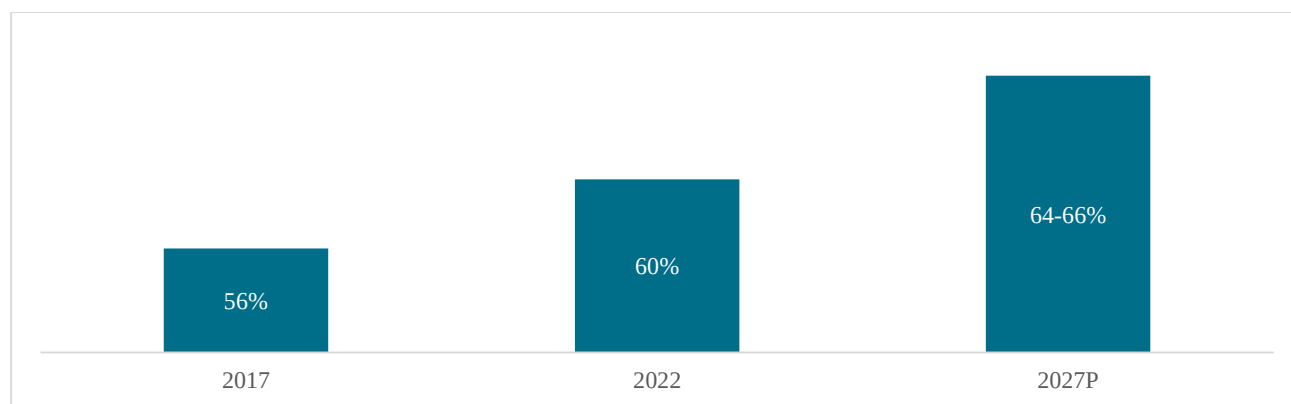
The nuclearisation of the family refers to the trend of families becoming smaller and more fragmented, where individuals are moving away from larger, extended family structures and living as either independent individuals or as part of a smaller nuclear

unit. This shift is driven by various factors, including urbanization, increased mobility, changing social values, and economic pressures, which have led to a decline in traditional joint family systems.

The nuclearization of families in India has reached a significant milestone, with nuclear families accounting for 60% of households as of 2022, marking a substantial shift in the country's demographic landscape. This trend has far-reaching implications for the economy, as nuclear families tend to have distinct consumption patterns and priorities. As a result, the demand for high-end goods and services is on the rise, presenting opportunities for businesses to tap into this growing market.

This trend is expected to continue, with forecasts predicting a substantial increase in the number of nuclear households over the next few years. By 2027, it is estimated that about 64-66% of the households would comprise nuclear families.

Nuclearisation in India (as % of total households)



P: Projected; Source: Crisil Intelligence

Aatmanirbhar Bharat Abhiyan

Production Linked Incentives (“PLIs”) in the 14 sectors for the *Aatmanirbhar Bharat* vision received an outstanding response, with the potential to create 6 million new jobs (as per government estimates).

The five focus points of the *Aatmanirbhar Bharat Abhiyan* are economy, infrastructure, system, vibrant demography, and demand. Its five phases are:

- Phase I: Businesses including MSMEs
- Phase II: Poor, including migrants and farmers.
- Phase III: Agriculture
- Phase IV: New horizons of growth
- Phase V: Government reforms and enablers

Sector-wise focus of Aatmanirbhar Bharat Vision

Sector	Government spends	Key schemes
Renewable energy	approximately Rs 1,300 billion	Rs 45 billion Production Linked Incentive Scheme ‘National Programme on High Efficiency Solar PV Modules’. This was further increased by Rs 195 billion in the budget for Fiscal

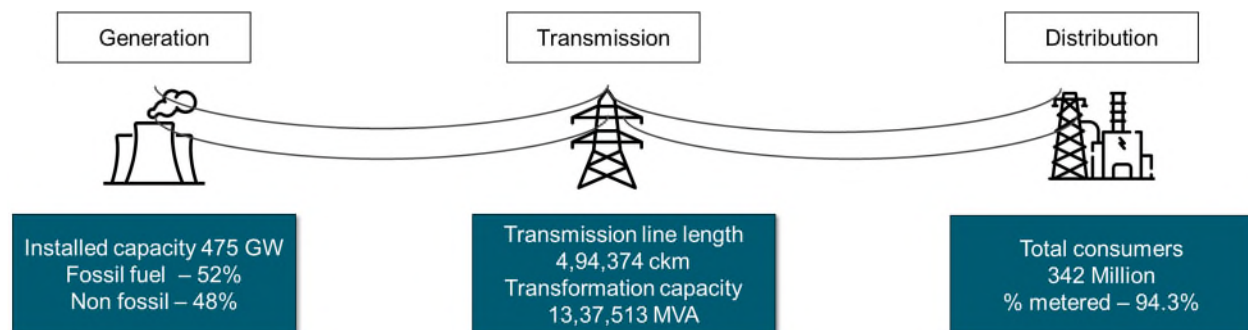
Sector	Government spends	Key schemes
		2023, taking it to Rs 240 billion; in tranche-I 8.7 GW and in tranche II 39.6 GW capacity were allocated for domestic solar module manufacturing capacity under the PLI scheme. - PM Surya Ghar Muft Bijli Yojna: This scheme has a proposed outlay of ₹ 750 billion and aims to light up 10 million households (rooftop solar) by providing up to 300 units of free electricity every month. - Public procurement (preference for 'Make in India') to provide for purchase preference (linked with local content) in respect of renewable energy (RE) sector - Implementation of Pradhan Mantri Kisan Urja Suraksha Utthan Mahabhiyan (PM KUSUM) scheme; MNRE, in November 2020, scaled up and expanded the PM KUSUM scheme to add 30.8 GW by 2022 with central financial support of Rs 344 billion. The scheme has been extended till March 31, 2026 - Approved Models & Manufacturers of Solar Photovoltaic Modules (Requirement for Compulsory Registration) Order, 2019 - List of manufacturers and models of solar PV modules recommended under ALMM order - Scheme of grid connected wind-solar hybrid power projects - Basic customs duty (BCD) of 25% on solar cells and 40% on modules, respectively, effective April 1, 2022
Power distribution companies (discoms)	approximately ₹970 billion	- Rs 1.35 trillion liquidity infusion for discoms via Power Finance Corporation/ Rural Electrification Corporation (PFC/ REC) against receivables - Rebate for payment to be received by generation companies (gencos) to be passed on to industrial customers - Revamped distribution sector scheme (RDSS) to help discoms improve their operational efficiencies and financial sustainability by providing result-linked financial assistance; outlay of Rs 3,037.58 billion over 5 years i.e., Fiscals 2022 to 2026. The outlay includes an estimated government budgetary support (GBS) of Rs 976.31 billion.
New energy	approximately ₹ 388 billion	- Rs 181 billion under production linked incentive (PLI) scheme for Advanced Chemistry Cell (ACC) Battery Storage in India launched in October to achieve 50 GWh manufacturing capacity - Green Hydrogen Policy launched in February 2022 to facilitate production of green hydrogen/green ammonia - PLI scheme on green hydrogen manufacturing with an initial outlay of Rs 197.44 billion with an aim to boost domestic production of green hydrogen - BCD exemption on critical minerals (cobalt, lead, zinc, etc.), scrap of lithium-ion batteries proposed in Budget 2025-26
Nuclear energy	₹ 200 billion	- Nuclear energy mission announced in Budget 2025-26 100 GW of nuclear power capacity by 2047 - Budgetary allocation to support R&D for indigenous development of small modular reactors (SMR) - Private sector participation in the development of Bharat small reactors, R&D of SMR and newer technologies

Source: Official portal of the Government of India; various ministries, PIB press releases, Crisil Intelligence

OVERVIEW OF INDIAN POWER SECTOR

Introduction to generation, transmission & distribution

India has a widespread power network with interconnected regional grids. The power generation profile is dominated by conventional (coal, lignite, natural gas, oil, hydro and nuclear power) sources, although, non-conventional sources (such as wind, solar, and biomass and municipal waste) are rapidly gaining traction. Transmission and Distribution infrastructure has expanded over the years for evacuation of power from generating stations to load centres through the intra-state and inter-state transmission system (ISTS). The summary of installed generation and transmission capacity as of Fiscal 2025 is given below.

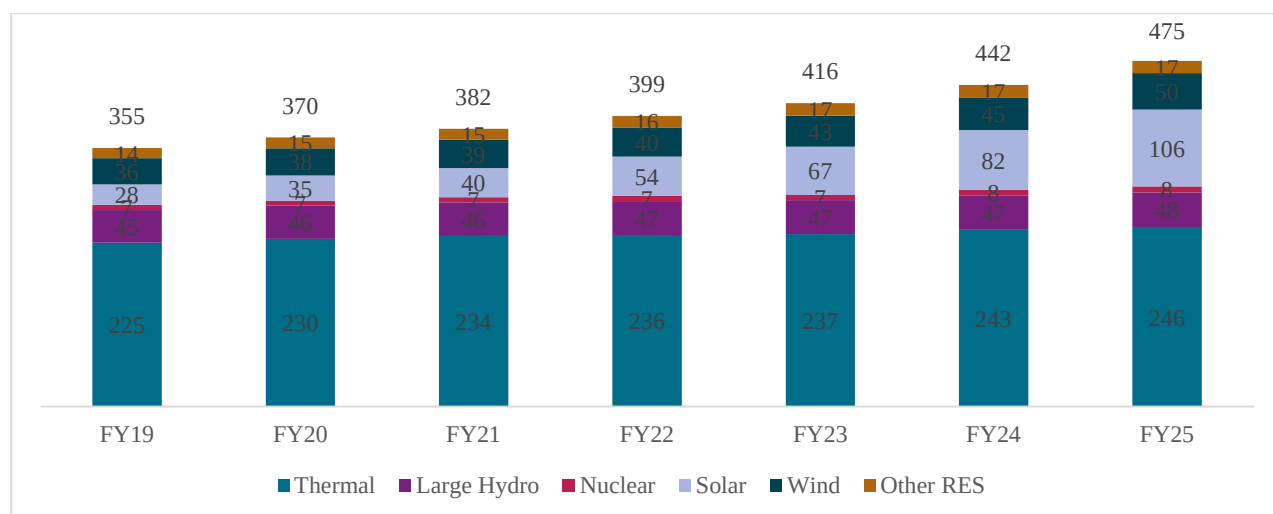


Source: CEA, Crisil Intelligence

Installed capacity

The total installed generation capacity as of March 2025 was 475 GW, of which approximately 120 GW of capacity was added over Fiscal 2019-25. The overall installed generation capacity has grown at a CAGR of 4.9% over Fiscals 2019– 25. Coal and Lignite-based installed power generation capacity has maintained its dominant position over the years and accounts for approximately 46.7%. However, RE installations (including large hydroelectric projects) have reached approximately 220 GW capacity as of March 2025, compared with 63 GW as of March 2012, constituting approximately 46.3% of total installed generation capacity. This growth has been led by solar power, which rapidly rose to approximately 106 GW from 0.9 GW over the same period.

Historical Fuel-wise installed capacity (GW)

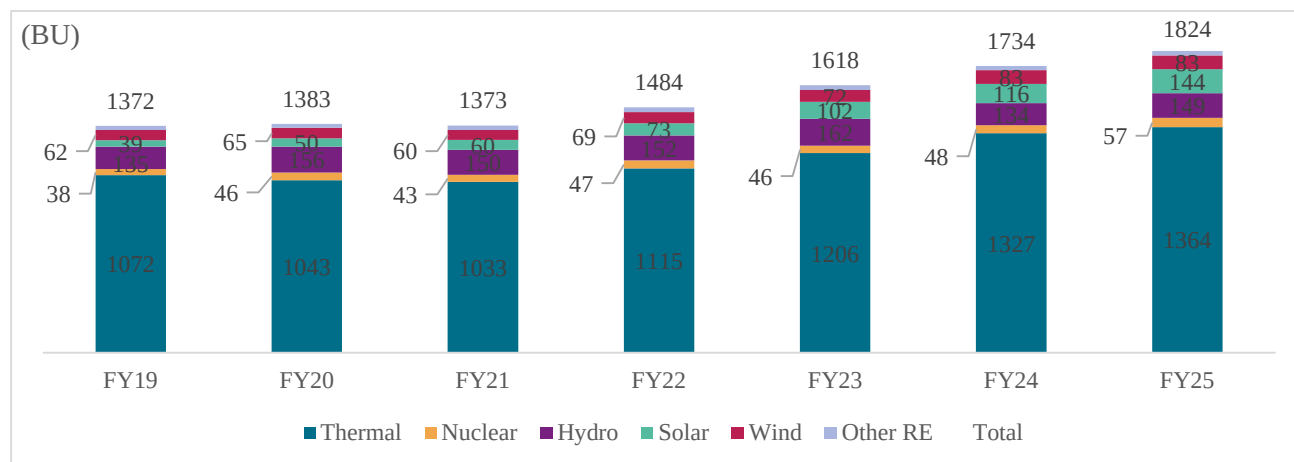


Thermal include coal, lignite and gas; Other Renewable energy sources (RES) include biogas, bagasse, small hydro and waste-to-energy

Source: CEA, Crisil Intelligence

The share of renewable energy (including large hydro) in the total supply mix was approximately 5% in Fiscal 2015, which has now increased to 22.13% in Fiscal 2025. The RE generation has increased at a CAGR of approximately 17% in the last 10 years. The share of solar and wind energy was approximately 12.5% of the total energy supplied during Fiscal 2025. The share of large hydro was approximately 8.1% and the remaining 1.5% is from other RE sources.

Source wise energy supplied (billion units)



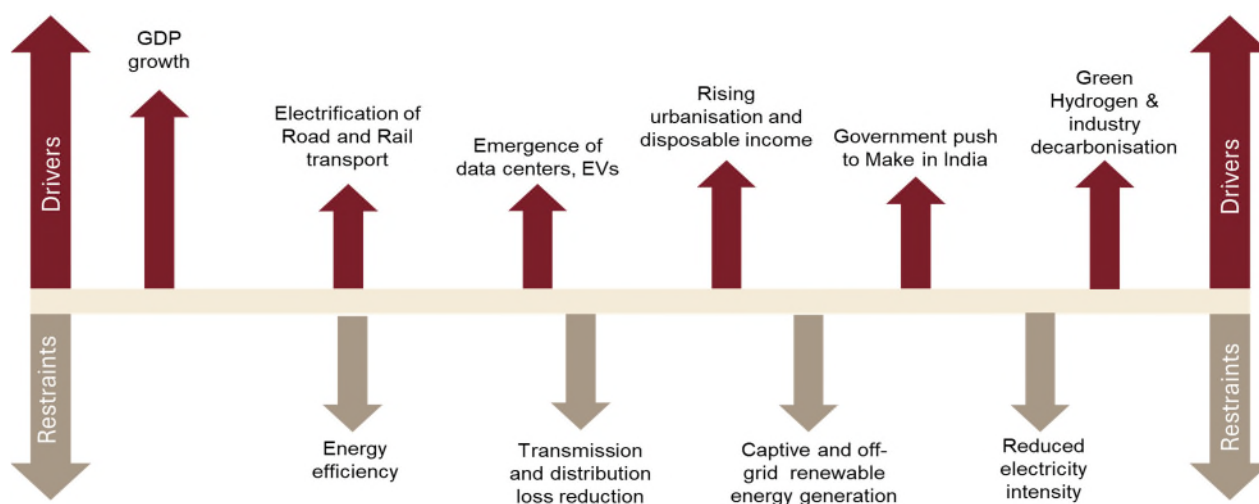
Source: CEA, Crisil Intelligence

Power sector growth outlook

Long-term drivers and constraints for demand growth

Power demand is closely associated with a country's GDP. A booming economy automatically leads to a surge in power demand. India is already the fastest-growing economy in the world, with an average GDP growth of 5.5% over the past decade. The trickle-down effect of *Aatmanirbhar Bharat* relief package, government spending on infrastructure through the National Infrastructure Pipeline, commissioning of the dedicated freight corridors, expansion of the services industry, rapid urbanisation, and increased farm income from agriculture-related reforms are key macroeconomic factors fostering power demand.

Factors influencing power demand

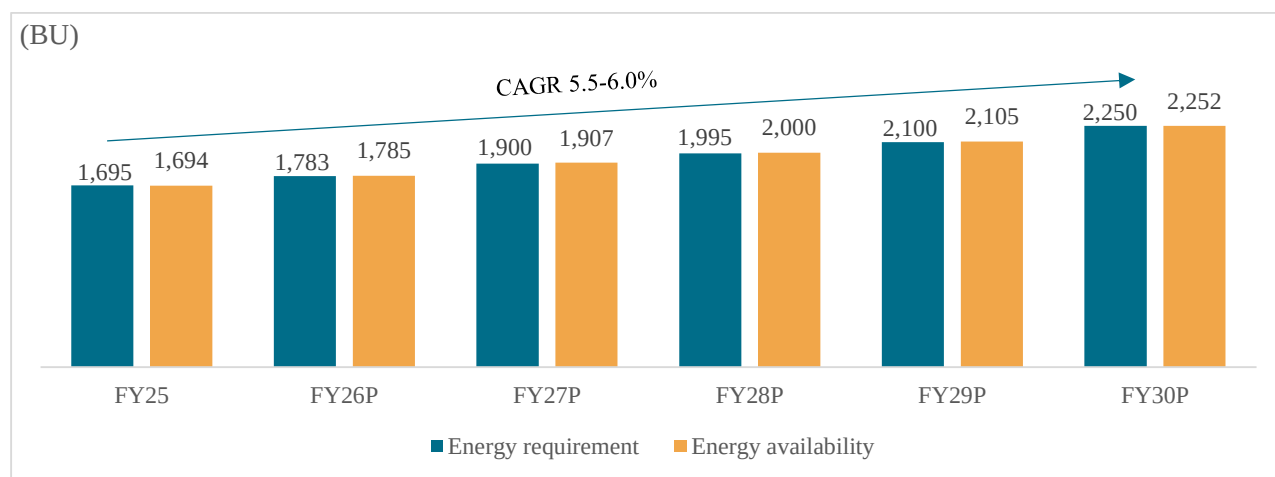


Source: Crisil Intelligence

Outlook on energy requirement and peak demand

Despite the high base of preceding three years, Crisil Intelligence expects power demand to grow by 5.5-6.0% in the next five years which will be supported by infrastructure-linked capex, strong economic fundamentals along with expansion of the power footprint via strengthening of T&D infrastructure, coupled with major reforms initiated by the GoI for improving the overall health of the power sector, particularly that of state distribution utilities, are expected to improve the quality of power supply, thereby propelling power demand.

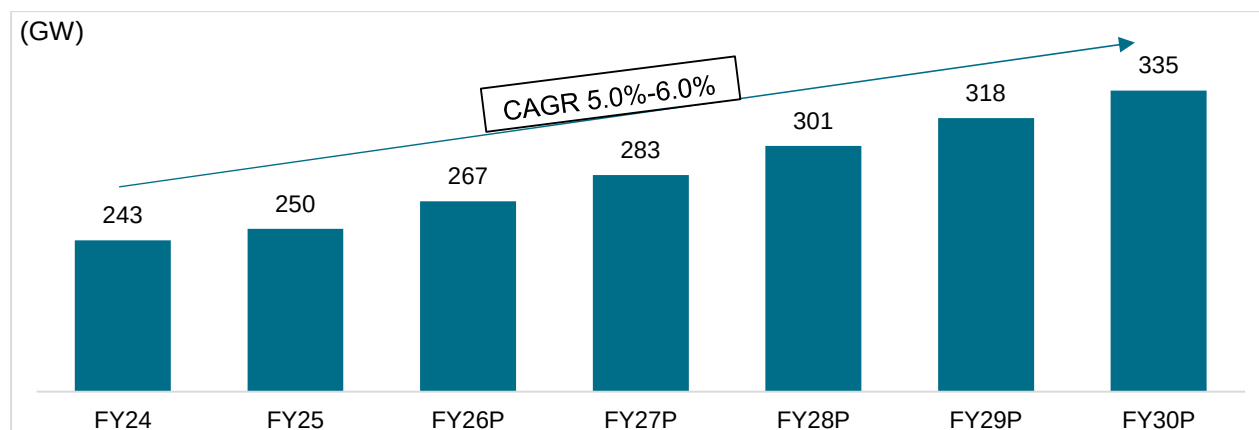
Energy demand outlook (Fiscals 2026-30)



P: Projected, Source: CEA, Crisil Intelligence

Peak demand is expected to grow at an annual average of 5-6% over Fiscal 2024-30 to reach nearly 335 GW by Fiscal 2030 with an expected persistent high temperatures, rising urbanization, economic growth and infrastructure push leading to higher power consumption.

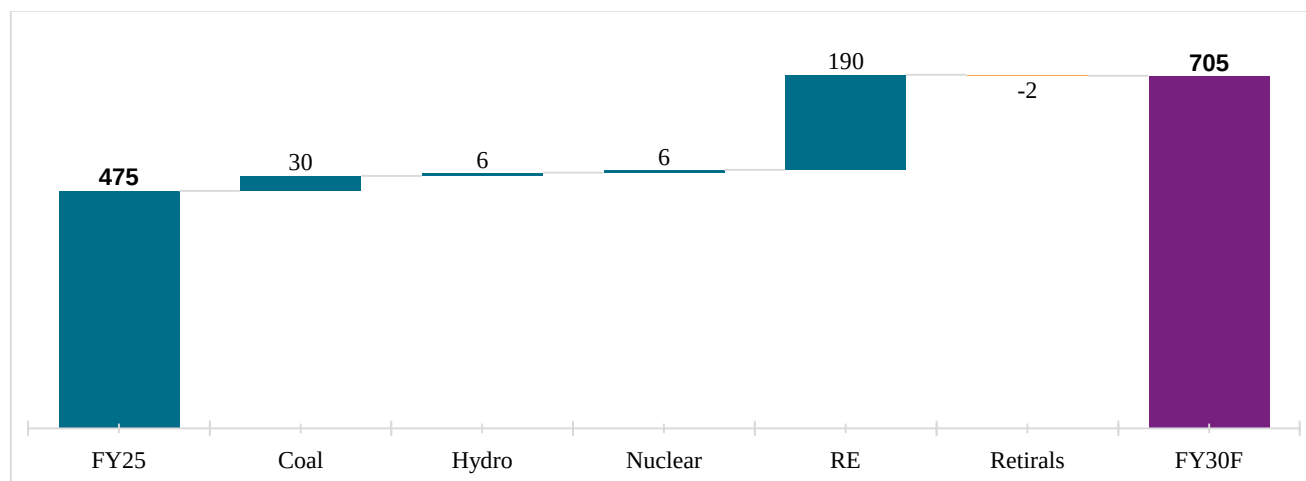
Peak demand to increase by 85 GW between Fiscals 2025 and 2030 to cross 300 GW



P: Projected, Source: CEA, Crisil Intelligence

Capacity addition outlook

All India installed estimated capacity addition by Fiscal 2030 (in GW)



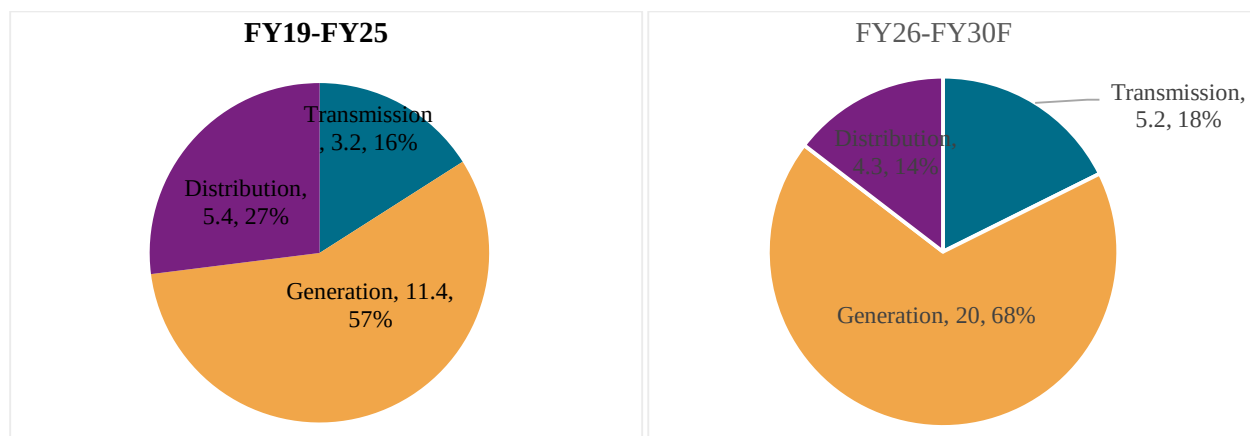
RE includes solar, wind, small hydro, and other renewable sources

Source: CEA, Crisil Intelligence

Investments in generation, transmission, and distribution infrastructure

The total investment in the power sector between Fiscals 2019-25 was about ₹ 20 trillion. Crisil Intelligence expects investments of Rs 29-30 trillion in the power sector over Fiscals 2026-30. Generation segment investments are being driven by capacity additions with robust growth in RE installations, followed by distribution investments led by the RDSS scheme.

Segment-wise break-up of total investments (₹ Tn, % share of total)



Source: Crisil Intelligence

Investments in the generation segment are expected to double from Rs approximately 11.4 trillion to approximately Rs 19.0-20.0 trillion over Fiscals 2026-30. Capacity addition from RE sources is expected to be 220-225 GW from Fiscal 2025 to 2030, and 40-45 GW from conventional sources over the same period. Investments in RE capacity, which are expected to double over the next five years, in line with capacity additions, will constitute over 70% of overall generation investments.

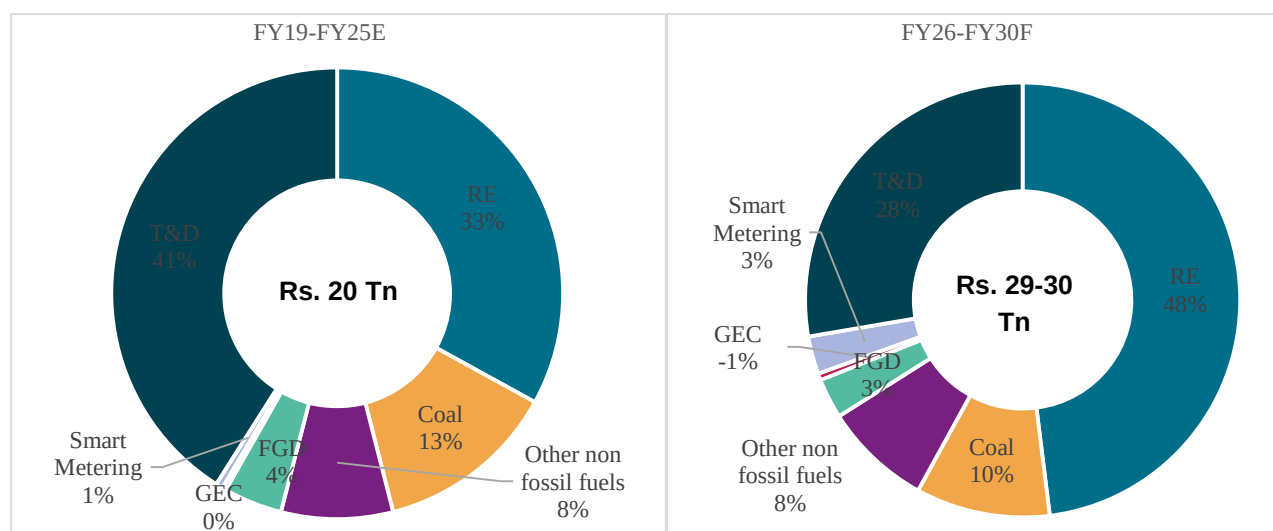
To achieve the RE generation target, a strong transmission infrastructure is needed to integrate large scale RE capacities into the grid. This is expected to lead to transmission investments of Rs 5.0-5.5 trillion between Fiscals 2026-2030 from approximately Rs 3.2 trillion between Fiscals 2019-2025 led by upcoming ISTS projects.

The distribution segment is expected to attract investments worth Rs 4.0-4.5 trillion over Fiscals 2026 to 2030 vis-à-vis approximately Rs 5.4 trillion between Fiscals 2019-2025. This is driven by the government's thrust on the RDSS scheme, entailing an outlay of Rs 3.04 trillion for state discoms, to be allocated until Fiscal 2026. About 50% of the outlay is allocated for deployment of 250 million smart metering program and gross budgetary support of ₹ 240.15 billion has been sanctioned for smart metering projects, with Rs 4.06 billion released as of February 2025.

So far, Rs 2.52 trillion worth of DPRs have been sanctioned by nodal agencies (PFC and REC) as of December 2024, of which ₹ 1.3 trillion have been sanctioned for smart metering works including distribution transformers and feeder/boundary meters. While the amount is sanctioned, disbursement under the scheme will be contingent upon the work undertaken that was proposed under the DPR. Fulfilment of the conditions, which primarily involve operational efficiency parameters, strengthening of distribution infrastructure, and regulatory compliance, will entail significant investments in the distribution segment.

The chart below provides a detailed view of the power sector's sub-sectors, which are slated to receive investments between Fiscal 2026-30.

Breakup of investments in power sector



FGD: Flue Gas Desulphurisation, GEC: Green Energy Corridor

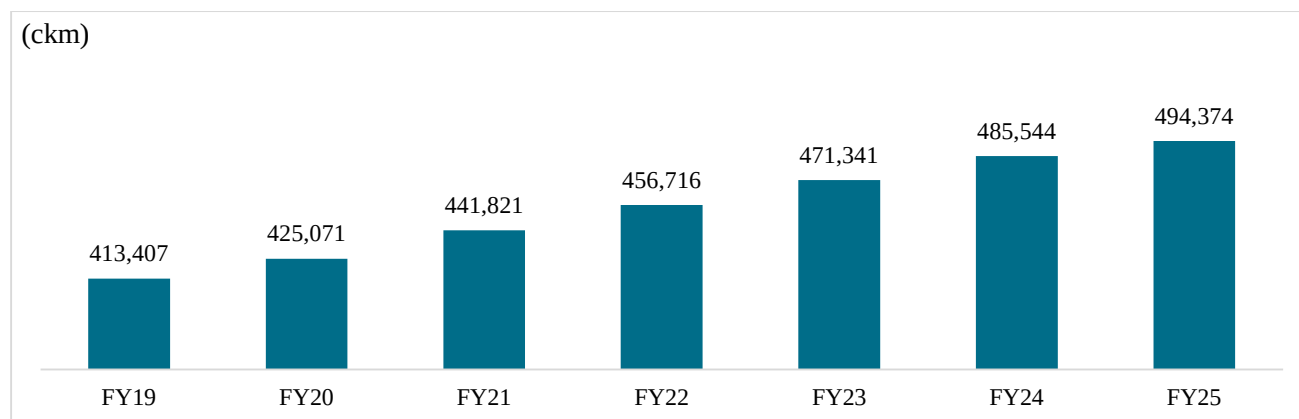
E: Estimates, F: Forecast; Source: Crisil Intelligence

Overview of power transmission sector

Review of transmission infrastructure growth

Robust generation capacity addition over the years and government's focus on 100% rural electrification through last mile connectivity has led to extensive expansion of the T&D system across the country. The total length of domestic transmission lines rose from 413,407 circuit kilometres (ckm) in Fiscal 2019 to 494,374 ckm in Fiscal 2025.

Total transmission line network in the country (220 kV and above)

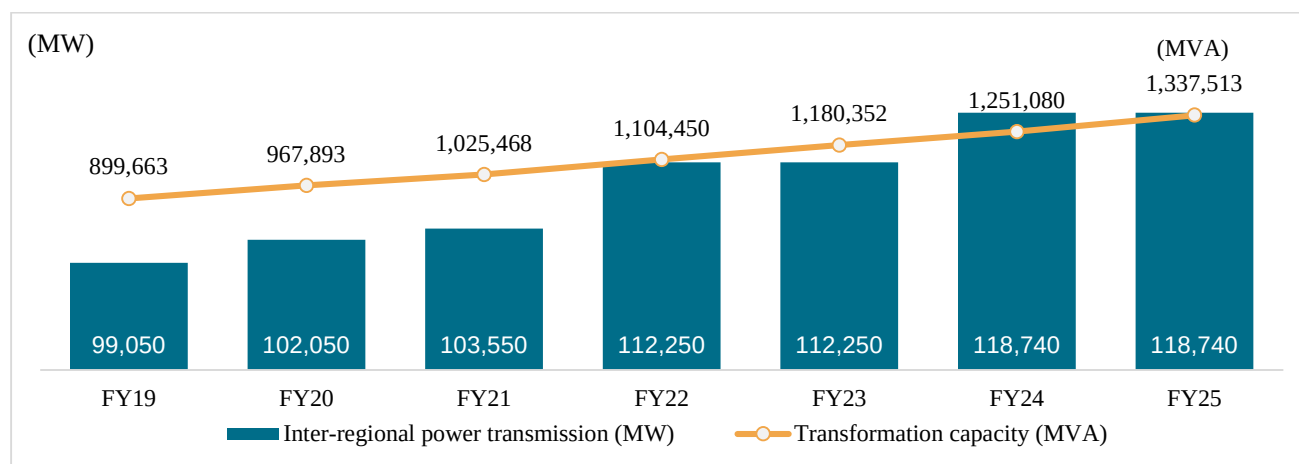


Source: CEA, Crisil Intelligence

The total transmission line length (above 220 kV) has increased at 3.0% CAGR from Fiscal 2019 to Fiscal 2025. This increase can also be attributed to an increase in the commissioning of the 765-KV lines, growing at a CAGR of approximately 6% over the same period. 765 kV lines have higher transfer capacity and lower technical losses thereby reducing the overall number of lines and rights of way required to deliver equivalent capacity. Performance in a transmission line improves as voltage increases and as 765 kV lines use one of the highest voltage levels, they experience comparatively lesser amount of line loss. 800 kV lines have also shown strong growth momentum, rising to 9.5% CAGR over the last 5 Fiscals, majorly owing to strong investments by the central sector.

The inter-regional power transmission capacity of the National Grid has grown strongly from 99,050 MW in Fiscal 2019 to 1,18,740 MW in Fiscal 2025, at a CAGR of 3.1%. Subsequently, substation transformation capacity rose from 8,99,663 MVA in Fiscal 2019 to 13,37,513 MVA in Fiscal 2025, growing at a CAGR of approximately 6.8%.

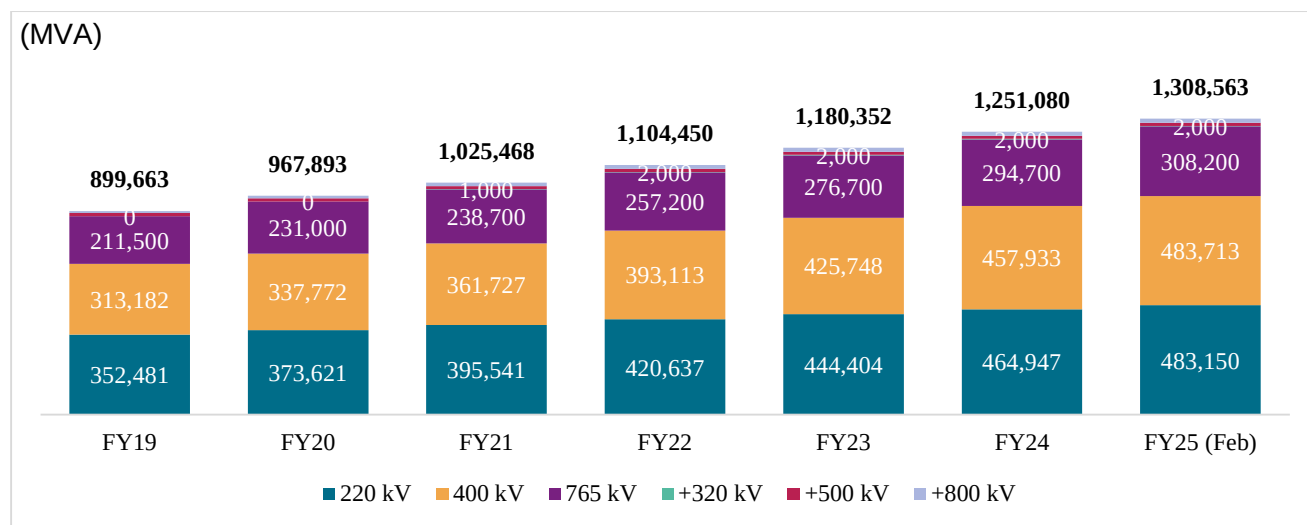
Growth in transformation capacity and inter-regional power transmission capacity



Source: CEA, Crisil Intelligence

The growth in sub-station capacities has majorly seen traction in 220 kV, 400 kV and 765 kV segments, contributing to 32%, 41% and 24% of the incremental additions between Fiscals 2019 and Fiscal 2024.

Voltage wise substation transformation capacity in the country



Source: CEA, Crisil Intelligence

Overview of power distribution sector

Power distribution is the final and most crucial link in the electricity supply value chain which is directly connected to the consumers. However, the distribution sector is facing various challenges, such as unreliable power supply, high AT&C losses, old and overloaded network, low-cost recovery, low consumer satisfaction, etc., resulting poor financial health of Discoms and distribution companies are not able to undertake corresponding investments in infrastructure augmentation.

In the last few years, the distribution sector has received greater attention and various reforms measures/ Rules have been notified by MoP for improving financial viability of Discoms and equipping them to provide 24x7 reliable & quality power to consumers. Several initiatives have also been introduced to bring down AT&C losses within the definitive regulatory framework.

Key challenges in the power distribution sector

Discom challenges	Description
High AT&C losses	AT&C losses have consistently remained a major challenge in the electricity distribution sector. Nevertheless, over the past five-six years, a notable reduction in AT&C losses has been observed at the national level, with a decline from 22% to 16%. However, certain major states, including Bihar, Jharkhand, Maharashtra, Madhya Pradesh, continue to grapple with losses exceeding 20%. Furthermore, the annual billing loss has consistently exceeded 150 BU since 2012, resulting in an average revenue loss of approximately ₹ 700-750 billion per annum, underscoring the need for sustained efforts to mitigate these losses and improve the sector's financial viability. Illegal electricity connections and pilferage of electricity also leads to commercial loss and one of the several reasons for high AT&C losses.
Tariff not reflective of costs	The cost of supply of power encompassing power purchase cost, transmission, distribution, and administrative expenses exceeds the revenue generated by Discoms. This disparity is primarily attributed to the prevalence of heavily subsidized tariffs and cross-subsidization policies, which are mandated by state governments. Many Discoms are compelled to sell electricity at tariffs that

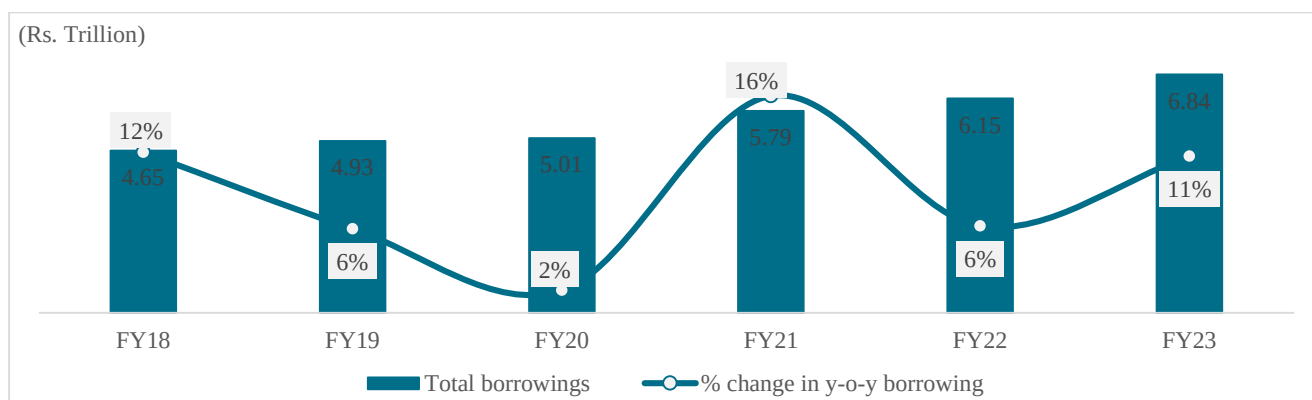
Discom challenges	Description
	are below the cost of supply, particularly to agricultural and residential consumer segments, thereby exacerbating the financial strain on these utilities.
Rising debt burden	The total outstanding debt of discoms stood at around Rs 6.8 trillion as of March 2023, or around 2.5% of GDP. This debt has risen from around Rs 5.4 trillion in Fiscal 2021. Four states – Tamil Nadu, Maharashtra, Uttar Pradesh and Rajasthan, accounted for about 55% of the total debt, with Tamil Nadu alone accounting for 23%.
High accumulated losses	Despite improvements in billing and collection efficiency, accumulated losses for the sector were nearly Rs 6,479 billion as of Fiscal 2023, up by 11% from ₹ 5,841 billion in Fiscal 2022
24x7 reliable power supply and quality	The power quality can be affected due to voltage surges/sags, momentary or extended interruptions, harmonic distortion, electrical noise, lightning damage. As per the latest data available from CEA, □ System Average Interruption Frequency Index (SAIFI) was 171.64 no. of interruptions per consume/year, and □ System Average Interruption Duration Index (SAIDI) was 116.12 hours per consumer/year The indices are above the targeted value set for Fiscal 2025 which was 120 and 90, respectively. In countries like Europe SAIDI ranges from 20-120 mins/customer/year and SAIFI ranges from 0-2 interruptions/customer/year depending on size of DSO. In US, SAIDI was reported as 366.6 minutes/year and SAIFI was reported as 1.35 interruptions/year in 2023.
Poor customer services	The prevalence of high complaint volumes, prolonged resolution times, and low customer satisfaction scores underscores the need for significant improvements in customer service practices and accountability mechanisms. As per the REC's Consumer Services Rating of Discoms for Fiscal 2024, only 33% of Discoms have received an A or A+ grade, indicating a substantial scope for enhancement in addressing consumer-level grievances. This suggests that Discoms must prioritize the timely resolution of complaints and ensure a reliable supply of power to meet the expectations of their customers, thereby fostering a more satisfactory and responsive consumer experience.
Lack of real time analytical insights	The lack of automated systems and real-time data analytics restricts Discoms' ability to monitor and manage their networks effectively, leading to inefficiencies in energy distribution, transmission, and consumption. This, in turn, can result in unnecessary energy losses, reduced power quality, and increased operational costs

Key performance indicators of distribution sector entities

Current state of discom financial health

As per PFC's Report on Performance of Power Utilities for Fiscal 2023, the aggregate losses for discoms increased from Rs 269.47 billion in Fiscal 2022 to Rs 572.23 billion in Fiscal 2023. Total borrowings by distribution utilities increased from Rs 6,148.53 billion as on March 31, 2022, to Rs 6,843.79 billion as on March 31, 2023.

Total borrowings for discoms

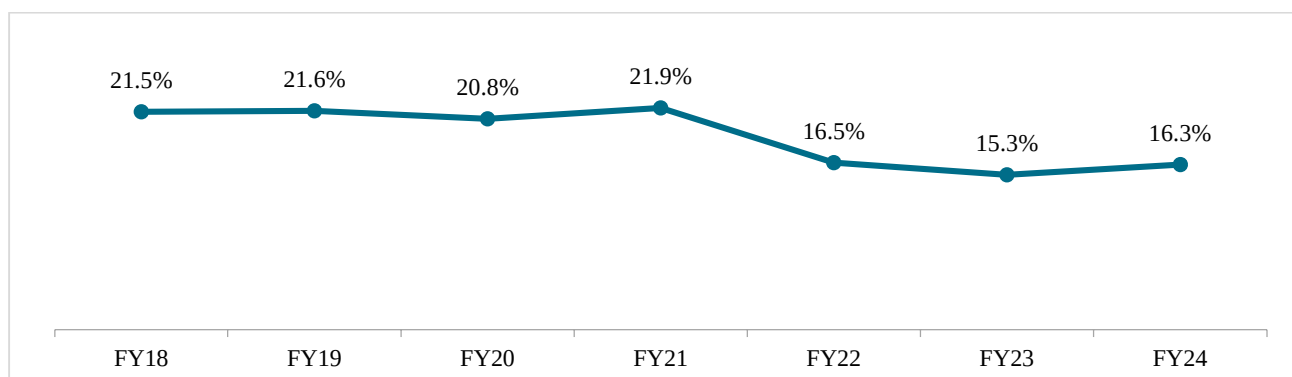


Source: MoP, PFC, Crisil Intelligence

Review of AT&C loss and ACS-ARR gap of state discoms

The AT&C losses for distribution utilities improved significantly from 21.9% in Fiscal 2021 to 16.5% in Fiscal 2022 due to an increase in collection efficiency from 92.5% to 97.2%. Collection efficiency increased due to improvement in subsidy disbursal by the state governments. The aggregate subsidy receipts of 109% were received in Fiscal 2022. The AT&C loss further improved to 15.3% in Fiscal 2023. However, the collection efficiency decreased by 1.2% from 97.6% in Fiscal 2023 to 96.4% in Fiscal 2024 which has led to an increase in AT&C loss in Fiscal 2024 to 16.3%.

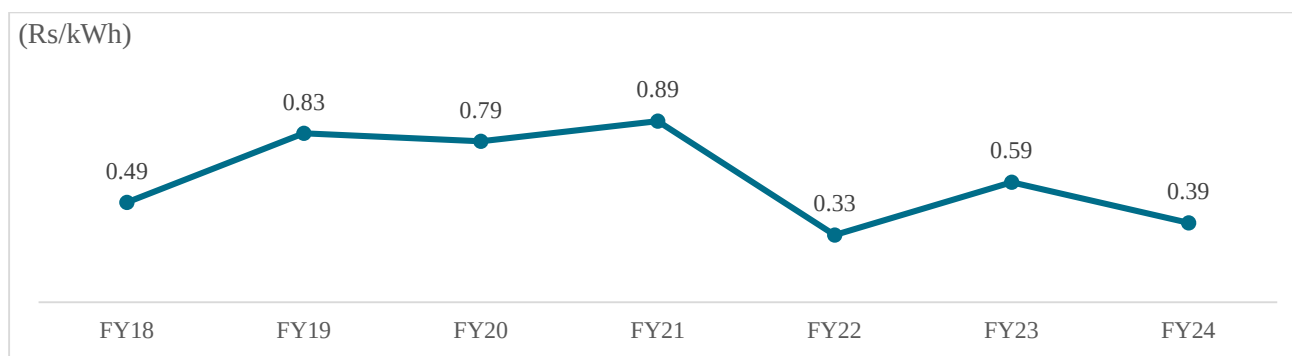
AT&C loss trajectory (%)



Source: PFC, Crisil Intelligence

The cash adjusted Average Cost of Supply (ACoS), and Average Revenue Realized (ARR) gap narrowed to Rs 0.33/kWh as of March 2022 driven by higher subsidies disbursement by state governments and better cash collections. In Fiscal 2023, the gap again increased to Rs 0.59/kWh due to an increase in power purchase cost. However, during Fiscal 2024, the gap decreased by ₹ 0.20/kWh to Rs 0.39/kWh.

ACS-ARR gap



Source: PFC, Crisil Intelligence

Government measures to improve distribution sector performance

The goal is to revamp the power distribution system and provide better services to customers.

Some of the key initiatives include Integrated Power Development Scheme (IPDS) which introduced IT and ERP systems in Discoms, Ujjwal DISCOM Assurance Yojana (UDAY) which provided for gradual takeover of Discom's debt by State Governments and RDSS which targets nationwide deployment of prepaid smart meters along with other performance improvement measures.

Despite these efforts, discoms continue to face challenges related to financial sustainability, quality of service, integration of renewable energy, and customer centricity. A key issue has been the lack of real-time measurement and end-to-end energy accounting, which has hindered the performance of Discoms. To address this, smart metering has been introduced as a solution to not only resolve legacy issues but also enable modern services for customers. By providing accurate and timely data, smart metering is expected to improve the overall efficiency and effectiveness of the power distribution system.

Revamped Distribution Sector Scheme

The RDSS was launched in July 2021 with an outlay of ₹ 3.03 trillion available till Fiscal 2026. It is a reforms-based and results-linked scheme that aims to reduce pan-India AT&C losses to 12–15% (from 21.5% at the start of the scheme) and bring down the ACS-ARR gap to zero. For availing funds available under this scheme, states must prequalify a set of criteria, including publishing audited financial reports, non-creation of additional regulatory assets, and upfront liquidation of dues or subsidies to discoms.

The Government of India's Smart Meter National Programme ("SMNP") under the RDSS is a key driving factor for the installation of smart energy meters. The programme focuses on modernizing the electricity distribution infrastructure through the large-scale deployment of smart energy meters and aims to replace 250 million conventional meters with smart energy meters, enhancing energy management, reducing transmission and distribution losses, and improving consumer engagement. Approximately ₹1.5 trillion has been earmarked for prepayment meters.

Prepaid Smart metering is one of the critical interventions envisaged under RDSS. This provides for prepaid Smart metering for consumers, system metering at feeder and distribution transformer (DT) level with communicating feature along with associated Advanced Metering Infrastructure (AMI) would be implemented under TOTEX mode (Total expenditure includes both capital and operational expenditure) thereby allowing the Discoms for measurement of energy flows at all levels as well as energy accounting without any human interference. Proper and accurate energy accounting is the key to identification of high loss areas and theft prone areas, whereby, utilities billing and collection efficiencies will improve significantly, thereby reducing the AT&C losses of Discoms.

Under the RDSS, implementation of prepaid smart metering is currently being prioritised for:

- i. All electricity divisions of 500 cities under AMRUT with AT&C losses of more than 15%
- ii. All union territories of India
- iii. MSMEs, industrial and commercial consumers
- iv. All government offices at the block level and above
- v. Other areas with high losses.

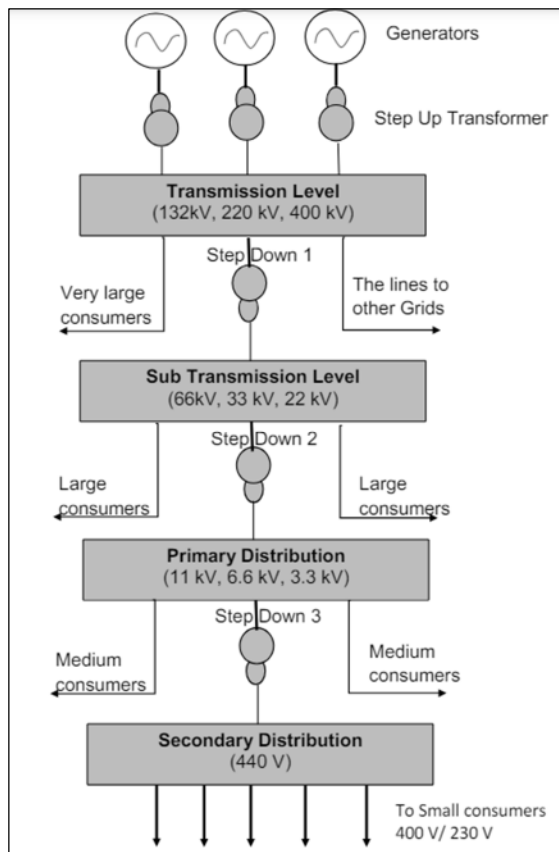
Given the focus on reducing AT&C losses and improve billing efficiency, the MoP has mandated Discoms to undertake energy accounting on periodic basis. The Manner and Intervals for Conduct of Energy Audit (Accounting) in electricity distribution companies Regulations, 2021 were issued in October 2021. As per the regulations, the Discoms are required to conduct quarterly energy accounting and annual energy audit through energy managers and energy auditors certified by BEE (Bureau of Energy Efficiency). This exercise could help the utilities to get a detailed understanding of technical and commercial losses in the system, identify areas of high losses, energy thefts/pilferage and accordingly plan efficiency improvement steps, prioritize intervention areas.

Smart meters reduce AT&C losses by ensuring accurate metering and billing, eliminating manual errors and tampering that contribute to commercial losses. They enable real-time monitoring and detection of power theft, unauthorized connections, and meter bypassing, allowing utilities to take immediate corrective action. With automated data collection and remote transmission, smart meters minimize human intervention, preventing meter reading manipulation and billing fraud. Additionally, they support better load management and demand response, optimizing grid performance and reducing technical losses caused by overloading and inefficient power distribution.

Further, the significance of smart meters extends beyond just energy management. They play a crucial role in integrating solar and other distributed energy resources (DER) and EV infrastructure with the electricity grid. This integration is vital for the future of sustainable energy and transportation, making smart meters an essential component of modern energy infrastructure.

Review of existing distribution network

The electricity is generated mostly at voltages between 11 kV to 33 kV which is stepped up to 132kV, 220 kV or 400 kV or 765 kV for transmitting to various parts of the country through inter-state transmission network and within State through intra-state transmission network. For distribution purposes, the electricity is suitably stepped down to 66 kV, 33 kV, 22 kV, 11 kV and 0.4 kV for supplying to the consumers. In some states/UTs, some additional voltages like 6.6 KV or 3.3 KV are also in practice.



Source: CEA

As on March 2022, the total number of Power Sub-stations (66/11 kV, 33/11 kV and 22/11 kV) in the country was 39,965 with a total installed capacity of 4,82,810 MVA. The total number of 66/33/22 kV feeders in the country were around 36,804 with total length of 5,89,304 ckm and the total number of 11 kV feeders in the country were 2,30,979 with total length of 49,35,279 ckm. The number of Distribution Transformers (DT) at all-India level as on March 2022 stood at 1,46,74,261 with an installed capacity of 6,89,192 MVA.

Power distribution network addition targets by Fiscal 2030

The Distribution perspective plan 2030 was prepared by CEA in February 2024 for assessment of requirement for development of the distribution sector to provide 24x7 quality power, reduction of AT&C losses, and to provide reliable power to its consumers. The plan has been prepared based on energy requirement and peak demand as forecasted in the 20th EPS of CEA.

The sub-transmission power substation capacity at the end of Fiscal 2030 has been projected to meet the peak demand of 335 GW forecasted for Fiscal 2030. During Fiscal 2023-30, it is planned to add 17,835 no. of 66/33/22 kV feeders in the country with total addition in feeder length of 1,88,690 ckm and 92,920 no. of 11 kV feeders in the country with total addition of feeder length of about 9,68,503 ckm.

In order to reduce the AT&C losses further, utilities need to concentrate on reducing technical losses. Improving the HT/LT ratio can reduce technical losses as well as improve voltage profile at consumer end. HT/LT ratio can be increased either by adopting a High Voltage Distribution System (HVDS) system or increasing HT line length. Regarding DT's it is planned to add about 46,57,854 number of DTs with a total added DT capacity of 2,38,464 MVA in the country during the said period.

These DT additions are planned for meeting the customer's electricity demand growth & using HVDS to reduce technical losses by bringing the HT line closer to the load center.

LT lines of about 97,74,634 ckm (1-phase – 4,99,556 ckm and 3-phase -12,69,774 ckm) would be added by Fiscal 2030. Out of the total LT lines, about 69% of LT lines would be 3 phase lines in the country.

Details of infrastructure proposed for distribution sector by 2030

Description	Unit	March 2022	March 2030 (Forecast)	% increase
Substation (66/33/22 kV)	Nos.	39,965	52,157	31%
Substation Capacity (66/33/22 kV)	MVA	48,2810	62,4332	29%
Feeders (66/33/22kV)	Nos.	36,804	54,639	48%
Feeders (66/33/22kV)	Ckm	58,9304	77,7994	32%
Feeders (11kV)	Nos	230979	323899	40%
Feeders (11kV)	Ckm	49,35,279	59,03,782	20%
Distribution transformer	Nos	1,46,74,261	1,93,32,115	32%
Distribution transformer	MVA	6,89,192	9,27,656	35%
LT Feeders (1 & 3-ph)	Ckm	79,45,758	9774634	23%
Consumers	Nos (in million)	330	520	58%

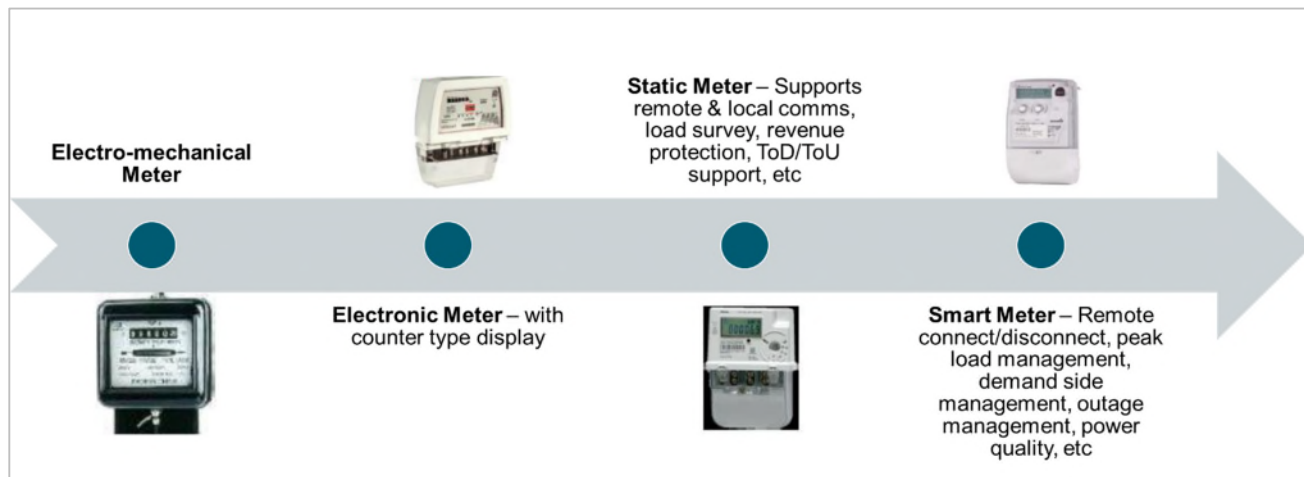
Source: CEA, Crisil Intelligence

SMART METER MARKET IN INDIA

Evolution of electricity meters

The evolution of electricity meters started with the advent of Electrolytic meters in 1881 and evolved through Electromechanical, Electronic & Static meters to Smart Meters. Electromechanical meters had limitations such as limited measurement parameters, highly prone to electricity theft, wear and tears. Electromechanical meters were replaced with static meters under the Accelerated Power Development and Reforms Programme (APDRP) which was launched in 2005, with digital displays offering high accuracy and reliability.

Traditionally dominated by mechanical meters, the energy meter market shifted towards digital and electronic meters and is now leaning towards smart energy meters. Smart metering is more than just a passing trend; it is a key part of India's long-term energy strategy. As India works to modernize its energy infrastructure, the role of smart meters is becoming increasingly important. Unlike traditional meters, which require manual readings and are prone to errors, smart meters provide accurate and up-to-date information, enabling consumers to optimize their energy use and reduce costs.



Source: Crisil Intelligence

Advantages of smart meters over static meters

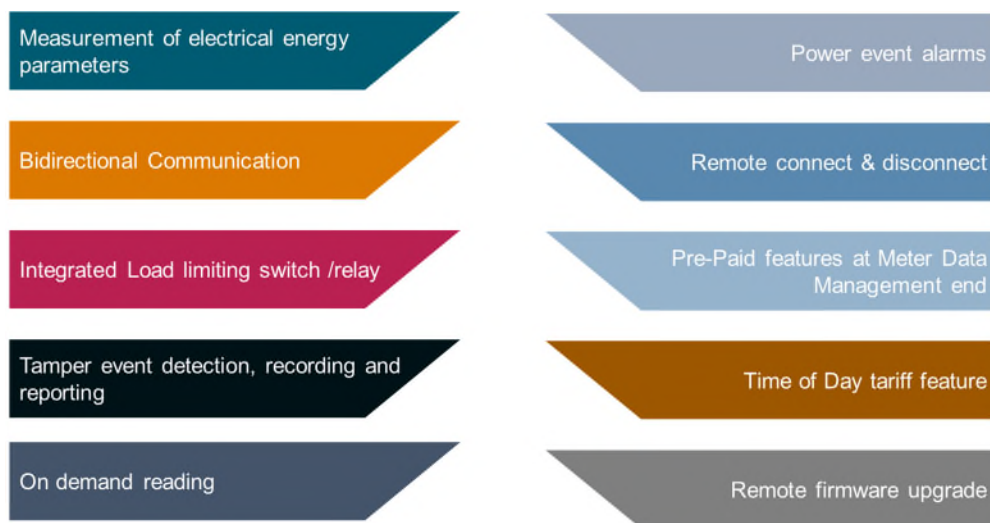
The energy meter market in India is witnessing substantial growth, fuelled by rapid urbanization, rising electricity consumption, increasing demand for energy efficiency, and government efforts to provide universal electricity access and modernize utility infrastructure.

The government under RDSS mandates implementation of prepaid smart meters which requires the users to pay in advance for the usage of electricity. This prepaid system empowers consumers to take control of their electricity consumption, allowing them to monitor and budget their usage more effectively on a monthly basis. In the event that the balance is depleted, the utility sends multiple reminders to the consumer before disconnecting the supply, providing ample opportunity for them to recharge and avoid interruption of service. By promoting prepaid smart metering, the government aims to enhance consumer awareness and responsibility, while also reducing the financial burden of unpaid bills on utilities. In order to promote pre-paid smart metering, States have been advised to provide a rebate of up to 5% to pre-paid consumers. These meters help with efficient energy management and reduce T&D losses, which are critical for improving overall grid efficiency and stability.

Smart meters offer several advantages over traditional meters, including real-time monitoring of energy consumption, less prone to tampering compared to static meters, automatic readings, remote access, and long-term cost savings. These meters also offer the flexibility to switch between prepaid and post-paid billing options, catering to diverse payment preferences and feature a built-in Radio Frequency (“RF”)/cellular replaceable communication modem for seamless connectivity.

These smart meters minimise ownership costs through smart automation and efficient operations, eliminating manual meter reading costs with automated data collection. It delivers better consumption insights to optimize energy usage and improve billing accuracy, accelerate billing cycles with remote reading. It reduces site operational costs and setup time with fail-safe installation and commissioning, enables remote configuration and updates for seamless maintenance. Further, these meters are built to withstand field conditions and ensure long service life.

Some of the basic features of smart meters are:



Advanced Metering Infrastructure (AMI) enabled smart meters are a key component of modern smart grids. These meters offer two-way communication capabilities, enabling remote monitoring and control, which allows utilities to manage tasks, including meter reading, load disconnection/reconnection, and diagnostics without on-site visits.

Key advantages of Smart meter/AMI

Features	Description	Benefit to Utility	Benefit to Consumer
Automated meter reading	Automatic, real-time data transmission directly to the utility company, eliminating the need for a meter reader to physically visit the premises	✓	✓
Real time data	More accurate and real-time data about electricity, gas or water usage. This data can be accessed by both consumers and utility companies, allowing for better management of energy consumption	✓	✓
Remote Disconnect and Reconnect	Utility companies can remotely disconnect and reconnect the service, making it more efficient for billing and maintenance purposes	✓	✗
Time of use pricing	Support time-of-use pricing models, which charge consumers varying rates for electricity depending on the time of day. This encourages consumers to use energy during off-peak hours, reducing stress on the grid	✓	✓
Energy Management	Enables demand response programs by enabling users to monitor their energy consumption in real-time, facilitating the identification of areas for improvement and the implementation of energy-saving strategies	✓	✓
Energy accounting and audit	Facilitate energy accounting and auditing by recording energy consumption at frequent intervals, allowing for detailed analysis, and generating detailed reports. Highlight areas of	✓	✗

Features	Description	Benefit to Utility	Benefit to Consumer
	high consumption, energy loss and pilferage and the effectiveness of energy efficiency measures		
Substation wise granular spatial load forecasting	The granular information of consumers load patterns can be used to improve the load forecast with high accuracy and LDCs can make appropriate decisions in real-time. This can also influence consumer's energy consumption patterns through demand side management	✓	✗
Monitoring of substations and DTs	Enables real time monitoring of all electrical parameters at substation and DT level. Detect issues like voltage fluctuations, harmonics, and other power quality problems that can impact DTs and substations and can help in scheduling the maintenance activities proactively. Utilities can manage peak demand and prevent overloading of DTs and substations.	✓	✗
Environmental impact	Enables consumers to make informed decisions about their energy consumption, leading to reduced energy wastage and optimise overall demand which translates to a corresponding reduction in carbon emission	✓	✓

Source: Crisil Intelligence

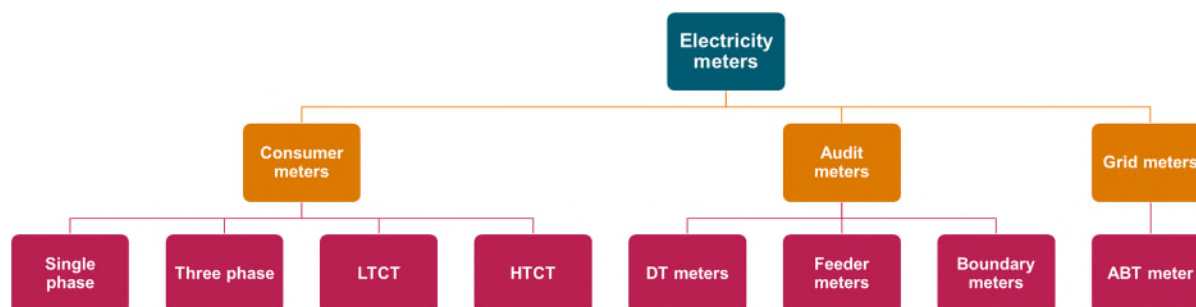
The implementation of smart meters through AMI can significantly reduce AT&C losses by improvement in billing and collection efficiency, detecting meter tampering and thereby enhance revenue collection and facilitate demand-side management.

Overview of different types of electricity meters

The meters can be broadly categorized into the following categories:

- *Consumer meters* - used for accounting and billing of electricity supplied to the consumer but excluding those consumers covered under Interface Meters.
- *Energy accounting/audit meters* - used for accounting of electricity to various segments of electrical systems so as to carry out further analysis to determine the consumption and loss of energy therein over a specified period.
- *Interface/ABT meters* – these are structured based on availability of generating units and having components, viz, capacity charges, energy charges / variable charges and charges for Unscheduled Interchange.
- *Power quality meters* – It is also called power quality analyzer. It monitors various parameters like voltage, current, frequency, harmonics, real and reactive power, power factor to assess the quality of the power and identify potential issues that could affect equipment performance and reliability.

Different types of electricity meters



Source: CEA, Crisil Intelligence

Static energy meters operate without any moving parts, utilizing electronic components and chips for precise measurement. They can measure various types of energy, including active, reactive, and apparent energy, along with other electrical parameters.

Single-phase static meter measures electricity consumption in residential and small commercial use. Three-phase static meters are used in industrial and larger commercial applications. It measures electricity across three phases and one neutral wire, providing a more stable and continuous power supply. It measures various electrical parameters like active and reactive energies, instantaneous parameters and load survey data for accurate billing and electrical analysis. These meters can have local communication facilities such as optical port, infra-red and Bluetooth. These meters have various anti-tamper features and local communication facility using IEC / IS: 15959 protocols.

Smart energy meters are designed with advanced features to enhance energy management and efficiency. They are available in four configurations: single-phase, three-phase, low-tension current transformer (LTCT) and high-tension current transformer (HTCT) operated electric meters. Single-phase and three phase electric meters are usually consumer meters designed to meet the energy needs of most residential, small commercial and industries. LTCT and HTCT are three phase meters with accuracy class of 0.2s/0.5s and are designed for robust peak load management and precise power quality measurement. These meters feature advanced multi-rate/time-of-use and anti-tampering functionalities and are used in HT and LT Consumers, DT and Feeder metering.

LTCT and HTCT consumer smart meter:

These smart meters are suitable for advanced metering infrastructure systems, designed for load management, and anti-theft metering in industrial metering applications. These meters have the capability to measure active, apparent and reactive energy and thus enable metering as per utility need. They have capability of time-of-day billing which can be configured for various time zones and environments. These meters feature a built-in RF/cellular replaceable communication modem for seamless connectivity. The plug-and-play installation simplifies the setup process, reducing time and effort.

DT smart meter:

DT smart meters enhance the efficiency and reliability of energy distribution systems. These meters provide real-time monitoring of energy flow at distribution transformers, allowing for precise measurement and management of energy distribution. They help in balancing the load across different transformers, optimizing the distribution network, and reducing energy losses.

DT smart meters are usually equipped with advanced fault detection mechanisms, enabling quick identification and reporting of faults for prompt corrective actions. They also feature tamper detection to prevent unauthorized access and ensure data integrity. With robust communication capabilities, these meters can support various protocols for seamless integration with HES and other smart grid components.

Additionally, DT smart meters have internally powered Digital Input (“DI”) ports that connect to digital sensors, enabling remote monitoring and control of these sensors. These meters are typically integrated with artificial intelligence for intelligent digital sensors, data integration and analysis which enables real time energy audit of the utilities and establishes key performance parameters like SAIDI and SAIFI. It helps with network management and efficiency. The DI/DO features help with DT monitoring and reduce the DT failure chances. It also reduces overall operation and maintenance costs of the utility. DT smart meters also help to deliver safety to both customer and utilities manpower by providing critical electrical data in real time for any preventive or corrective action in the electrical network.

Feeder and boundary smart meter:

Feeder smart meters provide real-time monitoring, load balancing, fault detection, and detailed data analytics, optimizing energy distribution and reducing losses. Boundary smart meters accurately measure energy flow at distribution zone boundaries, ensuring precise accounting and tamper detection.

Both types of meters support various communication protocols and remote monitoring, offering enhanced accuracy, operational efficiency, data-driven insights, and security. Both have internally powered DI ports to connect to digital sensors which allow remote monitoring and control of these sensors, providing utilities with real-time data and enhancing operational efficiency. It provides utilities with critical electrical data for real time energy audit and monitoring. It helps utilities to have better visualization of the network and identify zones of high losses or anomalies, thus helping them with better planning and efficient operations. These meters are also important for ensuring the safety of utility operations and management staff and using the DI/DO can help in real time monitoring of status for operations and management planning.

Basic characteristics of smart meter

Parameters	1-phase meter	3-phase meter	LTCT meter	HTCT meter
Connection type	1-phase 2 wire direct connected	3-phase 4 wire direct-connected	3-phase 4-wire, CT connected	3-phase 4 wire, CT/PT operated
Accuracy	Class-1	Class-1	Class-0.5	Class 0.2S/0.5S
Degree of protection	IP 53	IP 53	IP 53	IP 53
Operating temperature range	-10° to +60°C	-10° to +60°C	-10° to +60°C	-10° to +60°C
Application	Residential metering, Small commercial metering	Residential metering, small and medium scale industries, Commercial metering	Commercial and residential consumers. Also used with distribution transformers for consumer metering and energy audits	Industrial and commercial locations with high voltage and high current loads, Feeder metering

Source: Meter manufacturers datasheets, Crisil Intelligence

Overview of AMI system architecture

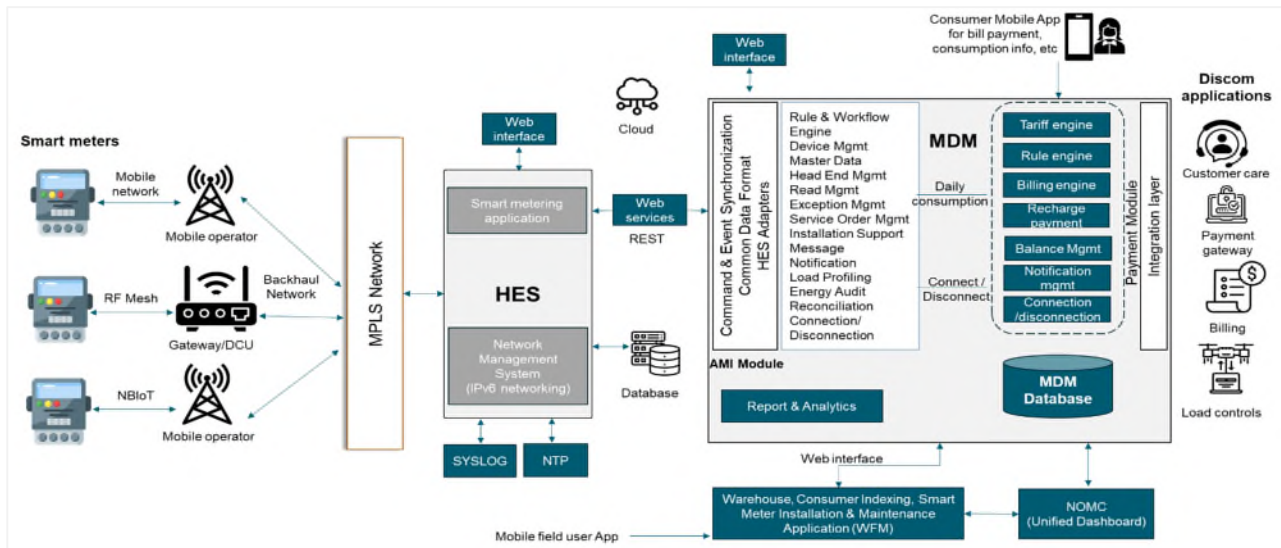
AMI comprises of the following core components:

- ✓ Smart meters
- ✓ Communication infrastructure
- ✓ Head End System (HES) in secure data center

- ✓ Meter Data Management System (MDM), Customer Portal in secure data centre
- ✓ Web applications and mobile app

These systems are integral to modernizing the grid, improving operational efficiency, and ensuring uninterrupted power supply to consumers.

AMI/smart meter-based system components & architecture



NB-IoT: Narrow Band IoT, MPLS: Multi-Protocol Label Switching; SYSLOG: System Logging Protocol; NTP: Network Time Protocol; REST: Representational state transfer; NOMC: Network Operation cum Monitoring Centre

Source: Crisil Intelligence

• Smart Meter (as per IS 16444)

Smart meter is an AC static watt hour meter with advanced features, including time-of-use registers, internal connect and disconnect switches, and two-way communication capabilities. It is designed to measure the flow of electricity in both forward (import) and reverse (export) directions, storing and transmitting this data along with other predefined parameters. It is remotely assessed for collecting data/events, programming for select parameters. All smart meters installed under AMISP Program can be used for billing of solar energy produced and then exported by the consumer.

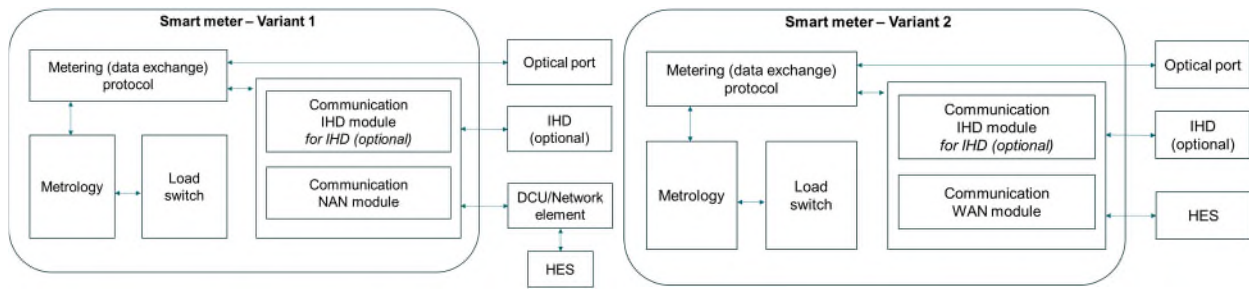
The smart meter comprises of four main parts – Metrology, Load switch, Metering & data exchange protocol and Communication module. Moreover, the smart meter operates on Device Language Message Specification (DLMS) / Companion Specification for Energy Metering (COSEM) protocol which is a standardized communication protocol widely used in smart metering and AMI systems.

DLMS/COSEM is a global standard under IEC 62056 that defines a language for data exchange between devices and/or HES and guides manufacturers, vendors, and consumers to ensure their devices and services meet certain criteria for data exchange, interoperability, efficiency, and security.

DLMS ensures interoperability efficiency, and security in metering applications, including remote reading, control, and value-added services. COSEM is an interface model for manufacturers, vendors, and consumers to develop and use compatible devices and services, facilitating a unified and efficient metering ecosystem.

Smart Meter architecture is categorized into two variants. Based on the technical feasibility buyer may choose the combination of the variants best suited for a given geographical area. The Smart Meter shall have either Neighborhood Area Network (NAN) or Wide Area Network (WAN) module as mandatory communication module for communicating to Data Concentrator Unit (DCU) or Head end system (HES) respectively. If In Home Display (IHD) is chosen, then there could be a suitable additional communication module within the Smart Meter. A Handheld Unit (HHU) is used to communicate locally over the optical port to the smart meter. The two variants are represented below.

Schematic diagram of smart meter



Source: BIS, Crisil Intelligence

As per IS 15959, the smart meter shall support the following features/services:

- Smart meter association requirements
- IHD services
- Push services
- Advanced security profile
- Communication profile
- Firmware upgrade
- Connect/disconnect services
- Parameter list for smart meters

These features are included to support the functional requirements of smart meter that are listed under IS 16444.

● Communication infrastructure

Communication Network Interface Cards (NICs) play a crucial role in enabling efficient and reliable data transmission between the meter and utility systems. These NICs integrate with electricity meters, providing two-way wireless communication for remote data acquisition, meter program management, and real-time alerts for issues like meter tampering and outages. Communication is based on the standard IEC and IS: 15959 protocol, ensuring secure and reliable data exchange.

The communication infrastructure is either based on RF / RF mesh network working on 865-868 MHz/ cellular network comprising 4G with 2G fall back, 4G standalone, Narrowband IoT (NB-IoT) with 2G fall back or NB-IoT, Bluetooth Low Energy (BLE) or a combination of these. The Communication network must provide reliable medium for two-way communication between various nodes (Smart Meter, Gateway/Router/Access Point/ Data Concentrator Units) & HES.

Meter data is routed to cellular tower on 4G, 2G, NB-IoT, BLE or in case of RF collected RF mesh and passed on to nearest Gateway/Router/Access Point, DCUs wherever applicable given the communication technology used and transported to HES through 4G Cellular.

Three networks are commonly referred to in the context of the AMI: WAN, NAN and HAN.

- **Home Area Network (HAN) (Optional):** HAN provides connections between the smart meters of the home appliances, other integrated systems such as rooftop photovoltaic (PV) system, distributed sensors, plug-in electric vehicle/ plug-in hybrid electric vehicle, in-home display (IHD), smart thermostat, etc.
- **Neighborhood Area Network (NAN):** NAN provides communication links between several individual smart meters and a data concentrator using 865-868 MHz communication technologies for NAN network and 4G for communication onwards.
- **Wide Area Network (WAN):** WAN performs the task of connecting an AMI end in the local utility network and a data concentrator using 4G, 2G or NB-IOT cellular technologies.

Smart meters feature on-demand WAN/NAN communication for efficient data exchange and network management and generate instant tamper alerts in case of unauthorized access and main fail alerts notify users immediately in the event of a power outage.

AMI communication technologies

Parameters	Last Mile/NAN (in case of RF)	Home Area Network (HAN)	Backhaul/WAN and Backbone
Wireless	6LoWPAN, 865-868 Hz based proprietary RF mesh technology	Wi-Fi, Bluetooth	GSM – 4G/2G fallback NB-IoT - 2G fallback

Source: ISGF, Crisil Intelligence

The meters are equipped with replaceable communication NIC, enabling connectivity and easy upgrades. An optical port supports local communication based on standard data collection protocols and the plug-and-play installation simplifies the setup process, reducing time and effort. The system generates instant tamper alerts in case of unauthorized access and main fail alerts notify users immediately in the event of a power outage. Firmware Over the Air (FOTA) upgradation helps to upgrade the meter functionality even after they are installed in the field. Real-Time Clock (RTC) synchronization ensures precise timekeeping for accurate billing and data logging.

• Software solutions for AMI

Head-End System (HES) and Meter Data Management (MDM) System are the most important software solutions in an AMI system.

- Head End system

The main objective of HES is to acquire meter data automatically, avoiding any human intervention and monitor parameters acquired from meters. HES is responsible for the discovery of all Smart Meters once deployed in the field, the periodic collection of all meter data as well as the processing of all alarms and commands such as connect/disconnect for those meters. The smart meters communicate with the head-end system either on demand or according to a set schedule, effectively measuring, collecting, evaluating, and managing energy use.

HES perform all the requisite functions as per the defined functionalities of AMI. Some of the primary functions could be:

- a) Automatic registration of smart meters after installation into the HES along with its metering profile (meter type, hardware & software versions, device IDs, logged in / logged out details etc.).
- b) Self-discovery and registration of field level end device nodes (NAN/WAN) like Router/Gateway, Access Point, DCU upon deployment and establishment of communication.
- c) Acquisition of meter data on demand and at user selectable periodicity.
- d) Two-way communication with meter/ DCU
- e) Signals for connect & disconnect of switches present in meters.
- f) Audit trail and Event & Alarm Logging
- g) Ability to redirect messages including configuration commands from the MDM in order to reach the desired meter
- h) Maintain time sync with DCU / meter
- i) Store and hold the raw data before it is transferred to the MDM for defined duration (min. 3 days)
- j) Handling of Control signals / event messages on priority
- k) Critical and non-critical event reporting functionality
- l) Device management functionality to get periodic updates from devices on health check, hardware & firmware version, location mapping etc.

HES also facilitates configuration of AMI parameters such as prepaid / postpaid configuration, Net metering, load curtailment limit, clock setting, event setting for connect/disconnect, remote firmware update, threshold limit for monitored parameters, etc.

- **Network management system**

The Network Management System (NMS) functions within the HES to manage TCP/IP communication network and associated devices and monitor the network performance. NMS routinely check the logged in status of the end node / field device and its availability in the network for data exchange. It collects and store monitoring profiles from End Points (NAN/WAN modules) and network devices for performance evaluation and troubleshooting purposes.

- **Meter data management**

The Meter Data Management (MDM) system receives the data from the HES and manages the collected data and also maps the data to the relevant consumer. The MDM system stores, archive, retrieve & analyse meter data and various other MIS along with validation & verification algorithms. It acts as a central data repository with an interactive dashboard. MDM has the capability to import raw or validated data in defined formats and export the processed and validated data to various other systems sources and services in the agreed format. It provides validated data for upstream systems such as billing, analytics, reporting, etc.

• **Enterprise services and user interface**

The data once received from all the smart meters, the utility can perform multiple functions such as billing and collection information, monitor energy usage pattern and detect irregularities, remote connect/disconnect, undertake demand response initiatives, outage detection, etc. The Smart Metering System can also effectively communicate with end-users. As a result, the

user interface (a mobile based application) plays a critical role in enabling consumers to receive alerts and notifications related to power availability, critical pricing, and dynamic pricing, allowing them to make informed decisions based on their needs. An Android app provides users with detailed consumption data and other value-added features.

Review & outlook on Indian smart energy meters market

As of March 2024, there are over 340 million consumers, with over 94% of them are utilising conventional/static meters. As per Electricity (Rights of Consumers), 2020 in December 2020, all new connections are mandated to be equipped with smart prepayment meter. Further, a notification issued by the MoP in August 2021, stipulates that all conventional/static meters must be replaced with smart meters with prepayment feature. The replacement timeline was set as December 2023 for electrical divisions with over 50% consumers in urban areas having AT&C losses above 15%, and for divisions with AT&C losses above 25% in Fiscal 2020. For other areas, the deadline was set as March 2025. Additionally, this notification outlined the timeline for feeder and DT metering, which requires the installation of meters equipped with AMR facilities or those covered under AMI. This presents a substantial opportunity for the replacement of over 320 million consumer meters with smart meters, out of which 222 million smart consumer meters (total 228 million including DT and feeder meters) have been sanctioned by the government under the RDSS program.

Regulatory overview of smart energy meters

There are broadly five regulatory bodies which looks after the deployment and compliance standards of smart meters in India.

CEA governs the deployment and rollout of smart meters as part of India's smart grid initiatives. It also develops guidelines and technical specifications for smart energy meters. The Department of Telecommunications certifies smart meters with embedded communication modules under Mandatory Testing and Certification of Telecom Equipment (MTCET) to ensure telecom compliance. State electricity regulators monitor and regulate smart meter implementation at the state level. Bureau of India Standard (BIS) develops and enforces IS 16444 specifications to ensure quality and interoperability of smart meters.

Governing authorities for smart meters



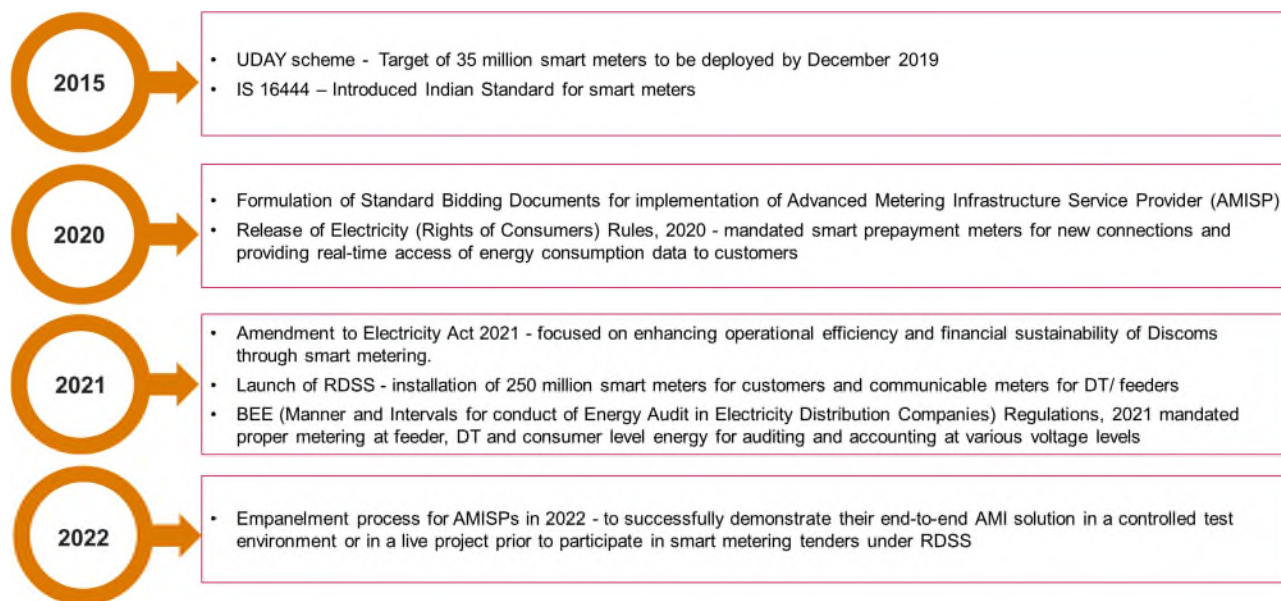
Source: Industry, Crisil Intelligence

Regulatory framework

The government of India constituted India Smart Grid Task Force (ISGTF) in 2010, to undertake smart grid pilot projects and develop policies. In 2015, ISGTF was subsumed into National Smart Grid Mission (NSGM), which was established to act as a nodal agency for planning, monitoring, and implementing smart grid policies and program.

The government aims to replace 250 million conventional meters with smart meters by 2022 under the SMNP, which is now part of the RDSS. The National Tariff Policy, 2016, also mandates the installation of smart meters for consumers, with a goal of eventually converting all meters to smart meters. The RDSS also subsumes other schemes, such as the IPDS, DDUGJY, and the Prime Minister's Development Package (PMDP)-2015 for the erstwhile State of Jammu & Kashmir. These schemes will be implemented as per their extant guidelines and under their existing terms and conditions. However, no new projects will be sanctioned under these schemes.

The key milestones in India's journey in the field of smart metering is depicted in the figure below:



CEA's technical specifications

The CEA published guidelines in 2016 outlining the functional requirements of AMI systems, which include the working principle of HES. The guidelines provide a framework for the development and implementation of AMI systems, emphasizing the importance of a robust and secure communication infrastructure. It also specifies that AMI communication should be based on RF mesh network, PLC, or cellular network, allowing for adaptability to different geographical and infrastructural conditions.

The guideline also outlines specific requirements for smart meters, including the ability to communicate with DCUs, Access Points, or the HES using any of the technologies mentioned in the Indian Standard IS16444 with features such as SIM card compatibility and event logging. It shall support the networking layer protocol IPv4 / IPv6 network addressing OSI architecture model. The Network shall also have adequate cyber security measures.

The technical specifications for single-phase and three-phase whole current smart meters, as per the CEA, include various features such as measurement of electrical energy parameters, integrated load limiting switch/relay, bidirectional communication, and tamper event detection. The meter shall continue recording energy under any tamper condition and would log the event and send alarm at HES after detection of the defined theft features as per IS 15959 Part 2.

CEA (Installation and Operation of Meters) Regulations

Applicability of the Regulations

These Regulations are applicable to meters installed and to be installed by all the generating companies and licensees who are engaged in the business of generation, transmission, trading, distribution, supply of electricity and to all categories of consumers. The regulations provide for type, standards, ownership, location, accuracy class, installation, operation, testing and maintenance, access, sealing, safety, meter reading and recording, meter failure or discrepancies, anti-tampering features, quality assurance, calibration and periodical testing of meters, additional meters and adoption of new technologies in respect of following meters for correct accounting, billing and audit of electricity.

As per the regulation, all interface meters, consumer meters and energy accounting and audit meters shall be of static type. The meters not complying with these regulations shall be replaced by the licensee on his own or on request of the consumer. The meters may also be replaced as per the regulations or directions of the Appropriate Commission or pursuant to the reforms

programme of the Appropriate Government. Also, all consumers in areas with communication networks shall be supplied with electricity with Smart Meters working in prepayment mode, conforming to relevant IS, within the timelines as specified by the Central Government.

Electricity (Rights of Consumers) Rules, 2020

The introduction of the Electricity (Rights of Consumers) Rules, 2020, along with subsequent amendments, strengthens the rights of electricity consumers and outlines the service delivery responsibilities of distribution utilities. These rules focus on detailed service parameters, including the provision of new connections, consumer metering, billing processes, digital payment options, ensuring a reliable power supply, supporting prosumers, and handling grievances.

Government has also simplified the rules for smart metering. To avoid inconvenience of the consumers, the existing penalties for increase in consumer demand beyond the maximum sanctioned load / demand have been reduced. As per the amendment in metering provision, post installation of a smart meter, no penal charges will be imposed on a consumer based on maximum demand recorded by the smart meter for the period before installation date. Load revision procedure has also been rationalized in a way that maximum demand shall be revised upwards only if sanctioned load has been exceeded at least three times in a financial year. Moreover, smart meters shall be read remotely at least once in a day and the data shall be shared with Consumers in order to enable them to take informed decision about consumption of electricity.

The ToD tariff is applicable for C&I consumers having maximum demand of 10 KW and above, from 1st April, 2024 and for all other consumers except agricultural consumers, latest from 1st April, 2025. The ToD tariff shall be made effective immediately after installation of smart meters, for the consumers with smart meters.

Smart meter implementation models

Smart Meters are a value-added product that are three to four times more expensive than conventional meters. In addition, they come with a variety of after-sales services and hence significant capex is required to implement and operate the infrastructure.

Capex model – Under Discom capex model the Discoms invests upfront in smart meters, aiming to improve billing efficiency and reduce losses. The Discoms retains ownership of the smart meters, which are then used to improve their operations. The Discom expects to recoup its investment through reduced losses, improved billing accuracy, and potentially increased revenue from better collection efficiency.

TOTEX model - Total Expenditure (TOTEX) business model is a combination of both OPEX and CAPEX business models which includes a certain amount of upfront lumpsum payment as well as fixed monthly annuity payments. It is a Design Build Finance Own Operate and Transfer (DBFOOT) arrangement (one of public private partnership model) where system integrators (also known as Advanced Metering Infrastructure Service Providers, or AMISPs) will be responsible for all capital expenditures, making discoms free from any financial burden. AMISP would be responsible for supplying, maintaining and operating the metering infrastructure for the purpose of meter-related data and services to Discom.

Some of the key benefits of TOTEX model are:

- a) no upfront capex requirement by utilities to reduce their financial burden;
- b) innovative payment security mechanism in the form of direct debit facility for AMISP to ensure smooth investment recovery;
- c) creation of prepayment infrastructure to ensure customer convenience, etc. among others.

The Discoms are becoming increasingly convinced of the TOTEX model, whereby they will incur no capital expenditures for smart meters and will instead make monthly payments (which are guaranteed) to AMISPs under the ‘pay-as-you-save model’.

The change from capex to PPP/TOTEX implementation model for smart metering projects has been one of the most significant contributions, which has helped expand the Indian smart metering market.

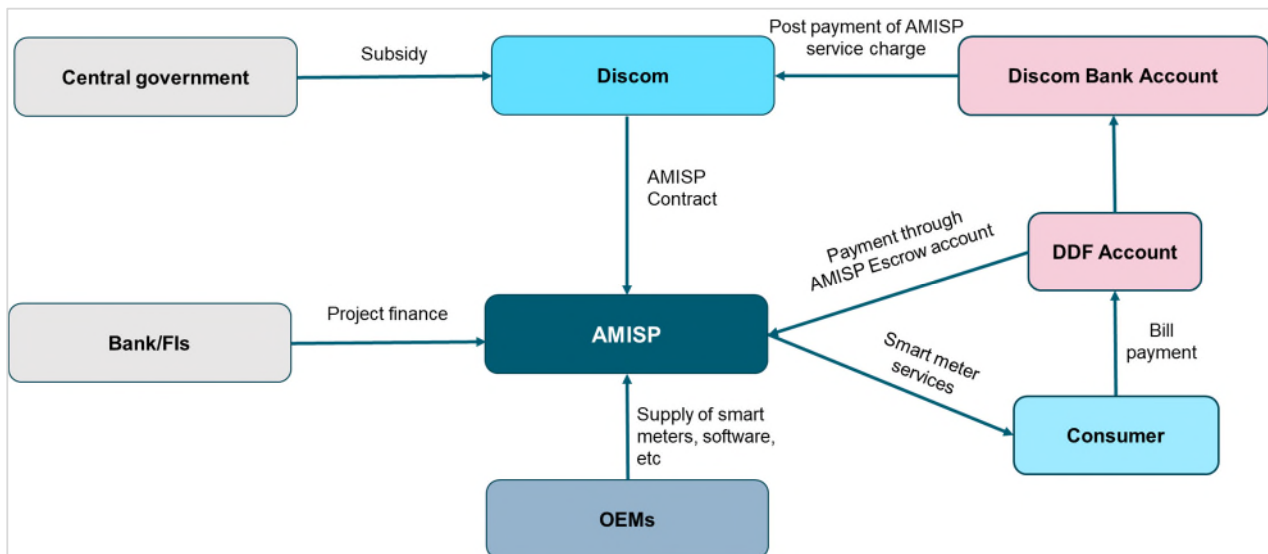
Selection of Bidder under TOTEX model

The Discom will issue an RFP on a DBFOOT model in order to select the eligible bidder. As part of RFP, the eligible bidder shall submit a list of consortium members and subcontractors (if any) along with a valid ISO and CMMI certifications. Once the bidder is selected, the Discom will enter into a contract (“**AMISP Contract**”) with the selected bidder (AMISP), which will form a SPV to undertake the entire activities as per the scope of work outlined in the RFP. AMISP may also appoint subcontractors to meet their obligations under the Contract for supply of meters and software solutions.

Under the DBFOOT model, the AMISP contract will have a term of approximately 10 years, after which the AMISP will transfer ownership of the entire smart metering system, including hardware, software, licenses, and collected data, to the Discom at no cost. During the contract period, AMISP will be responsible for operating and maintaining the AMI. In return, the Discom will pay the AMISP a monthly service charge, as outlined in the contract terms and conditions.

The deployment of AMI involves a diverse range of stakeholders including government bodies that provide subsidies and oversight for the program, distribution utilities responsible for rolling out the smart meter program, AMISPs that implement and operate the AMI system, lenders/financial institutions that provide capex funding to AMISPs and Smart Meter OEMs. The AMISPs further collaborate with multiple service providers and system integrators to ensure the comprehensive implementation of the AMI system. This collaboration includes communication providers, MDM providers, HES providers, cloud service providers and data analytics platform in the form of web and mobile applications and software. This multi-stakeholder collaboration enables a seamless and efficient deployment of the smart meter program, ensuring a cohesive and effective implementation of the AMI system. The overview of AMISP operating model covering all the key stakeholders is given below.

AMISP’s Business model

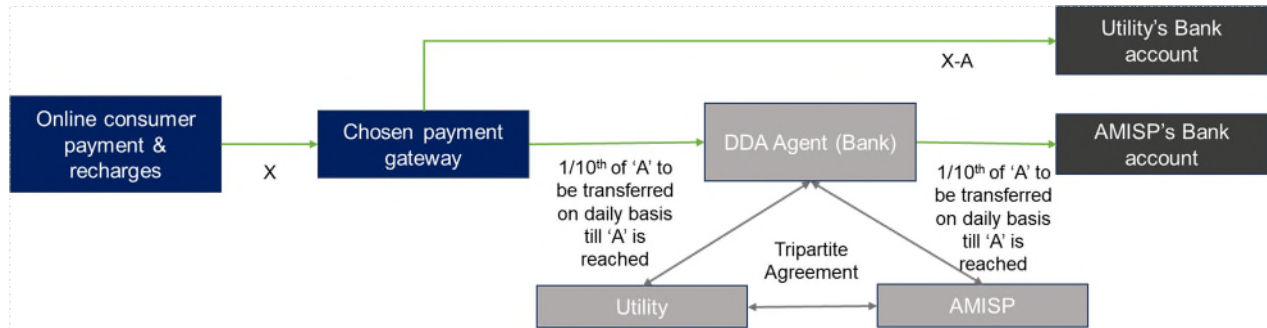


Source: AMISP Standard bidding document, Crisil Intelligence

A key feature of the model is its payment security mechanism through Direct Debit Facility. The Discom is required to setup a direct debit facility within fourteen working days of the Operational Go-Live date. This facility will enable the automatic recovery of the AMISP Monthly Fee from online consumer payments. To achieve this, the Discom will create a separate online payment gateway that is compatible with all payment modes and allows for 100% direct debit of the AMISP Monthly Fee. The direct debit facility will utilize a 'bucket filling' approach, where all consumer recharge bill payments made between the 11th

and 10th working day of the following month will be directly credited to AMISP's bank account. This process will continue until the undisputed AMISP Monthly Fee, along with any supplementary invoices, is fully recovered.

Payment flow after Operational Go-live of the AMISP System



X- payments received from consumers; A- AMISP monthly fee;

Source: REC, Crisil Intelligence

Some of the key responsibilities/obligations of AMISP are:

- Operation of the AMI System for the operational period and bearing the necessary charges to maintain the AMI System
- Deployment of smart meters, communication systems, HES and MSM systems;
- Integration with billing systems and existing legacy systems;
- Deployment of standard interfaces to enable integration of future information technology/operational technology applications into the AMI System (including peak load management, SCADA, outage management system and distribution automation);
- Integration of network interface card/communication module with at least three makes of meters in India, to enable the respective meters to seamlessly integrate with the proposed HES and/or mobile device management enabling interoperability of the system;
- Designing, testing and implementing consumer portal and mobile applications covering all consumer categories and category specific features;
- Integration with existing payment infrastructure (to be facilitated by the respective DISCOMs) including different payment channels for pre-paid recharges and post-paid bill payments. Additionally, AMISP shall facilitate the availability of infrastructure for the recharge of Smart Meters through feature phones and physical channels;
- Implementing data privacy as per the specifications specified and the same should be in compliance with the Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011;
- Develop a consumer engagement plan for smooth implementation of the AMI System. The said plan should include educating consumers about the pre-paid recharge mechanism, benefits of pre-paid meters, and potential usage of Smart Meters data for consumers;
- During operational phase, ensure availability of services and spare parts including for expansion.

Existing consumer, feeder and DT metering status

Consumer metering

As per CEA, there are about 341.8 million consumers in the country as of March 2024, out of which about 322.3 million consumers are metered. About 80% of consumers are domestic, followed by C&I (10%), agriculture (8.13%) and remaining in others category. The number of urban consumers is about 138.1 million (40.42%) and that of rural consumers is 203.6 million (59.58%). In terms of energy consumption, domestic and agriculture consumers consume over 50% of total energy, whereas C&I consume over 40%. The category wise details of consumer wise energy consumption with metering status is given below:

Consumer metering status (figures in million)

Consumer category	Total energy consumed during Fiscal 2024 (BU)	Urban	Rural	Total	Total metered
Domestic	352.57	111.46	160.79	272.25	267.32
Commercial	113.51	18.94	11.89	30.83	30.72
Industrial	368.23	2.12	1.87	3.99	3.98
Agriculture	255.11	2.98	24.76	27.75	13.33
Traction	5.20	0.001	0.001	0.002	0.002
Public Water Works	43.42	0.65	1.15	1.80	1.79
Street Lighting		0.43	0.48	0.91	0.90
Miscellaneous & others	16.31	1.58	2.69	4.28	4.25
Total	1154.35	138.161	203.631	341.812	322.292

Source: CEA, Crisil Intelligence

Feeder metering

As per CEA, there are about 0.25 million 11 kV feeders in the country as of March 2024, out of which 75,544 (30.12%) feeders are Urban feeders and 1,75,268 (69.88%) feeders are Rural feeders including 88,856 (35.42%) Agriculture feeders in the country as of March 2024. The details of feeders are as shown in the table below:

Status of Feeder meters

Feeders	Total no. of feeders	No. of metered feeders
66 kV/33 kV/22 kV Feeders	38,691	38,161
11 kV Feeders		
Urban Feeders (Private Utilities)	12,360	12,221
Urban Feeders (Govt. Utilities)	63,184	62,917
Non-Agricultural Rural Feeders	86,412	85,445
Feeders with Agricultural Load >30%	88,856	88,353
Total 11 kV Feeders	289,514	287,108

Source: CEA, Crisil Intelligence

To ensure comprehensive monitoring of all outgoing distribution feeders, National Feeder Monitoring System (NFMS) is being developed with the objective to establish a centralized IT platform that monitors the reliability and quality of power across the country's distribution feeders. This is being achieved through machine-to-machine integration, both in batch and real-time, with various feeder monitoring systems deployed at the DISCOM level. Overall, the NFMS leverages advanced monitoring, reporting, and data analytics capabilities to enhance the reliability, quality, and operational efficiency of the power distribution system. Its implementation will benefit both Discoms and consumers by ensuring a more robust and effective power supply metering system. Under RDSS, existing non-communicable feeder meters shall be replaced with communicable meters and integrated with AMI. Further, all feeders shall be integrated with the NFMS. Feeder meters have 4 digital inputs, to monitor ON/OFF status of Feeder.

As per the above table, there are only 2,400 feeders pending for meter installation. However, as of March 2025, about 0.20 million feeders have been sanctioned for feeder metering under RDSS, of which over 60% has been installed.

DT metering

As per CEA, there are approximately 15.1 million DTs in the country as of March 2024. Among these, 23.11 lakhs DTs (15.24%) are serving urban areas, while around 128.51 lakhs DTs (84.76%) are serving rural areas. The distribution of DTs between urban and rural areas is as follows:

Status of DT metering

	Total no. of DTs	No. of metered DTs
Urban	23,11,076	14,50,583
Rural	1,28,51,365	49,03,331
Total	1,51,62,441	63,53,914

Source: CEA, Crisil Intelligence

The overall percentage of metering of DTs is low in the country. However, states like Delhi, Kerala, Gujarat, Goa, etc. have exceeded 80% DT metering percentages. On the other hand, states such as Andhra Pradesh, Jammu & Kashmir, Odisha, Punjab, West Bengal etc. have DT metering percentages below 25%. It is crucial for these states to prioritize and dedicate resources to improve their metering infrastructure.

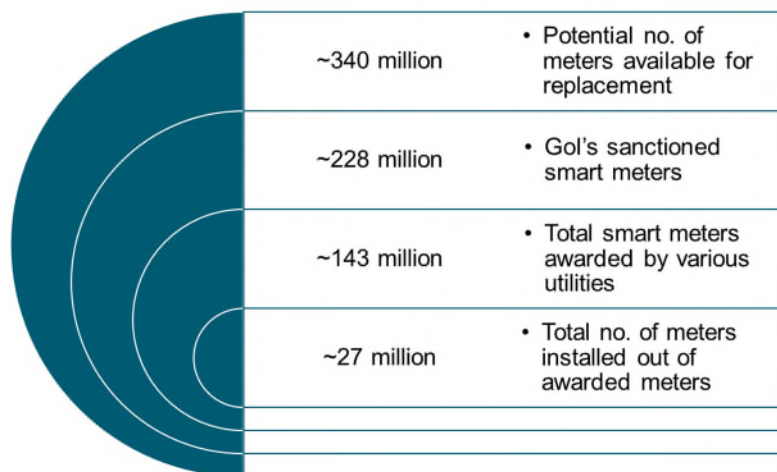
Metering DTs is essential for accurate energy auditing and accounting for the energy flowing from feeders to consumers. As per MoP Notification, all DTs except those supplying only agricultural consumers, HVDS (High Voltage Distribution System) transformers with capacities up to 25 kVA and other DTs with capacities less than 25 kVA, shall be metered with communicable AMI/AMR meters.

As per the above table, about 8.8 million DTs are un-metered as of March 2024. However, as of March 2025, about 5.2 million DT meters have been sanctioned under RDSS, of which 11% has been installed. The potential for the remaining 3.5 million existing DTs which are yet to be metered for which a dedicated scheme needs to be developed by the government.

Status of smart energy meter installation

The figure below illustrates the distinction between sanctioned, awarded, and installed meters. Sanctioned meters refer to the total number of meters for which the government has allocated a budgetary outlay. Awarded meters are those for which the

discoms have issued tenders and selected AMISPs to deploy the smart meters. Installed meters are those that have been successfully deployed and are operational, indicating the actual implementation.

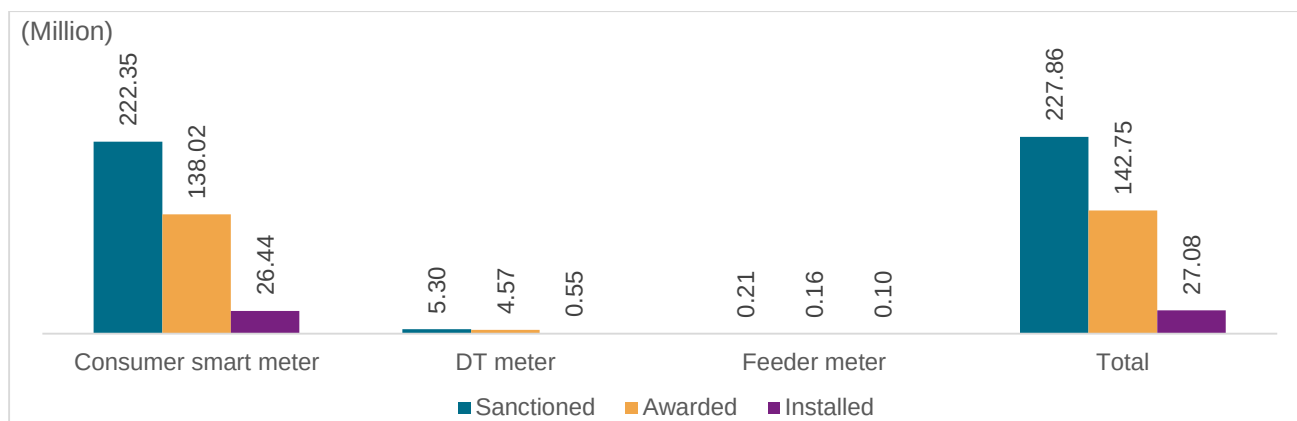


Source: Crisil Intelligence

As of March 31, 2025, approximately 227.86 million smart energy meters (incl. consumer, DT and feeder) have been sanctioned, of which approximately 142.75 million smart energy meters have been awarded and approximately 27 million smart energy meters have been installed, representing 11.9% of the total sanctioned smart energy meters.

The smart consumer meter installation progress stands at 19.2% of the awarded volume of 138 million nationwide. Notably, state distribution utilities have already awarded 62% of the sanctioned meters to various AMISPs. The smart consumer meter segment dominates the sanctioned meter, accounting for 97.6% of the total, while DT and Feeder smart meters make up the remaining portion.

Overall status of smart energy meters



Source: National Smart Grid Mission Portal, Crisil Intelligence

There is significant allotment of smart meters under the “smart consumer meter” category in all the schemes. The DT meter and feeder meter category has the allotment in the few specific schemes like SDP, RDSS, utility owned and PMDP as shown in the below table.

Scheme wise allocation of smart meters among the three category (values in million)

Schemes	Smart consumer meter			DT meter			Feeder meter		
	Sanctioned	Award	Installed	Sanctioned	Award	Installed	Sanctioned	Award	Installed
DDUGJY	0.038	0.038	0.038	-	-	-	-	-	-
IPDS	0.843	0.843	0.843	-	-	-	-	-	-
Non-RDSS to RDSS	2.97	2.97	2.47	0.052	0.052	0.031	0.00	0.00	0.00
NSGM	0.179	0.179	0.170	-	-	-	-	-	-
PMDP	0.727	0.666	0.649	0.021	0.021	0.013			
RDSS	194.86	111.07	12.89	5.20	4.47	0.48	0.205	0.164	0.100
SDP	0.059	0.059	0.056	0.002	0.002	0.002	0.00	0.00	0.00
Utility Owned	22.68	22.20	9.32	0.02	0.02	0.02	0.00	0.00	0.00
Total	222.35	138.02	26.44	5.30	4.57	0.55	0.21	0.16	0.10

Source: National Smart Grid Mission Portal; Crisil Intelligence

Smart metering implementation in key states

Government of India launched the RDSS. Through the scheme, GoI sanctioned the number of smart meter installation in each state. Below is the status of the smart meter installation. The Scheme aims to reduce the AT&C losses to pan-India levels of 12-15% and ACS-ARR gap to zero by 2024-25.

Under non-RDSS schemes, such as Utility-owned schemes, NSGM, IPDS, and PMDP, a total of 24.5 million smart consumer meters have been sanctioned. As of March 2025, approximately 10.8 million of these meters have been installed, representing a 45% completion rate. In contrast, the RDSS scheme accounts for the majority of sanctioned meters, with 197.8 million meters approved. Of these, 114 million have been awarded to AMISPs, but installation progress has been slower, with only 11.5% of awarded meters installed as of March 2025.

States such as Uttar Pradesh, Maharashtra, Bihar, Rajasthan have already awarded sanctioned meters to AMISPs, thereby limiting opportunities for smart meter suppliers to capitalize on these markets, particularly if procurement orders have been placed. In contrast, states such as Tamil Nadu, West Bengal, Gujarat, Madhya Pradesh, Kerala, and Punjab present substantial opportunities for both AMISPs and smart meter suppliers, with approximately 83 million smart meters remaining to be awarded in these jurisdictions.

Status of smart consumer meter installation in major key states (in million)

Sr no	States	Sanctioned	Awarded	Installed	% achieved	Selected AMISPs
1.	Uttar Pradesh	30.98	30.98	2.85	9.2%	GMR, Genus, Intellismart, Polaris L&T (Utility owned scheme)
2.	Tamil Nadu	30.14	0.14	0.13	0.4%	Genus (Utility owned scheme) Not yet awarded under RDSS
3.	Maharashtra	23.56	24.83	1.91	8.1%	Adani, Genus, Montecarlo, NCC
4.	West Bengal	21.21	3.72	0.42	2.0%	Apraava Energy, Iskraemeco India, Polaris, GVPR Engineers
5.	Bihar	17.21	17.21	6.55	38.1%	Adani, EESL, Genus, Intellismart, NCC, Secure Meters

Sr no	States	Sanctioned	Awarded	Installed	% achieved	Selected AMISPs
6.	Gujarat	16.51	10.79	1.11	6.7%	Apraava, Intellismart, Iskraemeco
7.	Rajasthan	14.90	14.92	0.61	4.1%	Apraava, Genus
8.	Madhya Pradesh	13.44	5.50	2.16	16.0%	Alfanar Power, Montecarlo, Techno Electric
9.	Kerala	13.29	0.00	0.00	0.0%	Not yet awarded
10.	Punjab	9.83	1.05	1.48	15.1%	Not yet awarded under RDSS
11.	Others	31.28	28.88	9.22	29.5%	
	Total	222.35	138.02	26.44	11.9%	

Source: National Smart Grid Mission Portal; Crisil Intelligence

As of March 2025, about 86% of the sanctioned DT meters have been awarded, with approximately 10% have been installed. Some states such as Assam, Bihar, and Maharashtra have made considerable progress, with Assam leading with approximately 71% of its meters installed out of 94,547 DT meters sanctioned. It is expected that the deployment of DT meters will be completed in the next 1-2 years. The demand for high value, high margin DT and feeder smart meters is expected to rise as utilities seek better grid monitoring and efficiency solutions.

The key states in terms of sanctioned DT meter quantity are highlighted in the table below:

Status of smart DT meter installation in major key states (in million)

Sr no	States	Sanctioned	Awarded	Installed	% achieved	Selected AMISPs
1.	Uttar Pradesh	1.53	1.53	0.07	4.4%	GMR, Genus, Polaris, Intellismart
2.	Tamil Nadu	0.47	0.00	0.00	0.3%	Genus (Utility owned scheme) Not yet awarded under RDSS
3.	Rajasthan	0.43	0.43	0.00	0.0%	Apraava, Genus
4.	Madhya Pradesh	0.42	0.43	0.03	6.9%	Alfanar Power, Montecarlo, Techno Electric
5.	Maharashtra	0.41	0.41	0.13	30.5%	Adani, Genus, Montecarlo, NCC
6.	West Bengal	0.31	0.31	0.00	0.0%	Not yet awarded
7.	Gujarat	0.30	0.30	0.08	25.4%	Apraava, Intellismart, Iskraemeco
8.	Andhra Pradesh	0.29	0.29	0.00	1.3%	Adani, Shirdi Sai Electricals
9.	Bihar	0.25	0.24	0.11	44.8%	Adani, Genus, Intellismart, NCC, Secure Meters
10.	Chhattisgarh	0.21	0.27	0.04	17.0%	Genus, Tata Power
11.	Others	0.67	0.35	0.09	14.0%	
	Total	5.30	4.57	0.55	10.3%	

Source: National Smart Grid Mission Portal; Crisil Intelligence

The installation of Feeder meters has made significant progress, with over 80% of the sanctioned meters already awarded and nearly 49% installed. Assam (2,782) and Uttar Pradesh (20,874) have completed the installation of all sanctioned meters, while states like Maharashtra and Uttarakhand have achieved installation rates of over 90%. The key states in terms of sanctioned Feeder meter quantity are highlighted in the table below:

Status of smart feeder meter installation in major key states (in thousand)

Sr no	States	Sanctioned	Awarded	Installed	% achieved	Selected AMISPs
1.	Madhya Pradesh	29.71	28.83	11.91	40.1%	Alfanar Power, Techno Electric
2.	Maharashtra	29.21	29.21	28.88	98.8%	Adani, Genus, NCC, Montecarlo
3.	Rajasthan	27.13	29.68	11.42	42.1%	Idea Infinity, Radius

Sr no	States	Sanctioned	Awarded	Installed	% achieved	Selected AMISPs
4.	Tamil Nadu	18.39	0.12	0.12	0.6%	Not yet awarded under RDSS
5.	Andhra Pradesh	17.36	17.36	2.31	13.3%	Adani, Shirdi Sai Electricals
6.	Punjab	12.56	0.00	0.00	0.0%	Not yet awarded
7.	West Bengal	11.87	11.87	2.70	22.8%	Polaris
8.	Chhattisgarh	6.72	8.32	5.54	82.5%	Tata Power, Genus
9.	Bihar	6.43	5.68	5.61	87.3%	Adani, NCC, Secure
10.	Kerala	6.03	0.00	0.00	0.0%	Not yet awarded
11.	Others	40.24	33.75	32.02	79.6%	
	Total	205.65	164.81	100.51	48.9%	

Source: National Smart Grid Mission Portal; Crisil Intelligence

A total of over 85 million smart meters are yet to be awarded by the discoms across the states. The table below provides an overview of the total smart energy meters sanctioned but not yet awarded in key states, as of March 31, 2025:

State	No. of smart energy meters sanctioned	No. of smart energy meters yet to be awarded
Tamil Nadu	30,140,849	30,000,000
West Bengal	21,208,759	17,484,486
Kerala	13,290,166	13,289,361
Punjab	9,830,007	8,784,807
Gujarat	16,510,860	5,715,900
Others	136,878,593	9,831,258
Total	227,859,234	85,105,812

Source: NSGM, Crisil Intelligence

Key growth drivers for implementation of smart energy meters

Government initiatives:

Under RDSS, the states with relatively high AT&C losses have been classified as *special category states* shall be granted subsidy of ₹ 1,350 or 22.5% of smart consumer meter cost, whichever is lower. All other states shall be granted subsidy of ₹ 900 or 15% of smart consumer meter cost, whichever is lower. To accelerate progress, an additional incentive was offered for installations completed by December 2023 – lower of ₹ 675 or 11.25% of smart consumer meter cost for *special category states* and lower of ₹ 450 or 7.5% for all other states.

Strong implementation pipeline:

A substantial pipeline of smart meter installations is anticipated, with over 85 million meters yet to be awarded. Furthermore, the mandatory installation of smart meters for all new connections, as per regulatory requirements, is expected to drive additional demand. According to the CEA, over 120 million new connections are expected to be added over the next five years, thereby expanding the overall pipeline to over 200 million smart meters.

Introduction of Time-of-Day tariff:

Smart meters can provide real-time energy usage data that would help consumers adjust their consumption patterns to take advantage of lower tariffs during off-peak hours. Discoms can send alerts and notifications to consumers when they are approaching peak hour tariffs, helping them to adjust their usage accordingly.

Urbanisation and rising energy consumption:

The growing demand for energy in India, driven by rapid urbanization and population growth, has created a need for innovative energy management solutions like smart meters. Smart meters provide accurate consumption data, enable effective load management, and help utilities reduce transmission losses, making them an essential tool for managing India's rising energy demand. Moreover, they help address the issue of AT&C losses, improving the overall efficiency of the energy distribution system.

Improvement in billing efficiency and reduction in AT&C losses:

With an average billing efficiency of 86.9% in India for Fiscal 2024, a substantial 13% of electricity generated goes unbilled (which is equivalent to about ₹ 800 - 1,000 billion), leading to considerable revenue losses. The implementation of smart metering technology can significantly mitigate this issue by ensuring accurate billing, reducing operational expenses and AT&C losses, and unlocking advanced capabilities such as demand response and grid optimization. Furthermore, smart metering empowers consumers with greater visibility and control over their energy usage, enabling them to make informed decisions, optimize their consumption, and potentially realize cost savings.

Robust payment mechanisms:

The introduction of a direct debit facility will provide a secure and efficient means of payment collection, enabling AMISPs to receive timely payments from consumers. This, in turn, will mitigate the risk of payment defaults and associated financial losses.

Rising decentralised renewable energy sources/storage:

The integration of renewable energy sources into the grid requires dynamic monitoring, load forecasting and real time adjustments. Increasing decentralised RE in the form of rooftop solar projects, microgrids where the consumers also play the role of prosumers. The use of smart meters in such applications become critical for net metering and dynamic pricing. Moreover, DC side smart metering in solar projects and energy storage applications also play crucial role in monitoring and managing the system performance.

Outlook on market size of smart energy meters in India

State discoms have awarded contracts for over 115 million smart meters, translating to a value of approximately ₹ 375 billion over the last five years. About 67% of these awarded quantum was made in 2024 alone. As of March 2025, there remains a substantial pipeline of 85 million smart meters, representing 37% of the total sanctioned meters, that are yet to be awarded by utilities. Furthermore, an additional 28 million smart meters would be required to be sanctioned to meet the target of 250 million smart meters, bringing the total pending smart meters to 113 million. The upcoming awards for these remaining smart meters, expected to be made over the next 2-3 years under the RDSS scheme, are anticipated to unlock a substantial opportunity worth ₹ 360-370 billion by Fiscal 2027.

Further, by 2030, the total potential demand for smart consumer meters is expected to reach over 390 million, driven by new installations as mentioned above, over 120 million new connections as per CEA between Fiscal 2026-2030 and the replacement of leftover meter along with old smart meters installed between 2017-2020, which would reach the end of their 10-year lifespan between 2027-2030. The demand for DT and feeder smart meters is also expected to rise as utilities seek better grid monitoring and efficiency solutions. Moreover, India has huge potential of small township projects in MES, Railways, Government PSUs like NTPC, HAL, PowerGrid, in addition to many private developers' townships as well. The detailed breakup of smart energy meter market in India by 2030 is given in the table below.

The market for smart consumer meters, DT meters, and feeder meters presents opportunities for growth. The table below summarizes the overall untapped market size of smart meters.

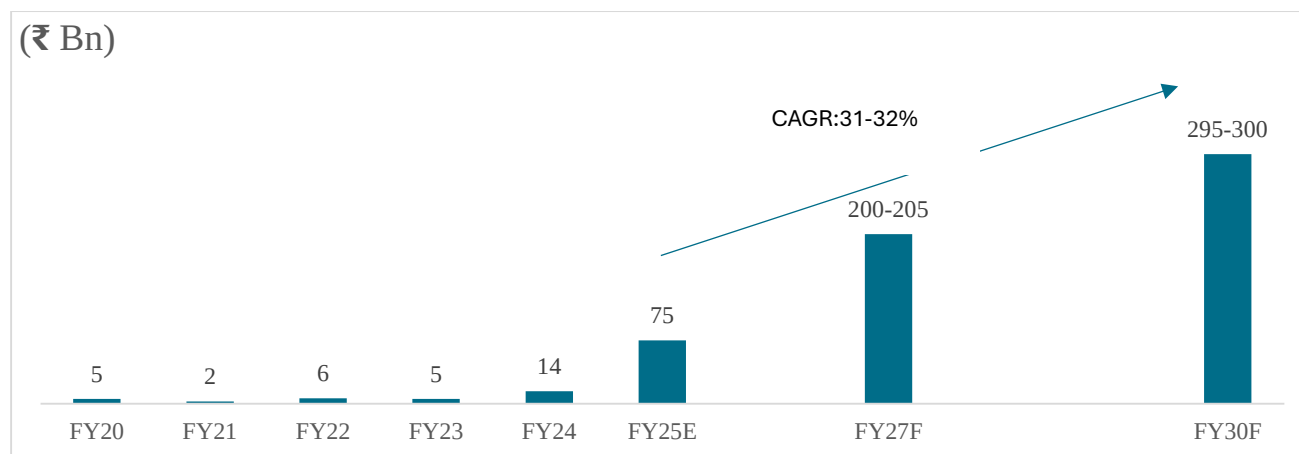
Estimated segment wise volume of smart energy meters requirement by 2030

Particulars	Meters in (million)
<i>Consumer metering</i>	
Smart consumer meter target (A)	250.00
Total sanctioned meters (B)	222.35
Estimated new connections to be added between Fiscal 2026-2030 (C)	120.00
Replacement of leftover meters between Fiscal 2028-2030 (D)	50.00
Total meters to be installed by 2030 (A+C+D)	420.00
Total smart consumer meters installed	26.44
Total estimated no. of meters to be installed by 2030	393.56
<i>Feeder metering</i>	
Total sanctioned meters (E)	0.21
Estimated new feeders to be added between Fiscal 2026-2030 (F)	0.64
Total feeder meters to be installed by 2030 (E+F)	0.85
Total feeder meters installed under RDSS	0.10
Total estimated no. of feeder meters to be installed by 2030	0.75
<i>DT metering</i>	
Total DT sanctioned meters (G)	5.30
Estimated DT additions between Fiscal 2026-2030 (H)	2.80
No. of existing un-metered DTs (I)	3.50
Total DT meters to be installed by 2030 (G+H+I)	11.60
Total DT meters installed under RDSS	0.55
Total estimated no. of DT meters to be installed by 2030	11.05
Total estimated ABT meters required at distribution substation 66/33/22 kV	0.007
Total estimated MFM meters required at distribution substation 66/33/22 kV	0.014

Note: These values are as on 31st March 2025; Source: NSGM, Crisil Intelligence

Considering the above estimations, the annual smart energy meter market in India was valued at ₹ 75 billion in Fiscal 2025 and is projected to attain an annual market size of ₹ 295-300 billion by Fiscal 2030, growing at a CAGR of 31-32%. This translates to a cumulative potential market size of ₹ 1,180-1,200 billion over Fiscal 2026-30.

Estimated annual market size of smart energy meters



E: Estimated, F: Forecast; Source: NSGM, Crisil Intelligence

Key risk factors and challenges in smart meter adoption

Lack of infrastructure especially in rural areas:

While the necessary infrastructure for implementing smart energy meters is largely in place, the reliability and quality of power and cellular networks remain a significant concern in some of the rural and remote places in India.

Limited track record of DDF:

The use of DDF in the context of meter payments is relatively new and hence there is limited historical data to rely on for forecasting payment patterns. Further, the timeliness of receipt of lumpsum payments remains crucial, as these payments will be utilised for subsequent meter installation cost.

Technical challenges:

The installation and maintenance of smart meters require skilled technicians, which may be lacking in some parts of the country. Investing in training programs to develop a skilled workforce capable of installing, maintaining, and supporting smart meters is essential.

Slow adaptation of smart meters:

The implementation of smart meters has been slower than expected, due to a combination of factors. One of the primary reasons was delay in issuing tenders as utilities navigated the complexities of implementing this new technology and setting up of the necessary infrastructure for DDF mechanisms for payment. Moreover, the technology was also new and AMISPs faced a steep learning curve, requiring around 1-2 years to fully understand the operational and technical challenges associated with the technology. Additionally, the process of collecting and validating consumer data for consumer indexing, as well as the testing and approval process, have also contributed to the delay.

As per MoP, India is now witnessing the average deployment of over 1 lakh smart meters per day in 2025, marking a substantial increase from average 15,000 meters per day installed in 2024. This growth is expected to significantly accelerate the implementation of awarded smart meter projects.

Data privacy and cyber security challenges:

Smart meters have robust cyber safety measures, protocols, and firewalls in place, including encryption and secure communication modules from trusted suppliers. The Software in the Meter has multiple levels of security as per COSEM specifications. When data is received on the HES server, it is protected by various Firewalls and cyber security monitoring is done by Telecom Service provider as per latest international standards. However, the risk of data privacy and cyber security remains a concern when connected to a wireless network.

Overview of global smart energy metering market

Existing smart meter penetration

The global demand for smart electricity meters has experienced a significant surge in recent years, driven by the increasing focus on efficient energy management, sustainability, and technological innovation. As of 2023, the worldwide installation of smart meters has crossed over 1.5 billion, with a global average of smart meter penetration reaching about 40-43%.

The adoption of smart electricity meters has been particularly pronounced in North America and Europe, with market penetration rates of about 77-80% and 60-63%, respectively, as of 2024. The Asia-Pacific region which has a penetration of about 49%, led by East Asian countries such as China and Japan, with both countries having completed their nationwide rollouts.

The Asia-Pacific region dominates the global metering market, boasting a customer base of over 1.6 billion electricity and gas users, surpassing the combined total of North America and Europe. The region's annual demand for electricity meters is substantial, ranging from 110 to 180 million units, with China alone accounting for approximately half of this demand. As the region's utilities continue to evolve, many are now gearing up to deploy next-generation meters, driven by the emergence of advanced smart meter functionalities and innovative smart energy applications. This impending rollout of second-generation meters is poised to revolutionize the way energy is consumed and managed in the region, enabling greater efficiency, convenience, and sustainability for both utilities and consumers. With its vast market size and growing demand for smart energy solutions, the Asia-Pacific region is set to remain a hub for metering innovation and growth in the future years.

Southeast Asia constitutes the most nascent smart metering market in Asia-Pacific. The main utilities in Indonesia and Thailand are now at the very beginning of their large-scale smart metering implementation plans while the leading utilities in the Philippines have similar ambitions. In Vietnam, the national utility has rolled out basic remote metering technologies for years with a vision to eventually transition to more advanced technologies. The smart meter deployment target has been given in the table below for some of the major countries in the region such as Philippines, Vietnam, Malaysia, Singapore, Thailand, Indonesia.

Smart metering plans in key Southeast Asian countries and Middle east region

Major countries	Smart metering plans
Philippines	Manila Electric Company (Meralco) plans to deploy 3.27 million smart meters under its AMI program between 2025 and 2029

Major countries	Smart metering plans
Vietnam	Vietnam Electricity (EVN) has been actively replacing older meters with electronic meters and AMR systems. In 2022, there were 24.7 million electronic meters (81% of the total of 30.3 million consumer meters), of which 23.3 million were having remote measuring (AMR) and data collection features. As per Vietnam Smart Grid Development Roadmap 2030, from 2023 onwards, the focus would be on automation of distribution grid and AMI for all customers. However, the country is facing smart metering implementation challenges due to the high cost of smart meters.
Malaysia	The adoption of smart meters began in 2020, and has expanded rapidly across the nation, with around 2.3 million units installed as of 2024. The smart meter initiative aims to install 9.1 million units in Peninsular Malaysia by 2026, with notable increases in adoption expected in regions such as Melaka, Selangor, Kuala Lumpur, and Penang.
Thailand	The Provincial Electricity Authority (PEA) launched a 20-year roadmap in 2017 to develop a national smart grid which also includes smart metering
Singapore	There are over 1.4 million households in Singapore, of which about 0.5 million smart electricity meters have been deployed. The metering of remaining households is expected to be completed by 2026.
Indonesia	PLN, Indonesia's state-owned electricity company has set a target of installing 1.2 million smart meters by 2023, 4 million by 2025 and 10 million by 2030.
Middle East	Saudi Arabia and UAE are investing heavily in smart electricity grids which includes smart meters. Saudi Arabia has automated 32% of its distribution grid and installed over 10 million domestic smart meters. As of 2024, DEWA deployed over 1.2 million smart electricity meters across Dubai. Saudi Arabia has targeted to automate 40% of the distribution networks by 2025, with 32% of that target already achieved. Oman and Kuwait aim to roll out 1.2 million and 0.5 million smart meters, respectively, in 2025

Source: Country reports on smart grid rollout plans, Crisil Intelligence

Country wise standards

Country	Standards	Regulatory Authority
Australia	Australian Energy Market Operator (AEMO) Metering Code	Australian Energy Regulator (AER)
European Union	EN 62056 series for electricity metering data exchange	European Commission

Country	Standards	Regulatory Authority
	IEC 62053 series for electricity metering equipment and metering accuracy	
India	IS 16444: Covers technical requirements for smart meters CBIP-325: Provides technical guidelines for meter reliability, durability, and communication protocols MTCTE (Mandatory Testing and Certification of Telecom Equipment)	Bureau of Indian Standards (BIS) Central Electricity Authority (CEA) Department of Telecommunications (DoT) State Electricity Regulatory Commissions (SERCs)
UAE	Cabinet Resolution No. (140) of 2023	Respective Regulation and Supervision Bureau
U.S.	National Institute of Standards and Technology (NIST) Framework and Roadmap for Smart Grid Interoperability Standards	Federal Energy Regulatory Commission (FERC)
UK	Smart Meter Implementation Programme (SMIP)	Office of Gas and Electricity Markets (Ofgem)

Source: Industry, Respective Regulatory Authority, Crisil Intelligence

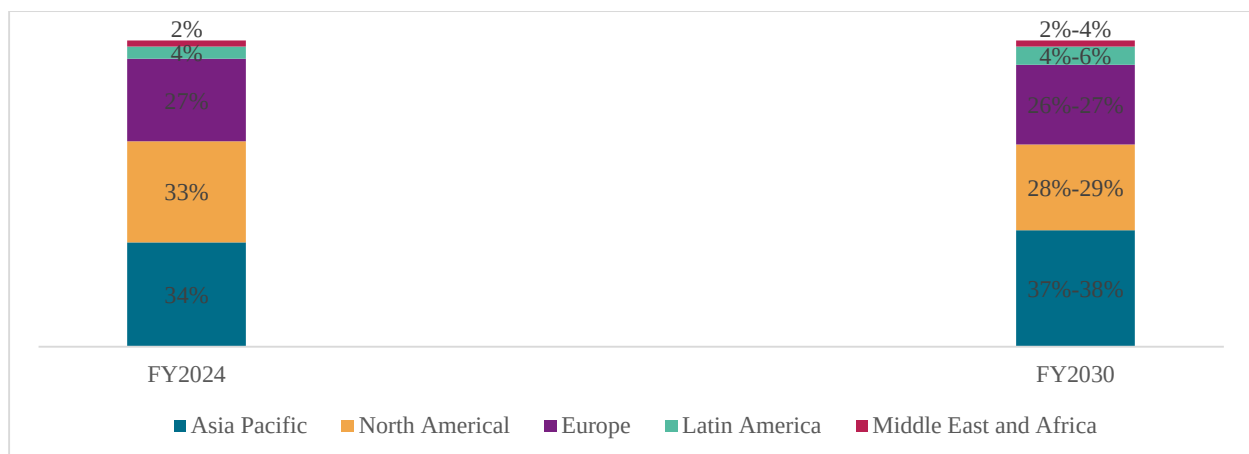
Regional Outlook

The Asia-Pacific region is expected to dominate the smart meter market, accounting for over 37-38% of the global market share by 2030. China, India, and South Korea are expected to be the key drivers of growth in the region. The market is expected to grow at a CAGR of 14-16%, with a market size of \$4-5 billion in 2024 to \$11-12 billion by 2030. The penetration rate of smart electricity meters in the region is expected to grow from 61% in 2023 to 80% in 2029-30.

The North American smart meter market is expected to grow at a CAGR of 10-11% with a market size of \$8-9 billion to \$14-15 billion by 2030, driven by the increasing adoption of smart grid technologies and the need for energy efficiency. North America is projected to achieve a penetration rate of 94% by 2029-30.

The European smart meter market is expected to grow at a CAGR of 5-6% with a market size of \$2-3 billion in 2024 to \$4-5 billion by 2030, driven by the EU's smart metering rollout targets and the need for energy efficiency. Europe anticipated to reach 76% by 2027 and 90-92% by 2030.

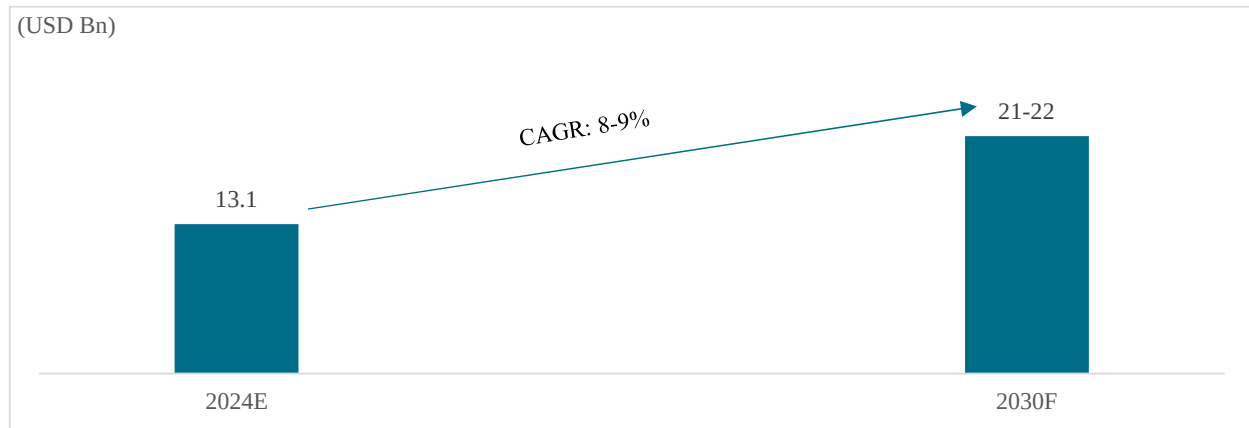
Region wise market assessment (%)



Source: Industry; Crisil Intelligence

The global smart meter market is expected to grow at a rapid pace, driven by increasing demand for energy efficiency, grid modernization, and the need for real-time monitoring and control of energy consumption. The global smart meter market is expected to grow at a CAGR of 8-9% from 2024 to 2030, with the annual market size expected to reach U.S.\$ 21-22 billion by 2030.

Estimated annual market size for global energy smart meters in 2030



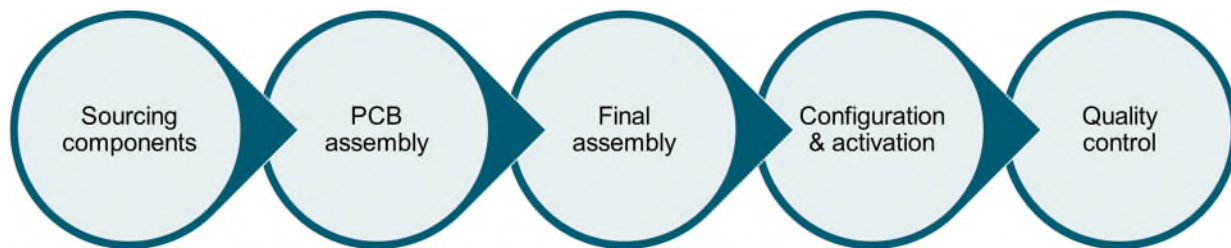
E: Estimated; F: Forecast; Source: Industry; Crisil Intelligence

Overview of smart meter manufacturing value chain

Manufacturing process

The smart meter has three parts - Structural part (includes bottom case, meter cover, terminal button case, terminal button cover, etc.). Electronic hardware part (includes current and voltage signal sampling, measurement, MCU, control part, data storage, LCD display, communication module, power supply part, etc.) and Software part (to perform series of functions such as energy measurement, data acquisition, data processing, load control, and remote communication).

Manufacturing a smart meter involves bringing together metrology, communications, security, and telemetry into a reliable device suitable for mass deployment. The core of any smart meter is precision measurement of voltage, current, power, and associated parameters.



Components: The raw materials such as polypropylene, PVC granules for meter case and covering, electrical components such as Power convertor, Processor, Modem, Internal Battery, Operator Interface, Cover Tamper Switch, Tact switches, Hall Effect Sensor, Customized circuit board, LED or LCD- which displays the energy consumption in digits, etc. and other materials like screws, springs, battery, battery contacts, connectors, wires, etc.

PCB assembly: The smart meter's electronic circuitry features Printed Circuit Boards (PCBs) with mixed-technology assembly, incorporating Surface Mount Device (SMD) components for both metrology, communication and control functions. These PCBs are designed to support complex wiring requirements, utilizing double-sided or multilayer boards as needed. To ensure reliable power supply and connectivity, the PCBs also include THD devices and connector interfaces. Furthermore, extensive Design for Manufacturability (DFM) considerations are applied to guarantee efficient and cost-effective production of the PCBs, which are a critical component in the functioning of the electronic circuits.

Final assembly: It includes integration of PCB assemblies along with meter case and other components.

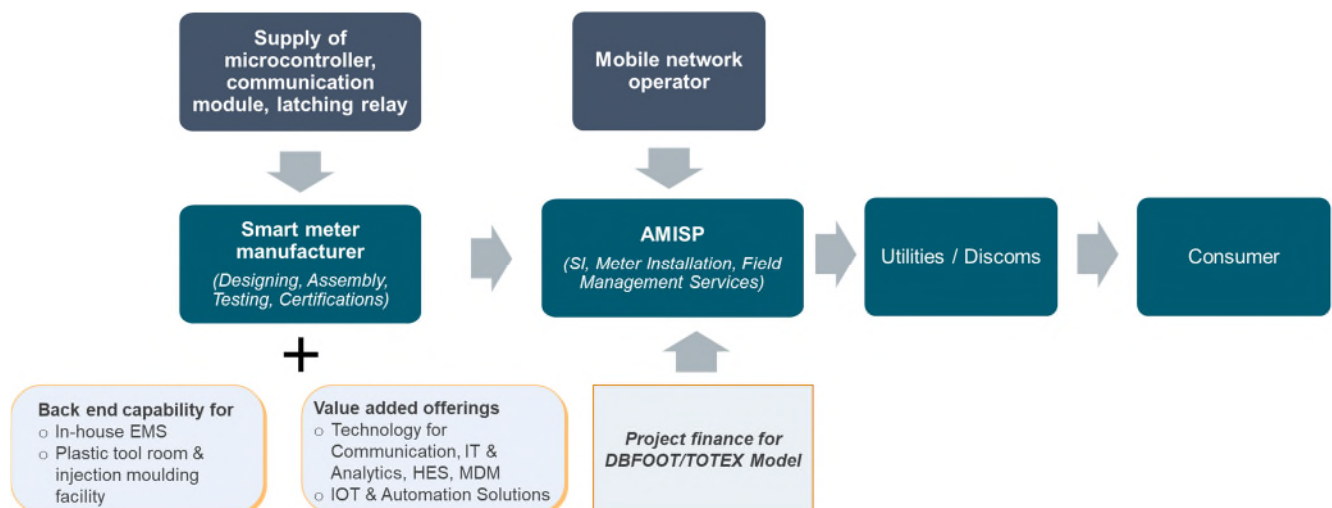
Configuration and activation: It involves cryptographic keys for security, metrology calibration, software/firmware, burn-in testing across operating conditions.

Quality control: Robust quality control and testing is required Incoming component inspection, In-circuit tests during assembly, Power-on functional testing, Metrology calibration and accuracy verification, Burn-in testing over temperature, voltage, Sample destructive testing for robustness.

AMI value chain

The AMI value chain is a comprehensive ecosystem comprising hardware and software components, involving multiple stakeholders and service providers, including EMS providers, system integrators, network operators, Discoms and end-consumers. At the core of the AMI system is the energy metering chipset, which integrates advanced metrology functions along with a processor that includes sufficient embedded memory (ROM, RAM) to handle data processing task. EMS providers typically supply not just smart meter hardware but also a communication module and necessary firmware to enable seamless data transmission. To enable data aggregation and analytics, AMISPs or system integrators enter into a contract with providers of HES, MDM and network operators. The network operators provide connectivity in between data concentrators and HES/MDM. Smart meters are deployed at various levels, including consumer premises, DTs and feeder level. The entire AMI is rolled out within the jurisdiction of Discom, enabling efficient energy monitoring, accurate billing and enhanced grid management.

AMI value chain



Source: Crisil Intelligence

Having a backward integrated capability and value-added offerings provides a significant competitive advantage to a smart meter manufacturer. With in-house capabilities such as EMS, plastic tool room, and injection moulding facility, the company

can exercise greater control over the production process, ensuring higher quality, reduced lead times, and lower costs. Additionally, the presence of web applications and software solutions (HES, MDM), analytics tools, and IoT and automation offerings enables the company to provide a comprehensive suite of solutions to its customers. This showcases the company's ability to offer end-to-end solutions, from meter manufacturing to data analytics and automation, enables it to differentiate itself from competitors and establish long-term relationships with customers, ultimately driving business growth and revenue expansion.

Key companies in the value chain

Key suppliers/service providers	Description (Product/service offerings)
<i>Electronic components supplier</i>	
Renesas Electronics Corporation	It offers semiconductor solutions. The product offer includes Metering microcontroller unit (MCU), Application MCU, Communication processors, PLC and Sub-GHz wireless communication solutions for utility meters
NXP Semiconductors	It provides metering MCU, communication processors, gateway, touch sensors
Analog Devices	Metrology ICs, Sensors, Power management products, and communications products
ST Microelectronics	Energy metering ICs, long- and short-range wireless connectivity solutions, 8- and 32-bit microcontrollers, power supply and management devices, sensors, EEPROMs, secure elements and protection devices
Microchip Technology	Metering ICs, PLC modem, Transceivers, EEPROMs
Telit Cinterion	Offers a variety of connectivity solutions for smart meter communication
Quectel	Global supplier of IoT modules (LPWA/4G/3G/2G modules)
Neoway Technology	Provides wireless communication modules (2G/3G/4G/5G/NB-IoT/eMTC) wireless modules, for smart metering applications
Gruner AG	Offers latching relay for smart meters which covers a variety of energy management functions, such as load control, supply control, prepayment, etc.
KG Technologies	Provides latching relays spanning from 5A to 320A
Hongfa	Provides latching relay for smart meters
Guangxi Ramway	Provides latching relay for smart meters
<i>Smart meter manufacturers;</i>	
Allied Engineering Works	The company is engaged in the manufacturing of electric meters such as electronic meters, prepaid meters, smart meters AMI/AMR and manufacturing of wires of various types such as auto-wires, submersible cables, solar cables, building wires up to 1100 V and welding cables. It has three manufacturing units located in Delhi with an annual manufacturing capacity of 7.29 million.
Genus Power Infrastructures	It provides a full range of smart metering products, solutions and services. Along with meter related services, the group also provides domain related software and SaaS (software as a service) to utilities. It has manufacturing facilities in Jaipur, Haridwar and Guwahati with a total capacity of 12 million meters per annum.
HPL Electric and Power	It offers smart meters and conventional meters solutions. Apart from this, it also provides lighting, switchgears, wires and cables. It has a manufacturing capacity of 11 million meters per annum.

Key suppliers/service providers	Description (Product/service offerings)
Kimbal	It offers smart meter solutions, RF Mesh communication infrastructure and Head-end system solutions
Secure Meters	It offers a variety of products and services related to smart grid solutions, smart meters, gas meters, heat measuring devices, energy efficiency, data acquisition system, etc.
AMISPs	
Adani Energy Solutions	AESL is one of the leading AMISP with order book of 22.8 million smart meters as of March 2024 received from 9 utilities across 5 states.
Apraava Energy	It has won AMISP projects in 6 states – Assam, Gujarat, West Bengal, Himachal Pradesh, Rajasthan and Madhya Pradesh. The total awarded quantity is 6.86 million. It entered into AMISP business in 2023.
Intellismart	It is a JV of National Investment and Infrastructure Fund (NIIF) and EESL. It has a portfolio of 20 million smart meters in the state of Uttar Pradesh, Assam, Gujarat, and Bihar.
GMR Smart Electricity Distributions	It has received the order for 7.57 million smart meters from UP discoms and installed approximately 0.44 million smart meters as of Jan 2025 across all project areas.
Polaris Smart Metering	It has a total order for 7.57 million smart meters across Ladakh, Uttar Pradesh, West Bengal and Manipur. As of September 2024, it has installed 0.16 million smart meters. It has a manufacturing capacity of 4 million meters per annum.

Source: Company websites, Annual reports, Crisil Intelligence

Overview on non-utility energy meters

As per IEA's report on "Energy Efficiency 2024, enhancing energy efficiency at an accelerated pace can yield significant reductions in CO₂ emissions, accounting for over one-third of the total emissions abatement required between 2024 and 2030 to achieve a net-zero emissions trajectory by 2050. This can be achieved through the rapid electrification of energy systems and the implementation of technical efficiency improvements. Notably, between 2010 and 2022, advancements in energy intensity resulted in a cumulative reduction of approximately 7 gigatonnes of CO₂ emissions globally, underscoring the substantial potential of energy efficiency measures to mitigate climate change.

Furthermore, in 2023, governments across the world committed substantial funding to support energy efficiency initiatives, allocating approximately U.S.\$ 60 billion for efficiency measures in buildings and U.S.\$ 45 billion for low-emissions vehicles. This brings the total funding earmarked by governments for energy efficiency measures over the past five years to over U.S.\$ 1 trillion, demonstrating a significant investment in the transition to a more sustainable and low-carbon economy.

Implementing a comprehensive range of energy efficiency measures, including initiatives that promote behavioral change, electrification, fuel switching, digitalization, and material efficiency, can lead to significant energy savings. As per IEA, by 2030, these efforts can potentially avoid approximately 95 exajoules (EJ) of energy consumption per year, resulting in substantial reductions in energy waste and greenhouse gas emissions.

According to India Energy Scenario 2024, the impact of energy efficiency schemes resulted in total energy savings of 53.60 Mtoe in Fiscal 2024, leading to significant cost reductions of ₹ 200 billion.

The infrastructure sector, including water supply, irrigation, and wastewater management, relies heavily on energy meters to monitor and manage energy consumption of pumps and motors. Similarly, the transportation sector, comprising highways, railways, metros, ports, and airports, also requires accurate energy metering for lighting, EV charging stations, traction motors, facility management, heavy equipment such as cranes, cargo handling etc.

Additionally, industrial and commercial establishments, office complexes, and residential apartments are significant energy consumers. Across these diverse sectors, the primary goal is to implement effective Energy Management Systems (EMS).

The non-utility sector, which includes infrastructure, industry, facilities, and buildings, is a major consumer of multi-function meters.

Given the substantial electricity consumption in these sectors, sub-metering at a granular level is crucial to identify areas of high energy usage and opportunities for energy efficiency improvements, enabling data-driven decisions to optimize energy consumption.

The widespread adoption of MFM meters with IOT and RTU is underway across various industries, driven by their ability to directly control electrical equipment. These advanced meters are equipped with Industrial Internet of Things (IIOT) and automation capabilities, enabling seamless integration with SCADA systems and EMS. Facility management applications, in particular, rely heavily on these meters, which can be categorized as Panel Meters or Multifunction Meters (MFM) when they feature advanced functionalities. By leveraging these cutting-edge meters, organizations can optimize energy consumption, streamline operations, and improve overall efficiency.

The figure below depicts a typical MFM meter used for monitoring electrical parameters.



Note: The image depicted above is a generic representation of a MFM meter and is not intended to be a detailed or accurate illustration of any specific product or brand. Source: Industry, Crisil Intelligence

Considering the infrastructure developments in non-utility sector as discussed above, India Digital Panel Meter Market is estimated to increase from ₹ 7-8 billion in Fiscal 2025 to ₹ 27-28 billion by Fiscal 2030 at a CAGR of 29-30%.

Market size of gas smart meter – India and global

Overview of gas meters

A gas smart meter is an advanced device that measures the consumption of natural gas in a residential, industrial and commercial setting. It is a digital meter that uses wireless communication technology (cellular/LoRa/LoRAWAN/NB-IoT) to transmit usage data to the utility company, eliminating the need for manual meter readings. The gas smart meter is equipped with a range of features, including real-time monitoring, automated meter reading, and remote shut-off capabilities for prepaid consumers. This allows consumers to track their gas usage in real-time, receive accurate bills, and make informed decisions about their energy consumption. Additionally, gas smart meters can detect leaks and anomalies in the gas supply, enabling prompt action to be taken to prevent accidents and reduce waste. A typical representation of smart gas meter is represented below.



Note: The image depicted above is a generic representation of a smart gas meter and is not intended to be a detailed or accurate illustration of any specific product or brand.

Source: Industry, Crisil Intelligence

There are two primary types of smart gas meters – ultrasonic and diaphragm meters. Ultrasonic meters operate on the principle that soundwaves are influenced by the speed and flow direction of the gas through which they pass. A Diaphragm gas meters works by using a diaphragm, which is a flexible membrane, to measure the pressure of the gas passing through it. This causes the diaphragm to move, and the movement is measured and converted into digital signals used to calculate the volume of gas that has passed through the meter.

Parameters	Ultrasonic meter	Diaphragm meter
Accuracy	Class 1 accuracy	Class 1.5 accuracy
Operating temperature	-30 Deg C to 60 Deg C	-25 Deg C to 55 Deg C
Durability	IP 65 - Minimal wear and tear and maintenance free operation	IP-65
Applications	Power plants, city gas stations, gas processing plants, compressors	Primarily used in residential and commercial units
Communication technology	RF, LoRa, GSM, NB-IoT	RF, LoRa, GSM, NB-IoT
Features	• Remote shutoff • Tamper detection • Theft and leaks detection • No moving parts • Improve safety and avoid service outages through pressure monitoring • Half the size and weight of diaphragm meters	It also has features similar to Ultrasonic meters, except: • Less expensive than ultrasonic meters • Useful for low flow rates • Have moving parts • Low accuracy at high flow rates

Source: Manufacturers websites, Crisil Intelligence

The adoption of smart metering solutions in the gas segment has been slower compared to the electricity sector. However, countries such as Italy, UK, and France have been at the forefront of smart gas metering adoption, with a combined installed base of around 47 million smart gas meters, accounting for about 80-85% of the market share.

Government schemes for gas infrastructure

There were about 100 million households in India in 2014 which were deprived of clean LPG fuel and used traditional biomass fuels such as firewood, dried cow-dung, agricultural waste, charcoal, etc. as cooking fuel. The toxic smoke emitted by these fuels contains particulate matter and chemicals that are harmful to eyes and lungs, causing acute and chronic respiratory illness, such as pneumonia and chronic obstructive pulmonary diseases. The smoke also contains carcinogenic elements causing lung cancer. Apart from women, children also suffered from this harmful kitchen smoke.

To address the issues pertaining to traditional cooking, the government launched Pradhan Mantri Ujjwala Yojana (PMUY) scheme to provide clean cooking fuel to the rural and deprived households through LPG gas connections. Now the progression is the adoption of piped gas, which offers a more convenient and hassle-free experience by eliminating the need for cylinder handling, refilling, and replacement. This shift is not only more cost-efficient, as it reduces transportation costs and enhances safety, but also ensures a reliable and uninterrupted gas supply, alleviating concerns about running out of gas at inconvenient times.

The key initiatives and schemes adopted by the government are as follows:

- **Pradhan Mantri Ujjwala Yojana (PMUY):** This scheme provides subsidized LPG connections to women from economically weaker households, reducing reliance on traditional fuels like wood and coal. The target was to release 80 million LPG connections to deprived households by 2020. Further, under Ujjwala 2.0, additional allocation of 160 million LPG connections were provided. Thus, the scheme has benefited over 96 million families, improving health outcomes and reducing indoor air pollution. The Government of India has approved release of additional 7.5 million connections under PMUY Scheme, taking overall target under the scheme to 103.5 million, against which connections are getting released now.
- **City Gas Distribution (CGD) Network:** Implemented under the Petroleum and Natural Gas Regulatory Board (PNGRB), the CGD project aims to expand piped natural gas (PNG) connections in urban and semi-urban areas. The initiative ensures a shift towards cleaner and more efficient fuel sources for households, industries, and transportation. PNGRB has authorized 307 Geographical Areas for development of CGD infrastructure with a potential coverage of about 100% of country's area and 100% of the population.
- **Sustainable Alternative Towards Affordable Transportation (SATAT):** Launched in 2018, this initiative promotes the production and distribution of compressed biogas (CBG) as an alternative fuel, supporting the expansion of piped biogas connections in rural areas and reducing dependency on fossil fuels. Government has announced phase wise mandatory selling of CBG in CNG (T) and PNG (D) segment of CGD network to promote the production and utilization of CBG. CBG Obligation (CBO) is presently voluntary till Fiscal 2025 and mandatory selling obligation would start from Fiscal 2026. CBO shall be kept as 1%, 3% and 4% of total CNG/PNG consumption for Fiscal 2026, 2027 and 2028, respectively. From Fiscal 2029 onwards CBO will be 5%.

Smart gas meters growth drivers and challenges

Growth drivers

The government has set a target to transition to a gas-based economy by raising the share of natural gas in the energy mix from 6% in 2019 to 15% by 2030. Crisil Intelligence forecasts a robust 6-10% CAGR in natural gas demand in India between Fiscal 2026 and 2030. A key driver of this growth will be the expansion of the CGD network to new geographical areas. The demand for piped natural gas (PNG) is expected to increase due to supportive regulatory decisions, expanding gas network coverage, and the identification of 100 industrial clusters with critical polluting levels by the National Green Tribunal.

As the government invests in expanding the natural gas pipeline network, including projects such as the Urja Ganga Gas Pipeline (3,384 km), Indradhanush Gas Grid (1,661 km), Mehsana-Bhatinda pipeline (1,940 km), and Dabhol-Bengaluru

pipeline (1,414 km), the availability of natural gas will increase across regions. This, in turn, will lead to a growth in the number of domestic PNG connections, CNG stations, and distribution pipeline networks, totaling over 8,000 km by 2030. Several government and private entities such as IOCL, HPCL, BPCL, Adani, Torrent Power, are executing CGD projects in various geographies allocated to them.

As the CGD sector expands, the need for efficient and accurate metering of gas consumption will become increasingly important. Smart gas meters, which offer advanced features such as real-time monitoring, leak detection, connect/disconnect, precision in operation will play a crucial role in ensuring the efficient distribution and consumption of natural gas.

Restraints

The cost of smart meters is substantially higher compared to traditional meters, posing a significant financial burden on both consumers and utilities. Further, the rollout and adoption of smart gas meters require clear guidelines and regulatory support from the government.

Many consumers in India are unaware of the benefits of smart meters, which can lead to resistance to their adoption. Educating consumers about the long-term benefits of smart meters, such as accurate billing, reduced energy consumption, and improved safety, is crucial to encourage their acceptance and adoption.

To facilitate the widespread adoption of smart gas meters, it is essential to provide incentives and support to consumers and clear guidelines from the government to ensure a seamless and efficient transition with standardized bidding documents, technical specifications pertaining smart gas meters and related infrastructure.

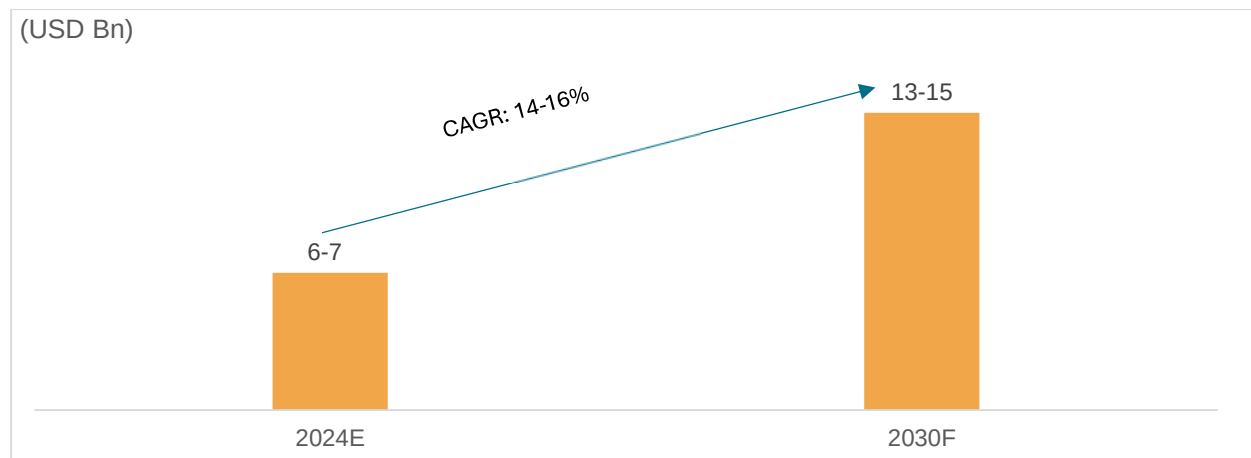
Smart gas meter market outlook

Government of India had envisaged the target of connecting 10 million cumulative PNG household by the end of 2020 and estimated a target of 70 million gas meters by 2030. As of September 2024, India has 13.6 million domestic-PNG connections which is expected to increase to 126.3 million across the country by 2032. PNGRB has authorized 307 geographical areas covering almost 100% of the total geographical area of the country spread over around 733 districts. The smart gas meter market in India is still at a nascent stage but it is projected to grow significantly during the forecast period.

Globally, adoption of smart metering is also growing fast in the European gas distribution market. As of 2024 around 45% of the natural gas customers had been equipped with a smart gas meter which is expected to increase to 60% by 2028. Europe is expected to witness significant growth over the forecast period. Initiatives like the EU's Green Deal and Energy Efficiency Directive promote the widespread adoption of smart metering technologies. Major countries in the region that have called up huge smart gas meter rollouts are Italy, UK, Spain, Luxemburg, and Sweden. In Asia Pacific, countries like China, Japan, and South Korea are at the forefront of this trend, implementing large-scale smart grid projects and modernizing their gas distribution networks. The smart ultrasonic gas meter segment is predicted to foresee significant growth in the coming years. In Asia Pacific, the number of smart gas meters is expected to more than double from 196 million units in 2023 to 420 million units by 2029.

The smart gas metering and CGD market in India and globally is poised for significant expansion, driven by increasing adoption of smart infrastructure and government initiatives. The cumulative market size of Indian smart gas meter is projected to reach ₹ 550-600 billion between Fiscal 2026-30 (with an average annual market size of approximately ₹ 110-120 billion). While the global annual smart gas meter market was valued at U.S.\$ 6-7 billion in 2024 and is projected to reach U.S.\$ 13-15 billion in 2030, with a CAGR of 14-16% from 2024 to 2030.

Estimated annual global smart gas meter market size in 2030



Source: Industry; Crisil Intelligence

Market size of water smart meter – India and global

Overview of water meters

There are two types of smart water meter for domestic use i.e., ultrasonic and electromagnetic smart meters. Ultrasonic flow meters utilize the properties and behaviour of sound waves passing through moving water. Whereas, in an electromagnetic meter, a magnetic field is created across the pipe. When water, which is an electrical conductor, moves through the magnetic field, a voltage is induced which is detected by electrodes in the body of the meter. The voltage is directly proportional to the flow velocity, which allows the flow rate to be calculated.



Note: The image depicted above is a generic representation of a smart water meter and is not intended to be a detailed or accurate illustration of any specific product or brand. Source: Industry, Crisil Intelligence

One of the key applications of AMI in irrigation and water utilities, where it is used to collect comprehensive flow data. This data can help identify excessive water use patterns, which may indicate leaks or other issues. By analysing this data, utility companies can notify customers or make necessary repairs, reducing waste and improving overall efficiency.

Parameters	Ultrasonic meter	Electromagnetic meter
Accuracy	Class 2	± 0.5% of flow rate (more accurate than ultrasonic meters)
Operating temperature	-25 Deg C to 55 Deg C	Up to 60 Deg C
Durability	IP68 ensures durability and reliable operation in harsh outdoor environments, protecting the meter from dust, water ingress, and physical damage.	IP68 protection
Applications	Domestic and bulk metering	Mostly used for bulk metering
Communication technology	Cellular / RF / NBIoT / LoRa	Cellular / RF / NBIoT / LoRa
Features	• No moving parts • Water leakage detection • Real-time information • Reverse detection	• No moving parts • High accuracy • Water leakage detection • Real-time information • Reverse detection

Source: Manufacturers websites, Crisil Intelligence

The smart water metering market is still in its early stages of adoption but is poised for significant growth as utilities increasingly upgrade their infrastructure and implement smart water solutions to enhance sustainability and reduce non-revenue water (NRW).

Government schemes for piped water supply

Water is a vital component of life, covering approximately 71% of the Earth's surface. However, despite its abundance, water is a scarce resource due to the fact that a significant portion of it is either saline or inaccessible. About 96.5%, is found in oceans, while the remaining 2.5% is freshwater, with only a mere 0.3% existing in liquid form on the surface. India, with 17% of the world's population, has a disproportionate share of only 4% of the world's freshwater resources.

As per NITI Aayog, about one-third of India's groundwater reserves are currently overexploited, meaning more is pumped out than is naturally recharged by rainfall. Moreover, almost 70% of India's water is contaminated. Agriculture accounts for 80% of India's water demand.

Given the limited availability of freshwater, it is essential to manage this precious resource efficiently. To prevent wastage and ensure sustainable use, it is crucial to have a proper accounting of water through metering. By installing water meters, we can track consumption, identify areas of leakage and waste, and take corrective measures to optimize water use, ultimately helping to conserve this vital resource for future generations.

Some of the schemes launched by the government to provide water supply rural households and cities:

- **Jal Jeevan Mission (JJM) (2019):** This flagship initiative aims to provide Functional Household Tap Connections (FHTC) (Har Ghar Nal se Jal Scheme) to every rural home by 2024. The mission emphasizes source sustainability, rainwater harvesting, and reuse of wastewater to ensure long-term water security. Implementation involves community participation through Village Water & Sanitation Committees (VWSCs), ensuring local ownership and management of water resources. As of March 2025, the JJM has provided tap water connections to 122.6 million additional rural households, bringing the total coverage to over 155.1 million households, which accounts for 80.06% of all rural households in India.

- Atal Mission for Rejuvenation and Urban Transformation (AMRUT) (2015): This initiative was launched in June 2015 in selected 500 cities and towns across the country. The Mission focuses on the development of basic infrastructure, in the selected cities and towns, in the sectors of water supply; sewerage and septage management; storm water drainage; green spaces and parks; and non-motorized urban transport. AMRUT 2.0 scheme, which has been launched in October 2021 for the period of 5 years i.e. from the financial year 2021-22 to the financial year 2025-26, is designed to provide universal coverage of water supply through functional taps to all households in all the statutory towns in the country and coverage of sewerage/septage management in 500 cities covered in first phase of the AMRUT scheme. It aims to reduce NRW from the current 40-45% to below 20%.

Smart water meter growth drivers and challenges

The growing water crisis in India, as highlighted by the NITI Aayog's Composite Water Management Index in 2018, has created a pressing need for efficient water management solutions. The report mentioned that India is undergoing the worst water crisis in its history and nearly 600 million people are facing high to extreme water stress. The report predicted that 21 major cities will run out of groundwater by 2025, affecting 100 million people has further accelerated the adoption of smart water management technologies. Further, NRW is also a challenge with almost all water supply utilities in India. It includes physical & commercial losses and free authorized water for which payment is not collected. The average NRW in India is about 38%, which is above the global average range of 30% to 35%, as reported by the World Bank.

The Central Government has taken several measures for conservation and management of ground water including effective implementation of rainwater harvesting in the country. The government launched Jal Shakti Abhiyan (JSA) in 2019 which continued during 2021 also to improve water availability including ground water conditions in the country. Ministry of Housing & Urban Affairs (MoHUA) has formulated Model Building Bye Laws (MBBL), 2016 for the States to adopt measures suitable to local conditions, wherein adequate focus has been given on requirement of rainwater harvesting and water conservation measures etc.

In addition, a number of States have undertaken measures in the field of water conservation/harvesting such as 'Mukhyamantri Jal Swavlamban Abhiyan' in Rajasthan, 'Jalyukt Shivar' in Maharashtra, 'Sujalam Sufalam Abhiyan' in Gujarat, 'Mission Kakatiya' in Telangana, Neeru Chettu' in Andhra Pradesh, Jal Jeevan Hariyali in Bihar, 'Jal Hi Jeevan' in Haryana, and Kudimaramath scheme in Tamil Nadu etc.

Several District Water Boards in metro cities such as Bangalore, Chennai, Pune, Mumbai, Delhi are carrying out plans to introduce smart water meters in phased manner through pilot projects. E.g., Bangalore in the first phase plans to install and monitor 2,000 smart water meters for bulk consumers and after successful implementation another 98,000 meters would be installed. Chennai Metropolitan Water Supply and Sewerage Board is planning to install 0.1 million smart water meters in commercial and high-rise buildings. Pimpri Chinchwad Municipal Corporation is planning to replace unauthorized water connections with smart water meters. It has also mandated to install smart water meters in new residential projects. Thane Municipal Corporation have installed over 0.1 million AMR based smart meters.

Growth drivers

The growth of the smart water meter market in India is driven by the government's initiatives to develop water supply infrastructure and ensure universal coverage. The AMRUT 2.0 scheme, which aims to provide universal water supply coverage to 500 Indian cities, is a key driver of this growth. The integration of water metering with water supply projects is expected to ensure equitable water supply, cost recovery, accurate billing, and reduction of non-revenue water losses. As the scheme expands to other towns and cities, the demand for smart water meters is expected to increase, driven by the need for efficient water management and conservation.

The increasing urbanization and population growth in India are also contributing to the rising demand for smart water meters. Traditional water metering systems are unable to keep pace with the growing demand, resulting in water wastage, inaccurate billing, and system inefficiencies. Smart water meters, with their ability to provide real-time data and track usage patterns, are

well-positioned to address these challenges. Additionally, the government's focus on improving water management in rural and semi-urban areas, such as through the Jal Jeevan Mission, is expected to create new opportunities for smart water meter manufacturers. The expanding market for water management solutions in these areas is driven by the need for fair distribution, prevention of leakage, and efficient water supply. In 2023, over 192 million rural households had access to piped water supply, indicating an expanding market for water management solutions.

Globally, the smart water meter market is driven by a range of factors, including the increasing demand for water conservation, infrastructure modernization, and digitalization of utilities. The growing attention to water scarcity, technological advancements in IoT, and government policies and regulations are also contributing to the adoption of smart meters. According to UNICEF, the global water crisis is rapidly intensifying. With two-thirds of the world's population facing severe water scarcity for at least one month annually, and over two billion living in countries with inadequate water supplies, the demand for smart water meters is expected to increase. Projections indicate that by 2040, a quarter of the world's children will reside in areas of extreme water stress, further emphasizing the need for efficient and sustainable water management solutions. As a result, the global smart water meter market is expected to continue to grow, driven by the need for innovative solutions to address the world's water challenges.

Restraints

The adoption of smart water meters in India is hindered by several challenges, including the high upfront costs associated with installation and maintenance. The significant cost disparity between traditional and smart water meters, with the latter costing ₹ 5,000 - 10,000 per unit creates a barrier to adoption, particularly in less affluent urban and rural areas. This cost barrier is further exacerbated by the lack of awareness and higher costs in rural areas, where the penetration of smart water meters remains low. According to a survey by the National Sample Survey Office (NSSO), over 70% of rural households still rely on traditional water meters or unmetered water supply, highlighting the need for increased awareness and education about the benefits of smart water meters.

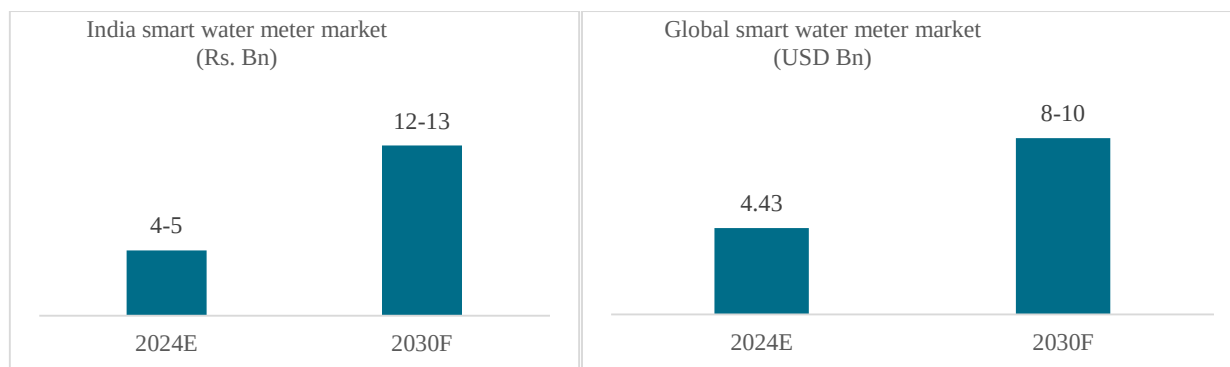
The lack of infrastructure and resistance to adopting new technology in rural areas are additional restraints to the growth of the smart water meter market. The need for consistent power supply to support internet connectivity and meter operation is a significant challenge in areas with unreliable power grids.

Smart water meter market outlook

India is gradually adopting smart water meters, driven by increasing water scarcity and urbanization. As India aims for sustainable water management, smart water meters will be crucial for conserving resources and ensuring fair distribution. Government initiatives such as the Smart Cities Mission, AMRUT 2.0 and Jal Jeevan Mission are expected to accelerate smart water meter adoption with an estimated deployment of 2.0-2.5 million smart water meters between 2025-2030. As a result, over the next five years, the Indian smart water meter market size is projected to reach ₹ 12-13 billion, growing at a CAGR of 17-18% from 2024 to 2030, up from ₹ 4-5 billion in 2024.

On a global scale, the annual smart water meter market was valued at U.S.\$ 4.4 billion in 2024 and is projected to reach U.S.\$ 8-10 billion in 2030, with a CAGR of 11-12% from 2024 to 2030.

Estimated market size of smart water meters

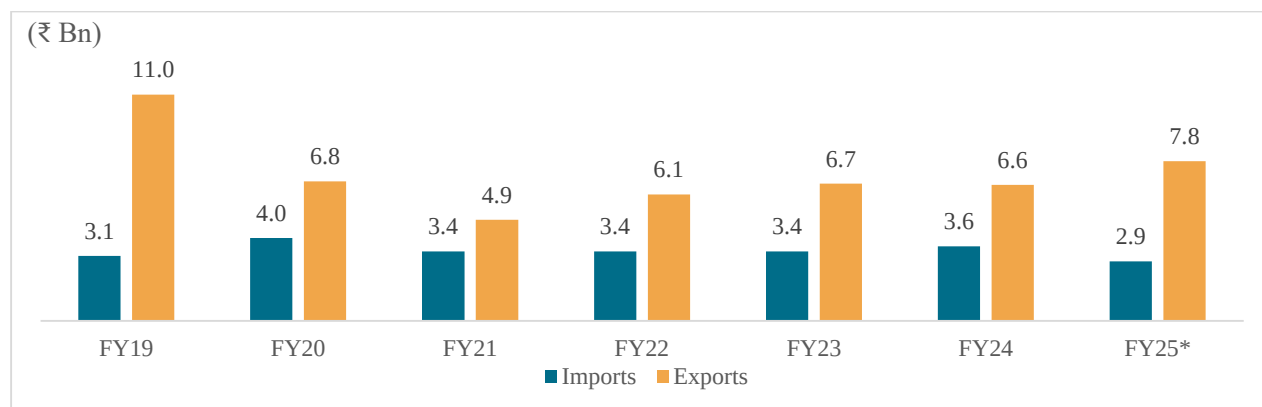


E: Estimated; F: Forecast; Source: Crisil Intelligence

Import and export of meters in India

India has emerged as a significant player in the global meter market, with a growing number of domestic manufacturers and exporters. India exported meters (incl. associated equipment) worth around ₹ 7.8 billion in 9 months of Fiscal 2025. The top 8 countries accounted for 83% of total export value. Countries like UK (33%), Singapore (16%), Mexico (9%) and Australia (8%) were the leading importers for Indian meters. Similarly, India imported meters (incl. associated equipment) worth around ₹ 2.8 billion in 9 months of Fiscal 2025. The top 6 countries accounted for 77% of total import value. Countries like China (31%), Germany (15%), U.S. (10%) and Canada (9%) were the leading exporter to India.

Import export of meters in India



*April-December 2024, HS Code 9028 (Gas, Lqd/electricity supply/production meters, incl. calibrating meters)

Source: Department of Commerce; Export Import Data Bank (Ministry of Commerce and Industry), Crisil Intelligence

Currently, India's share in the global export of smart meters is relatively small compared to dominant players such as China, US, and European countries. However, the Indian government has taken proactive measures to boost domestic manufacturing and reduce reliance on imports. The government's mandate for local value addition in smart meter manufacturing has led to a significant reduction in smart meter imports. Furthermore, the imposition of custom duties and stringent regulatory mechanisms has made it challenging for foreign companies to sell smart meters in India through the import route, thereby creating a level playing field for domestic manufacturers. As the domestic industry continues to grow and mature, India is poised to emerge as a significant player in the global smart meter export market, leveraging its competitive advantages and strategic location to cater to the growing demand for smart meters in regions such as Middle East, Africa and Southeast Asian countries.

Investments in Indian smart meter market

The Smart Meter Industry in India is experiencing remarkable growth, with Indian companies focusing on international collaborations, research, and development to create advanced technologies. They are also expanding their distribution networks and engaging in mergers and partnerships to strengthen their market position. Some of the key deals in the last 1-2 years are listed in the table below:

Deal type	Month	Description
Equity	July 2023	Singapore's sovereign wealth fund GIC announced equity investment of U.S.\$ 2 billion in a JV with Genus Power Infrastructures Ltd. GIC will hold a majority stake of 74% in the JV
Equity	February 2023	I Squared Capital has acquired a controlling stake in Polaris Smart Metering Pvt. Ltd., which owns Gram Power (India) Pvt Ltd, through an investment of \$100 million
Joint venture	February 2025	EDF India and Actis formed a JV to develop and operate AMISP platform smart metering infrastructure. The total investment in the JV is expected to be around U.S.\$ 200 million
Joint venture	December 2023	Adani Energy Solutions Limited (AESL) and Esyasoft Holdings, has formed a 49:51 JV "Adani Esyasoft Smart Solutions Ltd" for implementing smart metering projects in India and other countries
Joint venture	March 2023	Indraprastha Gas Limited (IGL) and Genesis Gas Solutions Private Limited have formed a JV "IGL Genesis Technologies Ltd." (IGTL) for setting up smart gas meter manufacturing plant in Noida with an investment of Rs 1.1 billion to produce 1 million meters per annum
Technology acquisition	February 2024	IGTL has acquired smart gas meter manufacturing technology from China based Hangzhou Beta Meter for U.S.\$ 2.4 million

Source: Company press releases, Crisil Intelligence

Global players in smart meter industry

Key players with global presence:

Itron: Itron is a leading player in the smart meter market, with a strong presence in North America, Europe, Asia-Pacific and Africa. They export smart meters to over 100 countries worldwide. It acquired Actaris Metering System in 2007 which was the leader in electricity, gas and water metering.

Landis+Gyr: Landis+Gyr is another leading player in the smart meter market, with a strong presence in Europe, North America, and Asia-Pacific. They export smart meters to over 50 countries worldwide.

Schneider Electric: Schneider Electric is a global leader in the smart meter market, with a strong presence in Europe, North America, and Asia-Pacific. They export smart meters to over 50 countries worldwide.

Honeywell: Honeywell is a global conglomerate with a strong presence in the smart meter market. They export smart meters to over 100 countries worldwide. Honeywell in 2015 acquired Elster Division of Melrose Industries plc, a leading provider of thermal gas solutions for commercial, industrial, and residential heating systems and gas, water, and electricity meters, including smart meters and software and data analytics solutions.

Badger Meter: It is a leading global provider of water solutions including water meters and is present in over 20 countries worldwide.

Hubbell: It is a global player in the smart meter market, with a presence in North America, Europe, Asia, and other regions, including countries like the US, Canada, the UK, France, Italy, China

Competition for Indian Exporters:

China: China is a major competitor for Indian exporters in the smart meter market. Chinese companies such as Kaifa, Dongfang, Laig, Star, Hexing are major players in the global smart meter market.

Europe: European companies such as Siemens, Schneider Electric, and Landis+Gyr are also major competitors for Indian exporters in the smart meter market.

North America: North American companies such as Itron and Honeywell are also major competitors for Indian exporters in the smart meter market.

The global smart meter market is highly competitive, with several players competing for market share. Indian exporters face intense competition from Chinese companies, which have a low-cost production advantage and significant government support. However, Indian exporters have a cost advantage due to lower labor and production costs, and the Indian government provides support to exporters through various schemes such as the Merchandise Exports from India Scheme (MEIS) and the Service Exports from India Scheme (SEIS).

Competition from Chinese players:

India's smart meter industry has emerged as a cost-competitive alternative to China, primarily due to the availability of components and the government's push for domestic manufacturing. India's smart meter industry is not only cost-competitive but also technologically advanced. Unlike China's inward-looking design and architecture, India has adopted an open architecture approach. This means that Indian smart meters are designed to be interoperable and compatible with various systems, making them more adaptable and acceptable globally. For instance, the U.S. and other international markets prefer open protocols and standards, which India's smart meters adhere to. This adherence to international standards gives Indian smart meters a significant edge in the global market. We intend to leverage these advantages to expand our reach internationally.

NEW TECHNOLOGIES AND AUTOMATION

IoT and automation

Overview of IoT

The Internet of Things (IoT) refers to a sophisticated network of embedded electronic systems, each comprising an embedded controller that facilitates a two-way internet connection via cellular or other radio networks. These IoT devices are interconnected with external sensors and actuators, enabling them to gather and respond to data from their environment. By leveraging information from sensors and the status of actuators, IoT devices can remotely operate and control hardware, devices, or machines, thereby enhancing automation and efficiency.

The IoT device's ability to send and receive information to and from a software solution, typically hosted on the cloud, is a pivotal aspect of its functionality. This software solution serves as a central hub, capable of communicating with multiple IoT devices, sharing information, and issuing commands to perform diverse tasks. The cloud-based platform plays a crucial role in recording and storing the data transmitted by IoT devices, providing valuable insights and analytics that can inform decision-making processes.

Furthermore, the IoT cloud may also integrate Artificial Intelligence (AI) or Machine Learning (ML) engines, which can analyze the collected data, identify patterns, and make predictions, thereby enabling predictive maintenance, optimized performance, and enhanced user experience. The incorporation of AI and ML capabilities allows IoT devices to become increasingly autonomous, adapting to changing conditions and making decisions in real-time. This synergy between IoT

devices, cloud-based software solutions, and AI/ML engines has the potential to revolutionize various industries, including manufacturing, power, gas and water utilities, transportation, and smart cities, by fostering greater efficiency, productivity, and innovation.

The IoT has numerous applications across various sectors, and one of its most significant uses is in the management and optimization of critical infrastructure and resources.

Different layers in an IoT ecosystem

In a typical IoT solution, a physical device is equipped with a range of sensors, peripherals, and controllers that enable it to interact with and collect data from the physical world. This device, often referred to as the remote terminal unit (RTU) or “Edge” device, is typically located at the periphery of the network and is responsible for collecting and processing data in real-time. The edge device is equipped with computing capabilities and edge intelligence, which enable it to:

- Process data locally
- Increase autonomy
- Reduce latency
- Decrease the load on the network and cloud

Once the data is processed and prepared by the Edge device, it is transmitted through a network to a specialized system, such as a gateway or a cloud-based platform, where it is collected, stored, and analyzed. This data is then prepared and rationalized for integration into enterprise IT systems, applications, and analytics, which extract insights and value to support and enable business processes and decisions.

IoT gateways and software play a crucial role in connecting devices, collecting and processing data, and enabling communication between devices and the cloud or other systems. An IoT Gateway serves as a vital link for facilitating communication in the IoT ecosystem, typically enabling interactions between devices (device-to-device) or between devices and the cloud (device-to-cloud). Essentially, it is a hardware component that incorporates application software, which executes crucial functions. At its core, the gateway's primary role is to establish and manage connections between diverse data sources and their intended destinations, thereby ensuring seamless data exchange and communication.

The role of IoT Gateways has undergone significant evolution, transforming them from basic data filtering tools to sophisticated devices that enable advanced visualization and complex analytics. As a result, these intelligent gateways are now playing a pivotal role in driving the rapid growth and expansion of IoT, empowering businesses and organizations to unlock new insights, improve operational efficiency, and create innovative solutions.

Activities performed by a versatile IoT Gateway may include:

- Data collection, filtering, processing, storage and management
- Protocol conversion
- Device management
- Data visualization and analytics
- Security including management of user access and network security features
- Cloud connectivity and edge computing

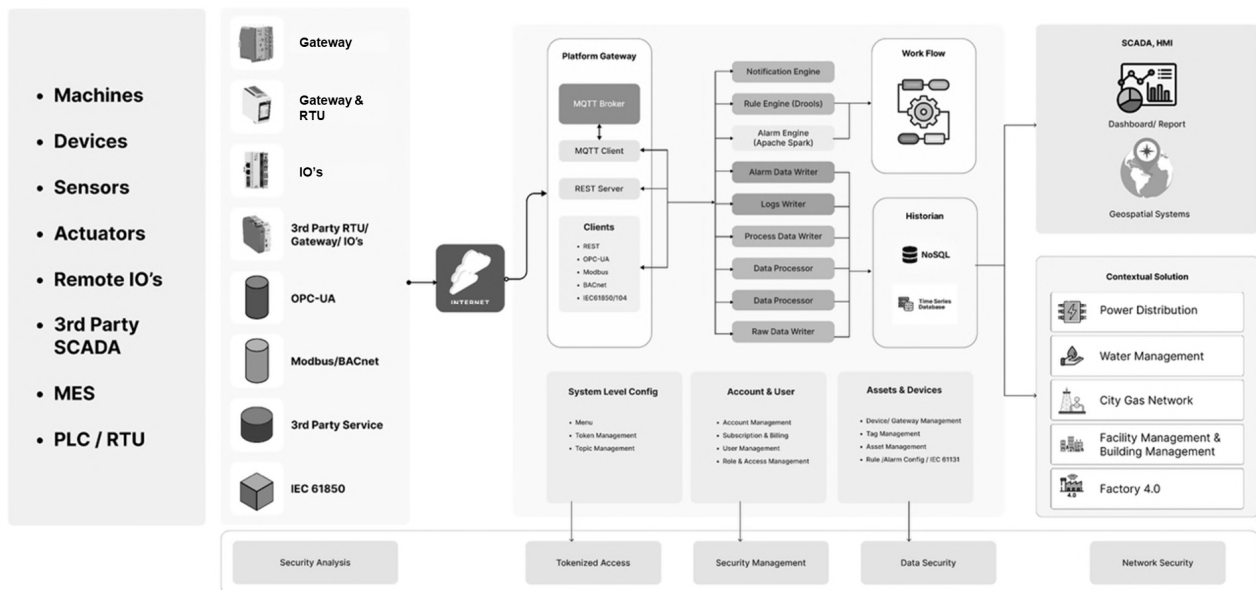
- Remote monitoring including alerts and notifications
- Data integration with various systems, applications, and services.
- Firmware updates
- System diagnostics

By performing these activities, a versatile IoT Gateway plays a critical role in enabling IoT solutions, improving operational efficiency, and driving business value across various industries and applications.

IoT automation framework

The left-hand side of the below figure represents the physical domain, comprising various industrial components such as machines, equipment, devices, sensors, and actuators, as well as remote I/Os from other IoT or automation systems, third-party SCADA systems, Manufacturing Execution Systems (MES), and external Programmable Logic Controllers (PLCs) or RTUs. The Gateway RTU can collect data from these systems and others, process it in real-time, and generate a Human-Machine Interface (HMI) that is accessible via HDMI. Additionally, the AI/ML engine can be activated to analyze the data, which is then transmitted to the Cloud and various Contextual Applications via Message Queuing Telemetry Transport (MQTT) protocol.

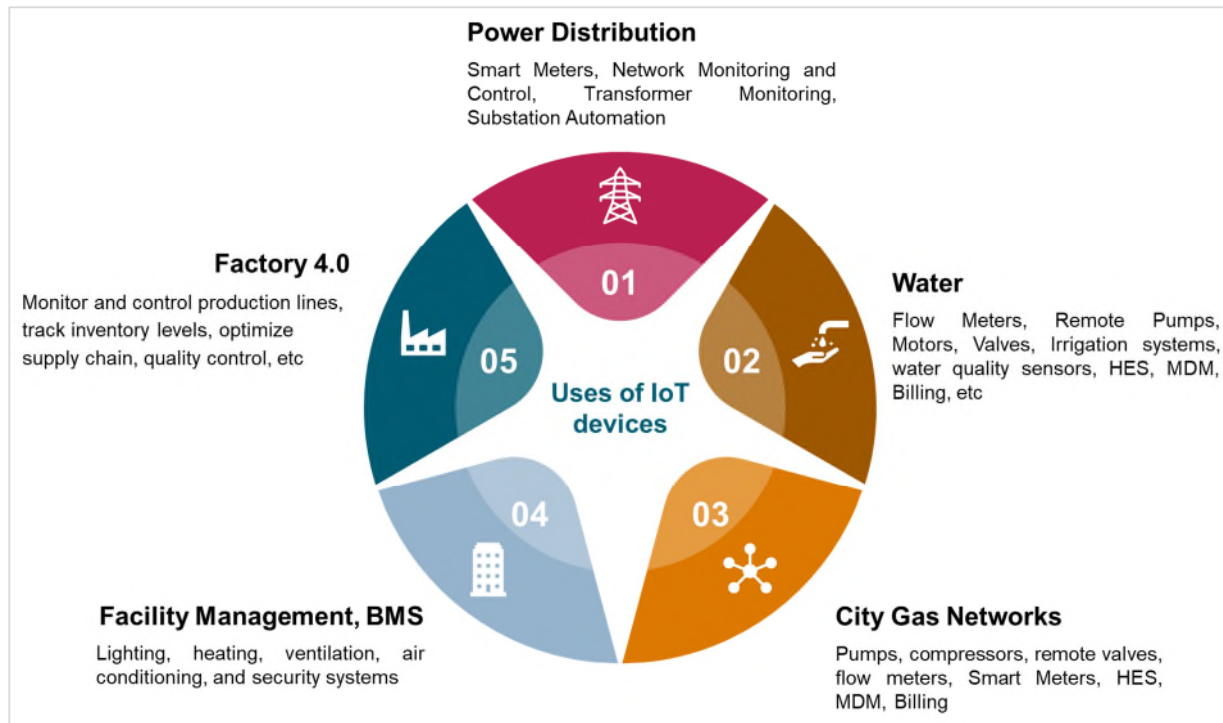
An overview of IoT framework



Key areas for IoT automation

The figure below shows some of the key areas where IoT automation can be used and being used for various applications.

IoT automation contextual applications



Source: Industry, Crisil Intelligence

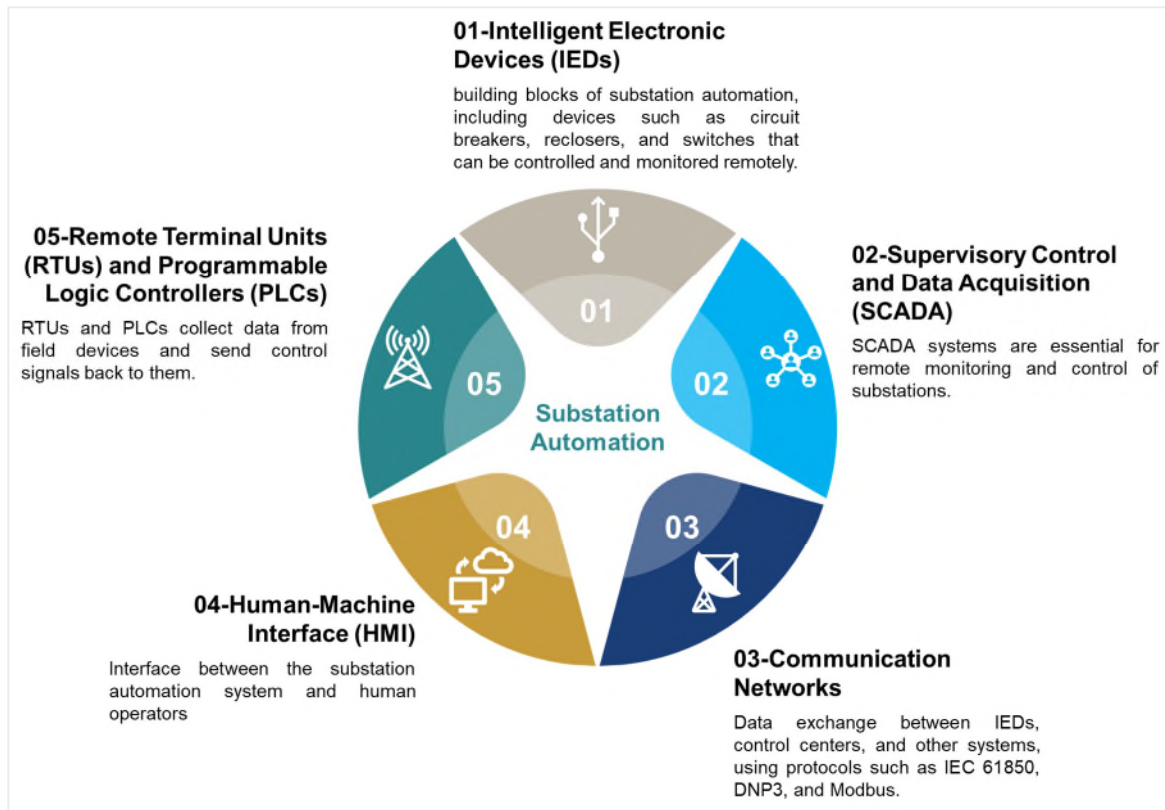
Power Distribution: The integration of IoT devices in power distribution systems has given rise to smart grids, which enable real-time monitoring and control of energy consumption. This includes the use of smart meters, which provide accurate and timely readings, as well as network monitoring and control systems that can detect and respond to power outages and other disruptions. Additionally, IoT devices are being used to monitor and control transformers, substations, and other critical infrastructure, ensuring efficient and reliable energy distribution.

Distribution substation:

The substation automation shall help to improve overall availability of the system by Real-time monitoring of substation parameters, such as voltage, current, and temperature, remote control of Intelligent Electronic Devices (IEDs), such as circuit breakers and switches, automatic protection of the substation and connected equipment from faults and anomalies, automatic execution of predefined actions in response to specific events or conditions, analysis of historical and real-time data to optimize substation performance and predict potential issues.

Substation automation offers benefits such as improved reliability, operational efficiency, safety, data-driven decisions, better maintenance, and cost savings. It integrates functions like SCADA and volt-var control to optimise asset management and reduce human intervention. The rise of IEDs including protective relays, meters, and condition monitors has accelerated the growth of substation automation by enabling smarter, more responsive systems.

Key components of substation automation



Source: Industry, Crisil Intelligence

Feeder automation:

IoT technology enables real-time monitoring of feeders and contactors using sensors and communication networks. Regular monitoring of feeders helps utilities and grid operators to detect faults, improve reliability, optimize energy distribution and enhance safety. Some of the key features of IoT-based feeder monitoring solutions include real time monitoring, predictive analytics, automated fault detection, energy usage monitoring and condition-based monitoring. IoT-based feeder monitoring solutions offer numerous benefits, including improved reliability, increased efficiency, and enhanced safety.

Distribution Transformer Monitoring and Control:

Distribution transformers are prone to failures due to various factors such as overloading, overheating, moisture, and aging. These failures can lead to power outages, equipment damage, and even safety risks. Regular monitoring of transformer health can help utilities and grid operators for unexpected failures, improving grid efficiency. IoT technology enables real-time monitoring of distribution transformers using sensors and communication networks. Temperature, voltage and current, power quality, moisture, vibration etc. can be monitored using IoT. These sensors transmit data to a central platform or cloud-based server, where advanced analytics and machine learning algorithms are applied to detect anomalies, predict maintenance and providing alerts. IoT-based distribution transformer health monitoring offers numerous benefits, including improved reliability, extended lifespan, and increased efficiency.

Fault Isolation System:

To enhance fault location accuracy in distribution networks, an edge computing-based scheme is proposed. Leveraging technologies like edge computing, AI, and mobile internet, power distribution terminals can diagnose faults locally. The system

divides the network into segments, each managed by a primary terminal that collects data from nearby terminals. In case of a short-circuit or single-phase ground fault, the main terminal collects alarm signals or waveform data and uses AI algorithms to locate the fault. Field tests with oscillating fault indicators confirm its effectiveness in reducing resource use and improving fault location efficiency.

RE and EV-Based Losses:

With the rise of large-scale PV generation and EV charging stations, issues like three-phase imbalance have worsened. An edge computing-based solution in the transformer area can address imbalance, enhance power quality, and reduce network losses.

Water Management: IoT devices are being used to modernize water management systems, enabling real-time monitoring and control of water distribution networks. This includes the use of smart meters, flow meters, and remote sensors to track water usage, detect leaks, and predict demand. Furthermore, IoT devices are being used to control and monitor remote pumps, motors, valves, and irrigation systems, ensuring efficient and optimized water distribution. Water quality sensors are also being used to monitor water quality parameters, such as pH, turbidity, and chlorine levels, enabling prompt action to be taken in case of any anomalies. Some of the use cases are:

- IoT based flocculation control and drinking water plant automation
- Smart sensors for adequate chlorination in drinking water network
- Pump and motor energy optimisation
- Water leak and theft detection, area identification water audit
- Pressure loss of water network and sizing of boosting station
- Level based, pumping automation
- Equitable water distribution and audit
- Sewage treatment: Soft sensor to ensure sufficient oxygen input to ensure correct balance of BOD and COD
- IT solution for HES and MDM of Water Consumers

City Gas Networks: IoT devices are being used to optimize the management of city gas networks, including the monitoring and control of pumps, compressors, remote valves, and flow meters. Smart meters are also being used to track gas consumption, enabling accurate billing and demand forecasting. The use of IoT devices in city gas networks enables real-time monitoring and control, reducing the risk of accidents and improving overall safety.

- Pumping station automation
- Leak detection, theft and audit
- Pressure loss and operation of boosting station
- Equitable distribution
- Energy Management
- IT solution for HES and MDM of CGD consumers

Facility Management and Building Management Systems (BMS): IoT devices are being used to create smart buildings and facilities, where lighting, heating, ventilation, air conditioning, and security systems can be monitored and controlled remotely. This enables facility managers to optimize energy consumption, reduce waste, and improve the overall comfort and safety of occupants. IoT devices are also being used to monitor and control access control systems, CCTV cameras, and other security systems, enhancing the overall security of facilities.

- Monitoring, visualisation, control and optimization of HVAC, water and sewage system, lighting, elevator / escalator systems
- Security, CCTV, access control
- Fire detection and evacuation system, fire fighting
- Monitoring visualisation, control and optimisation of power systems from in-house substation, feeders, transformer monitoring, sub metering for Energy Management.
- Communication systems: Wi-fi, Radio, Switch, Router and Fibre optic and Ethernet management

Factory 4.0: The integration of IoT devices in manufacturing systems has given rise to the concept of Factory 4.0, where machines and devices are interconnected and can communicate with each other in real-time. This enables predictive maintenance, quality control, and optimized production processes, leading to increased efficiency, productivity, and competitiveness. IoT devices are being used to monitor and control production lines, track inventory levels, and optimize supply chain management, enabling manufacturers to respond quickly to changing market conditions and customer demands.

The list below shows the IoT applications in various sectors:

Sectors	IoT applications
Agriculture	Precision farming, Livestock monitoring, Crop monitoring, Smart irrigation systems
Smart Buildings, Construction	Building Management Systems (BMS), Energy management, Lighting control, Security systems, Access control, Smart homes
Smart Cities, Transportation, Traffic Control	Traffic management, Smart parking, Waste management, Urban planning, Public safety, Smart lighting, Environmental monitoring, Route optimization, Public transportation systems, Intelligent transportation systems (ITS)
Healthcare, Health Responders	Remote patient monitoring, Telemedicine, Medical device tracking, Hospital management, Emergency response systems, Health analytics
Manufacturing and Supply Chain Management	Inventory management, Logistics tracking, Freight monitoring, Warehouse management, Cold chain monitoring, Predictive maintenance, Quality control, Industrial automation
Energy including Electricity	Smart grids, Energy management, Smart meters, Renewable energy monitoring, Energy storage systems
Railways	Train tracking, Passenger information systems, Freight monitoring, Rail network management, Safety systems
Smart Vehicles, EV Charging, Fleet tracking	Vehicle-to-everything (V2X) communication, Electric vehicle charging infrastructure, Fleet management, Vehicle diagnostics, Autonomous vehicles, Electric vehicle sharing, Mobility-as-a-service (MaaS)
Security Cameras	Surveillance systems, Access control, Intrusion detection, Video analytics, Facial recognition
Utilities	Water management, Gas management, Electricity management, Waste management
Payment	Mobile payments, Digital wallets, Payment gateways, Transaction analytics

Impact of the Digital India Initiative on IoT Growth

The Indian government's Digital India initiative has been a significant driving force behind the technological advancements leveraged under the initiative such as artificial intelligence, IoT, cognitive analytics are force multipliers in effective provision of and access to education, health, livelihoods, disaster-resilience and other critical dimensions of sustainable development. Its impact is evident in several key areas:

Strengthening Digital Infrastructure: Expansion of broadband and mobile internet connectivity, with a particular focus on rural and semi-urban areas. Ambitious projects like BharatNet aim to provide broadband connectivity to over 250,000 villages, laying the foundation for the widespread deployment of IoT technologies at scale. This digital infrastructure is essential for supporting the growing demand for IoT applications in various sectors, including smart cities, agriculture, healthcare, and manufacturing.

The rapid rollout of 4G and 5G networks across the country providing high-speed, low-latency connectivity is essential for IoT applications. This has enabled the development of a wide range of IoT-based services, including smart city infrastructure, precision agriculture, remote healthcare, and industrial automation.

Smart Cities Mission: The Digital India initiative is closely linked with the Smart Cities Mission, which aims to create sustainable, efficient, and livable cities through the use of IoT technologies. IoT is integral to these projects, providing real-time data and automation that improve service delivery, urban planning, and citizen engagement. For example, IoT sensors are being used to monitor air and water quality, manage energy and utilities, and optimize waste management, leading to improved public health, safety, and overall quality of life.

Market size of IoT

As per Global System for Mobile Communications Association (GSMA) estimates, there were approximately 15-16 billion connected IoT devices globally as of 2023 which are expected to grow by 13-14% CAGR to reach 38-40 billion by 2030. A significant share of these devices uses connectivity based on 3GPP standards, especially in industrial, automotive, and smart city applications. As of 2023, cellular IoT accounts for 20–22% of all connected IoT devices globally. The market is dominated by Asia Pacific, especially China and India, due to large-scale smart meter deployments and connected vehicle adoption.

Cellular IoT Market: The global cellular IoT market, which includes devices and services based on Third Generation Partnership Project (3GPP) standards (e.g., LTE-M, NB-IoT, 5G), was valued at approximately U.S.\$ 6-7 billion in 2023 and is projected to grow at a CAGR of 25-26% by 2030.

LTE IoT Market: The LTE IoT market (covering LTE-M and NB-IoT, both standardized by 3GPP) was valued at U.S.\$ 2-3 billion in 2023 and is expected to reach U.S.\$ 13-14 billion by 2030, growing at a CAGR of 27-28%.

5G IoT Market: The 5G IoT segment was valued at U.S.\$ 12-13 billion in 2023 and is projected to reach U.S.\$ 75-80 billion by 2030, with a CAGR of 30-32%.

As a result of Digital India and related government programs, the Indian IoT market is projected to grow rapidly, with estimates ranging from U.S.\$ 15 -20 billion by 2025 and is expected to reach U.S.\$ 45-50 billion by 2030. The IoT device base in India as of 2023 estimated to be over 200 million, with applications spanning utilities, healthcare, agriculture, manufacturing, and urban services.

Growth drivers for IoT and Automation

With the advancement in AI technology, companies are now looking to leverage AI at the edge, increasing the demand for real-time data analytics also at the edge.

Digital transformation: Evolving digital transformation is driving the adoption of both IoT and automation technologies.

Increasing demand for connected devices: The growing demand for connected devices used during day-to-day activities as well as smart manufacturing, such as smart home devices, wearables, and industrial sensors, is driving the adoption of IoT and automation.

Advancements in technology: Rapid advances in technologies like 5G, Wi-Fi, and Bluetooth are enabling faster, more reliable, and more secure connectivity, making IoT and automation more viable.

Cost reduction: With advancement in technology as well as widespread adoptions, the cost is reducing rapidly and decreasing cost of IoT devices, sensors, and connectivity is making IoT more accessible to businesses and consumers.

Growing demand for smart homes and cities: The increasing demand for smart homes and cities is driving the adoption of IoT in areas like energy management, transportation, and public safety.

Increased focus on Smart Grids: The increasing adoption of smart grids is driving the use of IoT devices, such as smart meters, sensors, and grid management systems, to optimize energy distribution and consumption.

Increased RE penetration and integration: The growing demand for renewable energy sources, such as solar and wind power, is driving the use of IoT devices to monitor and control energy production, storage, and distribution.

Data-driven decision-making: With improved technology, there is a large volume of data available for analysis. The increasing use of data analytics and business intelligence is driving the adoption of both IoT and automation technologies.

Cybersecurity: The growing concern about cybersecurity is driving the adoption of both IoT and automation technologies, such as secure connectivity and threat detection.

Challenges and limitations of IoT and Automation

Increased threat from cyber-attacks: IoT devices and automated systems are vulnerable to cyber threats and data breaches. Adding more devices provides more vectors to attacks.

Internet dependency: The reliance of IoT and automation on internet connectivity is significant, making redundant systems a necessity. Even brief losses of connectivity can have severe consequences, resulting in substantial costs and significant disruptions to production.

Communication challenged due to interoperability: Different devices and systems may not communicate seamlessly, hindering integration and automation thereby impacting the efficiency of the systems. With complex networks and technologies, the chances of failure increase significantly.

Rules and Regulations: IoT and automation raise concerns about privacy, safety, and liability, requiring regulatory frameworks and standards which are still at nascent stage in many countries.

The integration of IoT technology into industrial automation is revolutionizing the sector, yielding significant advantages such as optimized operational efficiency, reduced costs, and enhanced safety protocols. With applications spanning smart manufacturing, predictive maintenance, and remote monitoring, IoT is poised to shape the future of industrial operations, driving innovation and excellence in various sectors.

OVERVIEW OF WIRES AND CABLES

India wires & cables market overview

Wires consist of single conductor and cables are assembly of one or more conductors that are used for the transmission of electricity, data or signals. There are various types and varieties of cables, each designed to perform a specific function. They consist of the conductor metal (majorly copper and aluminium), insulation armoring and sheathing.

Wire & cables are classified as per their functionality or core of construction (like type of conductor metal, type of insulation etc.)

Different types of cables

Cable types	Description	Applications
LT Power cable	It is an assembly of two or more conductors with insulation and a protective jacket. The LT power cables industry is used at low voltage (1.1 kV and below), predominantly in sub-transmission and distribution of power. These cables feature construction with solid or stranded copper or Aluminium conductors, PVC/XLPE insulation, with the option of armouring along with inner and outer sheathing. These cables are designed to ensure durability and performance across various applications and are available in multiple sizes and configurations, to suit different needs	Transmission and distribution of electricity in mainly Utility and other commercial and industrial sectors like petrochemicals, mining, steel, non-ferrous, shipbuilding, cement, railway etc.
Solar/DC Cable	It is used for transmission of Direct Current (DC) in solar power generation, other renewable generations, EV applications and other related applications.	Solar power generation, other renewable generations, EV applications and other related applications.
Automotive Wire & Cables	These are specifically designed to be used in automotive applications for wiring harness, battery cables, associated electrical and communications applications. It mostly consists of copper conductors and PVC Insulation. Automotive wires are used in wiring harness which is a bundled set of wires, terminals, and connectors that distribute power and facilitate communication between components including lighting, steering systems, air conditioning units, dashboard applications, sensors, and more. Additionally, battery cables play a vital role in connecting the vehicle's battery to its electrical system, supplying power to essential components and ensuring overall vehicle performance. These are manufactured using high-quality copper, which ensures electrical conductivity, allowing for efficient power transmission and signal clarity. The wires are insulated with PVC, conforming to industry standards for safety and performance, providing a reliable barrier against electrical hazards and environmental factors such as heat, moisture, and chemicals. These wires are designed to withstand vibrations, temperature fluctuations, and other stresses encountered in automotive environments. This also includes battery cables for automobiles, including motorcycles and other motor vehicles. These cables	Automotive wiring harnesses, brake cables, battery cables, trailer cables, fusible link wires, and car speaker wires.

Cable types	Description	Applications
	handle starting, charging, lighting, signal, and instrument panel circuits.	
Specialised cables	This class of cables includes cables that are especially designed for a particular end use/ industry due to particular requirements. These types of cables are usually provided as customized solutions against stringent requirements, including temperature, tensile strength, and chemical resistance. For example, braided cable, Sensor Cable, Anti-capillary cable and others. Braided wires protect cables from electromagnetic interference and increase flex life and mechanical strength. This ensures that cables can withstand the harsh conditions often encountered in automotive environments. The braided design acts as a shield, reducing the impact of external electromagnetic fields on the cable's performance. Sensor cables are designed to be used to connect various automotive sensors and have high abrasion strength, flexibility and mechanical durability.	Multiple specialized applications including, defence, signal and data communication, Railway Signaling Cables, Industrial Automation and Digitalization, safety, power management, etc.
Other types of cables	HT Power Cables House wiring Communication wires & cables and others	Multiple applications like high-voltage transmission to fiber optics for 5G networks etc.

Source: Crisil Intelligence

Key growth drivers for cables

The manufacturing industry and infrastructure development are key drivers of the demand for cables and conductors, with significant growth potential in areas such as power generation, residential and commercial construction. As governments invest in initiatives like power grid expansion, housing development and infrastructure upgrades, the cable market is poised to benefit from these efforts in the coming years. Furthermore, the shift towards renewable energy sources, such as solar and wind power, is creating new opportunities for industry. Some of the key drivers are as follows:

Favourable government power transmission and distribution schemes

The domestic power cables industry is expected to witness moderate growth driven by RDSS, which is aimed at network modernisation and system loss reduction, PGCIL investments in system strengthening, new GEC projects, and state transmission line additions.

Additionally, the power cables industry is expected to draw significant demand from spending on network modernisation and system loss reduction through deployment of armoured cables, aerial bunched cables, and reconductoring. Moreover, underground cabling, renovation and modernisation of existing transmission lines of 66 kV and below would be required for loss reduction over Fiscal 2023-28.

With the introduction of tariff based competitive bidding (TBCB) and viability gap funding schemes for intra-state projects, the share of private sector players in the power transmission sector is expected to increase gradually over the long term. With increased awarding of projects under TBCB in the future, private participants are expected to play a key role in driving domestic power demand, thereby positively impacting the demand of cables including transmission and power cables.

Capacity additions in the power generation segment

Robust power capacity additions of 250-260 GW (incl. 27-30 GW energy storage projects) are expected over Fiscal 2026-30, as compared with approximately 86 GW in the previous five years, as India aims to reach 50% of cumulative electric power installed capacity from non-fossil fuel sources. Solar and wind installed capacity in India are expected to grow by 160 GW and 27 GW, respectively from Fiscal 2026 to 2030 as per government targets. Such multifold generation expansion plans also require large-scale development in the transmission sector because grid-connected solar and wind plants are usually located in far-flung areas which have limited transmission infrastructure. Extensive transmission and cable infrastructure transmit power for internal usage within the plant and from remote generation sites to consumption centres. This in turn is expected to drive the demand for cables and conductors.

Demand for advanced features and electronic components in modern vehicles

The rapid integration of cutting-edge technologies is revolutionizing the automotive industry, making vehicles safer, more user-friendly, and feature-rich, thereby enhancing their value and usefulness for owners. The proliferation of advanced driver-assistance systems (ADAS) has led to the widespread adoption of cameras, sensors, and other electronic components that improve safety and prevent road accidents.

For instance, cameras are being installed all around the vehicle to detect blind spots, monitor unsighted objects, and facilitate features like 360-degree views, while tire pressure sensors, lane change sensors, collision control sensors, anti-lock braking systems (ABS), and traction control systems are becoming increasingly common.

Furthermore, the growing trend of autonomous vehicles, connected cars, and the Internet of Things (IoT) is driving the demand for advanced automotive cables and wiring systems that can support high-speed data transmission, power distribution, and sensor connectivity. As a result, the demand for automotive wires and cables is expected to surge, driven by the need for reliable, high-performance, and durable connectivity solutions that can withstand the rigors of modern vehicles.

Rising adoption of EVs

The increasing electrification of vehicles, the adoption of advanced safety features, and the growing focus on vehicle-to-everything (V2X) communication are also contributing to the growth of the automotive cables market. The government's ambitious target of achieving 30% EV penetration by 2030 is poised to revolutionize the automotive industry, with projected annual sales of 10-15 million EVs by the end of the decade. This rapid growth in EV adoption, coupled with escalating fuel prices and mounting environmental concerns, is creating ground for the automotive cables market to grow.

As industry continues to evolve, the demand for advanced, reliable, and high-performance automotive cables is expected to increase, driving innovation and investment in the sector.

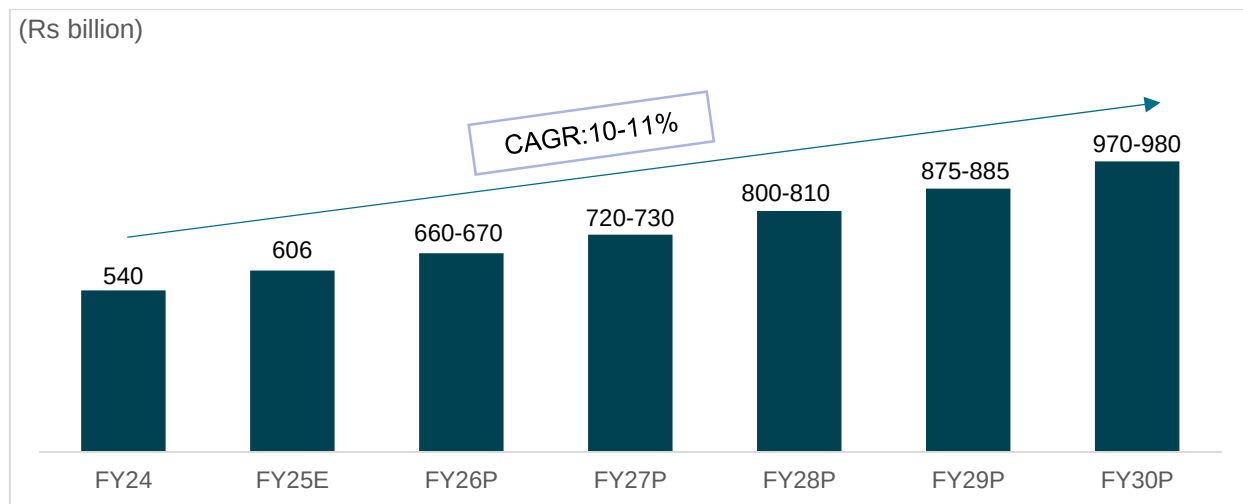
Existing and estimated market size

The Indian market for LV power cables, automotive cables, and specialized cables was valued at ₹ 540 billion in Fiscal 2024. The power and automotive cable segments collectively accounted for more than 52% of the total market value, while railway signaling cables, control cables, and solar DC cables comprised over 38%. The remaining share was attributed to other specialized cables.

The production of LV power cables increased from 0.33 million km in Fiscal 2021 to 0.46 million km in Fiscal 2024, registering a CAGR of 11.9%. Railway signalling and control cables demonstrated significant growth with CAGR of 55% and 24%, respectively, during the same period.

Moving forward, Crisil Intelligence expects the wires and cables market size for the specified products to grow at a CAGR of approximately 10-11% between Fiscal 2024-30 reaching an estimated value of ₹ 970 - 980 billion by Fiscal 2030 due to ongoing infrastructure development projects, metro and rail electrification, rising demand for EVs, among other factors.

India Wires & Cables Market for identified products



Note: E-Estimated; P: Projected;

Source: IEEMA, Crisil Intelligence

Key challenges in the wires and cable industry

Fluctuation in raw material prices: The industry relies heavily on raw materials like copper, aluminium, steel, and PVC, which are subject to price fluctuations. This price increase significantly affects profit margins within the industry.

Competition and market share: While the market is moderately concentrated, competition is intense. Some of the large key players like Havells India Limited, Polycab India Limited, Finolex Cables Limited have established strong brand presence, extensive product portfolios, and robust distribution networks. These players are actively investing in research and development, enhancing their product offerings, and implementing sustainable practices to consolidate their positions.

Technological advancements: The companies in these industries grapple with the diverse pace of innovations in product development. To keep up with innovations and competitions, companies have to continuously update their technology to compete in the market.

Key players in the industry

Below is the list of key players operating in the cable and conductor industry in India. Below list is not exhaustive and does not contain all players operating in the sector.

Key Manufacturers of wires & cables in India

Manufacturers	Established since	Segment	Products	End Industries
Apar Industries Limited	1958	Industrial and household	Premium products: High transmission low sag conductors, optical ground wire conductors, railway overhead conductors, fiber optic cables, special cables such as tactical cables, under water cables, tether cables, festoon cables. Electrical cable, elastomeric cables like solar, wind, nuclear cables etc., and E-beam cables	Railways, Renewable Energy, Power Transmission, Infrastructure, Oil & Gas, Mining, Defence
Finolex cables Ltd	1967	Household	Housing wires, Power cables, Agricultural cables, Co-axial cables, Speaker cables, Optical fiber cables, LAN cables	Power Transmission, Telecom, Railways, Defence, Agriculture, Data Communication
Havells India Limited	1983	Industrial and household	HT power cable copper and aluminium conductor, LT power cable copper & aluminium conductors, LT control cables, fire survival cables	Power Transmission, Thermal Power plants, Airports
KEI Industries Ltd	1968	Industrial and household	Power cables, communication cables, Instrumentation cables, Control cables, Rubber Cables, Solar cables, Winding wires, Fire Resistant cables, Marine & Offshore cables	Power Transmission, Infrastructure, Oil & Gas, Defence, Manufacturing, Telecom, Consumer Durables, Data Transmission
Polycab India Ltd	1996	Industrial and household	LC Power cable, MV Power cable, Industrial cable, PVC insulated industrial cables, Flexible wires, building wires, Optical Fibre cables, communication and data cables, rubber cables, control cables, instrumentation cables, solar cables	Power Transmission, Infrastructure, Oil & gas, Telecom, Defence, Manufacturing, Consumer Durable, Transport
Siechem Technology	2002	Industrial	Mining cable, Airport lighting cables, Telecommunication Cables, Building Wires, Fire Resistant Cables, Flexible Cables, Instrumentation Cables, Power Cables, Welding Cables	Power Transmission, Aerospace, Mining, Oil & Gas, Marine & Offshore, Telecom, Airport, Manufacturing
Universal Cables Ltd	1962	Industrial	EHV cables, medium voltage cables, Low voltage cables Aerial bunched, Power & Control cables, Winding wires, Elastomeric cables and capacitors	Power Transmission & Oil & Gas, Mining, Railways, Defence, Marine, offshore

Source: Crisil Intelligence

COMPETITION ANALYSIS OF COMPANIES WITH SIMILAR OFFERINGS

India boasts a thriving smart meter manufacturing industry, with several domestic and multinational companies operating in the sector. These players possess the necessary expertise and capabilities to produce a wide range of smart meters catering to diverse applications and end-user segments.

AEW was incorporated in 2011 and initially focused on Static energy meters and Dual source (DRDR) meter until 2020. In 2021 AEW expanded its portfolio and introduced a range of smart energy meter product offerings including single phase, 3-phase, DT, LTCT and HTCT smart energy meters. Additionally, AEW has also been offering comprehensive solutions, including in-house and third-party HES and MDM solutions, to support its smart meter offerings.

- Brief history of Company for smart meter development:
 - 2021: Development of 1-Phase & 3-Phase Smart meters
 - 2021: Development of LTCT Smart Meters
 - 2023: Development of Smart DT Meters
 - 2024: Development of Smart HT Feeder/Boundary Meters

AEW has a strong presence in the manufacturing of energy meters, with three manufacturing facilities in Delhi equipped with advanced technologies such as SMT lines, EMS (PCB Assembly), precision moulding, tool room, sheet metal workshop, etc. for the production of Smart Meters. This integrated backend capability enables the company to produce high-quality smart meters. Furthermore, AEW's expertise extends to service offerings including IoT & automation solutions, AMI- Service Provider and various software solutions for smart metering.

The following table provide details of key players capabilities and offerings in smart metering segment and other business offerings in India:

Operational parameters of companies with similar offerings as of 31st March 2025

Parameters	AEW	Genus	HPL Electric	Secure Meter	Kimbal	Polaris	Avon	Capital Power	Bentec
<i>Capabilities and offerings related to smart meters and AMI</i>									
Fully integrated manufacturing facility	✓	✓	✓	✓	NA	NA	✓	✓	✓
IT offerings	✓	✓	✓	✓	✓	✓	✗	✗	✗
Value added offerings – Analytics/IOT	✓	✓	✗	✓	✓	✗	✗	✗	✗
AMISP	✓	✓	✓	✓	✗	✓	✓	✗	✓

Parameters	AEW	Genus	HPL Electric	Secure Meter	Kimbal	Polaris	Avon	Capital Power	Bentec
<i>Types of smart meters being offered</i>									
1 Phase smart electric meter	✓	✓	✓	✓	✓	✓	✓	✓	✓
3 Phase smart electric meter	✓	✓	✓	✓	✓	✓	✓	✓	✓
3 Phase LTCT smart electric meter	✓	✓	✓	✓	✓	✗	NA	✓	✗
3 Phase HTCT smart electric meter	✓	✓	✓	✓	✓	✗	NA	✗	✗
DT meter	✓	✓	✓	✓	✓	✗	✗	✗	✗
Feeder meter	✓	✓	✓	✓	✓	✗	✗	✗	✗
Smart gas meter	✗	✓	✗	✓	✗	✓	✗	✓	✗
Smart water meters	✗	✓	✗	✗	✗	✗	✗	✗	✗
Other meter products	1-ph & 3-ph static meter, dual source meter	1-ph & 3-ph static meter, DT metering, ABT meter, panel meter, Net meter	Panel meter, Net meter, prepaid meter, DT metering	Dual source meter, Panel meter, DT metering, ABT meter	NA	NA	Net meters, Sub-meters, 1-ph & 3-ph MFM	Domestic, commercial & industrial Gas meter, water meter	1-ph & 3-ph electronic static meter, MFM, Net meter
Other business segments & offerings	Power, automotive, and specialized wires & cables	Grid & Substation Meters, Communication Devices, Facility Management Services, Data loggers	Consumer & industrial segment switchgear, LEDs, solar & telecom cables, SCB, Fans	Heat measuring instruments, thermostats, LVCT, Modem, IHD, etc	Energy management, RTU	NA	EMS tool	NA	Wires & cables, Switchgears, Distribution boards, LED lights

NA: Details not available

Source: Company websites, Investor presentations, Crisil Intelligence

Comparative analysis of global players in smart meter

Parameters	Hubbell	Badger	Itron	Landis+Gyr
Headquarter	Shelton Connecticut U.S.	Milwaukee, Wisconsin, U.S.	Liberty lake, Washington, U.S.	Cham, Switzerland

Parameters	Hubbell	Badger	Itron	Landis+Gyr
Key activities	Manufacturer of smart meter under the brand name of Aclara	Manufacturer of smart flow meters and provides its associated solutions.	Manufacturer of electricity, gas and water meters along with services like metering management and communication networks	Manufacturer of electricity, gas and water meters
Other offerings	Electric, gas and water smart meters	Municipal water and C&I solutions, including analytics, all kinds of gas and water monitoring, communication technology etc.	Communication networks, Consumer engagement, Distribution automation, Metering solutions, Grid edge management, Data management and analytics	Dynamic load management, communication networks, Demand side flexibility, Heating and cooling meters
Global presence	(US and Canada) North America, Latin America (Mexico, Chile, Brazil), (UK, France and Germany) Europe, (Australia, China and India) Asia-Pacific, (south Africa and Nigeria) Africa	Asia, Canada, Europe, Mexico, Middle East	Africa, Central America, Caribbean, East Asia, Europe, Middle East, North America, South America, South Asia, Canada, United States	U.S., Europe, Middle East, Africa, Asia Pacific.

Source: Company websites, Crisil Intelligence

- As of March 31, 2025, AEW ranks among the top 5 energy meter solutions providers in India in terms of manufacturing capacity of 7.29 million meters per annum.
- As of March 31, 2025, AEW has supplied 2.92 million smart energy meters to one utility and 13 AMISPs for installation across 6 states, including Andhra Pradesh, Gujarat, Maharashtra, Haryana, Punjab and Uttar Pradesh, representing about 10% of the total smart energy meters installed in India. This contribution underscores AEW's role in AMI adoption in India in line with the government's commitment to promoting it nationwide.
- Of the total smart energy meters supplied, AEW have supplied 0.27 million DT meters as of March 31, 2025, representing over 25% of the total DT meters installed/delivered in India under the RDSS. With the growing demand for high-value, high-margin DT and feeder smart meters, AEW is poised to leverage this rising demand to maintain its market leadership.
- AEW has supplied the highest number of smart meters in Punjab and Uttar Pradesh which were among the top 10 states in India in terms of smart meter installations, as of March 31, 2025.
- AEW's smart meters support standard communication protocols such as IS/IEC 62056 for sharing energy usage data using High-Level Data Link Control (HDLC) and TCP/IP.
- AEW's smart energy meters incorporate advanced communication technologies such as 4G, 2G, NBIoT, BLE, and RF.
- AEW was among the first to offer dual communication capabilities (4G/2G + BLE) in smart energy meters in India, enhancing performance and usability for AMISPs, utilities, and consumers.
- The rapid growth of the smart meter market presents significant opportunities for companies like AEW.
- AEW is expecting to introduce their smart gas and water metering solutions by Fiscal 2026, which will make AEW among the first few companies in India to offer such advanced solutions. With the expansion of CGD and water distribution networks and increasing adoption of smart metering, AEW can cater to both Indian and international markets by providing advanced smart gas meters and related infrastructure solutions.
- As per CEA, over 10% of DTs fail due to issues like oil theft, leakage, or overheating.
- The table below sets forth details of AEW's market share in the total smart energy meters installed across some states, as of March 31, 2025:

State	Number of smart energy meters delivered and installed as of March 31, 2025	AEW's share in the total smart energy meters installed/delivered as of March 31, 2025
Uttar Pradesh	2,691,127	44.4%
Maharashtra	3,170,644	5.9%
Punjab	1,480,063	73.5%
Andhra Pradesh	3,126,215	1.6%
Gujarat	2,128,824	13.7%
Haryana	847,467	13.5%

Source: RDSS portal, NSGM, Crisil Intelligence

Financial analysis of domestic and global companies with similar offerings in smart meters

AEW's financial performance has been benchmarked against two Indian listed companies, Genus and HPL, providing similar offerings in smart meter segment and other domestic as well as global players in the smart meter solutions space, to provide a comprehensive view of its industry standing and financial performance.

- AEW is the fastest-growing comprehensive smart energy meter solutions provider in India in terms of revenue growth, achieving a CAGR of 109.76% from Fiscal 2023 to Fiscal 2025.
- AEW's strong financial performance, with profit margin of 19.56%, return on capital employed of 71.47%, and return on equity of 65.69%, the highest among peers listed below in Fiscal 2025.

Revenue from operations (Rs. Million), CAGR (FY23-25)

Company	FY25	FY24	FY23	CAGR
Allied Engineering Works Ltd.	7,171.11	3,484.82	1,629.90	109.76%
Genus Power Infrastructures Ltd.	24,420.13	12,005.83	8,083.86	73.81%
HPL Electric & Power Ltd.	17,002.44	14,608.58	12,622.09	16.06%
Secure Meters Ltd.	NA	24,415.04	16,090.94	NC
Sinhal Udyog Pvt. Ltd. (Kimbal)	NA	3,566.77	174.18	NC
Avon Meters Pvt. Ltd.	NA	3,127.25	1,845.38	NC
Capital Power Systems Ltd.	NA	2,098.64	1,776.68	NC
Bentec India Ltd.	NA	4,266.15	2,933.63	NC
Landis+Gyr AG	146,231	160,978.10	135,183.43	4.01%
	CY24	CY23	CY22	CAGR
Hubbell Inc.	471,105.45	443,801.54	388,904.94	10.1%
Badger Meter Inc.	69,182.90	58,116.70	44,453.64	24.8%
Itron Inc	204,298.06	179,542.09	141,131.33	20.3%

NA: Not Available; NC: Not Calculated

Numbers are approximated to nearest integer

Source: Financials reports published in MCA, Company annual reports, SEBI filings, Crisil Intelligence

Note:

1. Hubbell, Badger Meter, Itron and Landis+Gyr are foreign players. Except Landis+Gyr, the financials for other foreign players are as per the calendar year.
2. The figures are converted using average conversion rates for that period;
USD: INR rates used for: CY24 – 83.70, CY23 – 82.60, CY22 – 78.60, FY25- 84.56, FY24 – 82.80, FY23 – 80.40, FY22 – 74.50

Gross margin

Company	FY25	FY24	FY23
Allied Engineering Works Ltd.	44.78%	43.54%	31.33%
Genus Power Infrastructures Ltd.	43.00%	40.24%	35.78%
HPL Electric & Power Ltd.	35.03%	34.23%	33.31%
Secure Meters Ltd.	NA	58.18%	66.61%
Sinhal Udyog Pvt. Ltd. (Kimbal)	NA	28.08%	32.20%
Avon Meters Pvt. Ltd.	NA	24.94%	24.56%

Capital Power Systems Ltd.	NA	30.50%	35.29%
Bentec India Ltd.	NA	30.55%	26.24%
Landis+Gyr AG	29.62%	30.62%	28.26%
	CY24	CY23	CY22
Hubbell Inc.	33.83%	35.14%	29.74%
Badger Meter Inc.	39.83%	39.29%	38.89%
Itron Inc	34.39%	32.84%	29.08%

NA: Not Available;

Source: Financials reports published in MCA, Company annual reports, SEBI filings, Crisil Intelligence

Formula used:

Gross Margin: Gross Profit divided by Revenue from Operations

Gross Profit: Revenue from operations - Cost of Goods Sold

Cost of Goods Sold: Sum of Cost of materials consumed and Purchases of stock-in-trade and increase/ decrease in inventories.

Note: (Gross Profit calculation excludes direct wages and other direct costs, as a detailed breakdown is not available for all peers. If these costs were included in the formula, the resulting Gross Margin would be lower)

EBITDA margin

Company	FY25	FY24	FY23
Allied Engineering Works Ltd.	28.87%	20.87%	7.27%
Genus Power Infrastructures Ltd.	19.23%	11.27%	9.73%
HPL Electric & Power Ltd.	14.98%	13.15%	12.43%
Secure Meters Ltd.	NA	12.62%	7.38%
Sinhal Udyog Pvt. Ltd. (Kimbal)	NA	1.90%	8.93%
Avon Meters Pvt. Ltd.	NA	5.92%	6.77%
Capital Power Systems Ltd.	NA	9.15%	8.31%
Bentec India Ltd.	NA	8.77%	7.34%
Landis+Gyr AG	3.55%	12.58%	7.92%
	CY24	CY23	CY22
Hubbell Inc.	22.94%	21.77%	17.28%
Badger Meter Inc.	24.04%	21.33%	20.15%
Itron Inc	14.59%	8.81%	3.22%

NA: Not Available

Source: Annual reports, Financials reports published in MCA, SEBI filings, Crisil Intelligence

Formula used:

EBITDA Margin: EBITDA divided by Revenue from Operations

EBITDA: Sum of Profit before tax, depreciation and finance cost - other income

PAT margin

Company	FY25	FY24	FY23
Allied Engineering Works Ltd.	19.56%	13.61%	0.62%

Genus Power Infrastructures Ltd.	12.75%	7.22%	3.58%
HPL Electric & Power Ltd.	5.53%	2.99%	2.40%
Secure Meters Ltd.	NA	5.77%	(0.95%)
Sinhal Udyog Pvt. Ltd. (Kimbal)	NA	3.06%	5.18%
Avon Meters Pvt. Ltd.	NA	3.04%	1.35%
Capital Power Systems Ltd.	NA	3.24%	2.67%
Bentec India Ltd.	NA	5.00%	3.55%
Landis+Gyr AG	(8.64%)	5.59%	12.32%
	CY24	CY23	CY22
Hubbell Inc.	13.92%	14.26%	10.44%
Badger Meter Inc.	15.12%	13.16%	11.76%
Itron Inc	9.88%	4.52%	(0.53%)

NA: Not available;

Source: Annual reports, Financials reports published in MCA, SEBI filings, Crisil Intelligence

Formula used:

Profit Margin: Profit after tax divided by Revenue from Operations

Return on capital employed (ROCE)

Company	FY25	FY24	FY23
Allied Engineering Works Ltd.	71.47%	69.90%	15.00%
Genus Power Infrastructures Ltd.	15.84%	8.69%	5.54%
HPL Electric & Power Ltd.	14.11%	10.94%	8.90%
Secure Meters Ltd.	NA	14.94%	3.21%
Sinhal Udyog Pvt. Ltd. (Kimbal)	NA	3.04%	5.11%
Avon Meters Pvt. Ltd.	NA	15.12%	9.83%
Capital Power Systems Ltd.	NA	11.37%	12.74%
Bentec India Ltd.	NA	19.56%	13.92%
Landis+Gyr AG	(0.54%)	9.83%	3.43%
	CY24	CY23	CY22
Hubbell Inc.	22.25%	20.28%	18.53%
Badger Meter Inc.	28.84%	24.45%	20.20%
Itron Inc	12.79%	8.82%	(0.63%)

NA: Not available

Source: Annual reports, Financials reports published in MCA, SEBI filings, Crisil Intelligence

Formula used:

Return on Capital Employed: EBIT divided by Capital Employed

EBIT: Sum of Profit before tax and Finance cost

Capital employed: Sum of total equity, current borrowings, non-current borrowings and net deferred tax liabilities/assets

Total equity: Sum of shareholder's equity and non-controlling interest, if any

Return on equity (ROE)

Company	FY25	FY24	FY23
Allied Engineering Works Ltd.	65.69%	64.72%	3.94%
Genus Power Infrastructures Ltd.	16.67%	5.52%	2.96%
HPL Electric & Power Ltd.	10.25%	5.26%	3.80%
Secure Meters Ltd.	NA	12.10%	(1.50%)
Sinhal Udyog Pvt. Ltd. (Kimbal)	NA	16.87%	9.12%
Avon Meters Pvt. Ltd.	NA	11.14%	3.28%
Capital Power Systems Ltd.	NA	9.92%	7.67%
Bentec India Ltd.	NA	19.57%	11.87%
Landis+Gyr AG	(11.34%)	7.0%	13.6%
	CY24	CY23	CY22
Hubbell Inc.	23.87%	26.51%	21.80%
Badger Meter Inc.	20.61%	17.93%	15.03%
Itron Inc	17.08%	7.38%	(0.80%)

NA: Not available

Source: Annual reports, Financials reports published in MCA, SEBI filings, Crisil Intelligence

Formula used:

Return on Equity: Profit for the period/year divided by Total equity

Total equity: Sum of shareholder's equity and non-controlling interest, if any

CHALLENGES AND THREATS FOR THE SECTOR

Challenges

Reliance on imported component: India imports a significant portion of the key components and finished products related to smart meter technology from abroad. Reliance on imported components, especially semiconductors, may impact costs and supply chain reliability

Lack of skilled manpower: Challenges in attracting and retaining skilled personnel in design, software development and field installation, might disrupt business operations. There is a shortage of skilled personnel for AMI deployment, including smart meter installation, data analytics, IoT technologies, and cybersecurity.

Legacy issues: Legacy systems in Discoms often use outdated software and hardware. Integrating AMI with existing billing and grid management systems can be complex and expensive. For seamless transition, these integration challenges need to be overcome.

Communication challenges: There are pockets with low signal strengths or limited internet coverage. Also, to handle data from large number of meters need excellent communication networks which can manage high data volumes,

Threats

Regulatory environment: Any adverse shift in government policies or changes in energy regulations, can significantly impact investment decisions and complicate the deployment of smart metering technologies.

Competition: The smart metering sector is highly competitive, with numerous players vying for market share. Established competitors along with capable new entrants can pose challenges. Intense competition from both well-established companies and new market entrants creates a highly competitive environment

Cost of raw materials: Many of the key components and finished products related to smart meter are imported. If costs for raw materials like semiconductors and other essential raw materials go up materially, overall project budgets might get impacted.

Threats from cyber-attacks: Since Smart meters collect and transmit large amounts of energy consumption data, there are concerns that the data may be leaked, and security may be compromised. Robust data security measures are crucial for consumer trust and acceptance. AMI systems are vulnerable to cyberattacks, which could compromise data privacy and disrupt grid operations. This can impact the progress of installation of smart meters.

Lack of willingness: There has been resistance from the consumers for installation of smart meters. Therefore, some DISCOMs resist adopting smart metering due to concerns about disruptions to their established processes. Consumers may not be aware of the benefits of AMI or may be hesitant to adopt the technology due to privacy concerns. Increasing consumer awareness and acceptance of smart meters are critical for successful market penetration.

Key performance indicators of listed proxies

Financial parameters of domestic listed companies with similar offerings

Parameters (Rs. Mn, unless noted otherwise)	AEW			Genus			HPL Electric		
	FY25	FY24	FY23	FY25	FY24	FY23	FY25	FY24	FY23
No. of smart meters sold during the year (million)	2.04	0.76	0.12	NA	NA	NA	NA	NA	NA
Outstanding order book value for metering	18,535.98	19,684.77	1,038.36	301,100.00	210,060.00	41,150.00	34,650.00	17,600.00	12,742.80
Revenue from operations	7,171.11	3,484.82	1,629.90	24,420.13	12,005.83	8,083.86	17,002.44	14,608.58	12,622.09
Y-o-Y growth in revenue from operations	105.78%	113.81%	33.11%	103.40%	48.52%	18.00%	16.39%	15.74%	24.48%
Gross Margin	44.78%	43.54%	31.33%	43.00%	40.24%	35.78%	35.03%	34.23%	33.31%
EBITDA	2,070.09	727.28	118.57	4,696.81	1,352.89	786.50	2,546.52	1,921.53	1,568.68
EBITDA Margin	28.87%	20.87%	7.27%	19.23%	11.27%	9.73%	14.98%	13.15%	12.43%
Profit/loss for the year	1,402.60	474.12	10.17	3113.82	866.65	289.74	939.87	436.25	302.49
PAT Margin	19.56%	13.61%	0.62%	12.75%	7.22%	3.58%	5.53%	2.99%	2.40%
ROCE (%)	71.47%	69.90%	15.00%	15.84%	8.69%	5.54%	14.11%	10.94%	8.90%
ROE (%)	65.69%	64.72%	3.94%	16.67%	5.52%	2.96%	10.25%	5.26%	3.80%
Net Working Capital days	126	85	107	279	319	386	214	236	249

NA: Not Available

Source: Company websites, Annual reports, Crisil Intelligence

Formulae used:

Gross Margin: Gross Profit divided by Revenue from Operations

Gross Profit: Revenue from operations - Cost of Goods Sold (Gross Profit calculation excludes direct wages and other direct costs, as a detailed breakdown is not available for all peers. If these costs were included in the formula, the resulting Gross Margin would be lower)

Cost of Goods Sold: Sum of Cost of materials consumed and Purchases of stock-in-trade and increase/ decrease in inventories

EBITDA: Sum of Profit before tax, depreciation and finance cost - other income

EBITDA Margin: EBITDA divided by Revenue from Operations

Profit Margin: Profit after tax divided by Revenue from Operations

Return on Capital Employed: EBIT divided by Capital Employed; EBIT: Sum of Profit before tax and Finance cost

Capital employed: Sum of total equity, current borrowings, non-current borrowings, net of deferred tax liabilities/assets

Return on Equity: Profit for the period/year divided by Total equity

Total equity: Sum of shareholder's equity and non-controlling interest, if any

Net Working Capital: (Current assets-cash and cash equivalents incl. other bank balances)-(Current liabilities-current borrowings)

Net Working Capital Days: Net Working Capital divided by revenue from operations x No. of days during the period/year

OUR BUSINESS

Some of the information in this section, including information with respect to our business plans and strategies, contains forward-looking statements that involve risks and uncertainties. You should read “Forward-Looking Statements” on page 28 for a discussion of the risks and uncertainties related to those statements and “Risk Factors”, “Financial Information” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 30, 299 and 372, respectively, for a discussion of certain factors that may affect our business, financial condition, results of operations or cash flows. Our actual results may differ materially from those expressed in or implied by these forward-looking statements.

Our Company’s financial year commences on April 1 and ends on March 31 of the subsequent year, and references to a particular fiscal year are to the 12 months ended March 31 of that particular year. Unless otherwise indicated or the context otherwise requires, the financial information included herein is based on or derived from our Restated Financial Information included in this Draft Red Herring Prospectus. For further information, see “Financial Information” on page 299. Also see, “Definitions and Abbreviations” on page 1 for certain terms used in this section. Unless otherwise stated or the context otherwise requires, references in this section to “we”, “us”, “our”, “our Company” or “the Company” are to Allied Engineering Works Limited.

*Unless otherwise indicated, industry and market data used in this section has been derived from the industry report titled “Market assessment of smart meters, IIOT automation and wires and cables” dated July, 2025 (the “**Crisil Report**”) prepared and issued by Crisil Intelligence, appointed by us pursuant to an engagement letter dated February 13, 2025 and exclusively commissioned and paid for by us to enable investors to understand the industry in which we operate in connection with the Offer. The data included herein includes excerpts from the Crisil Report and may have been re-ordered by us for the purposes of presentation. Unless otherwise indicated, financial, operational, industry and other related information derived from the Crisil Report and included herein with respect to any particular calendar year/ Fiscal refers to such information for the relevant calendar year/ Fiscal. A copy of the Crisil Report is available on the website of our Company at www.aewinfra.com/investor/. For further information, see “Risk Factors – 51. Certain sections of this Draft Red Herring Prospectus disclose information from the Crisil Report which is a paid report and commissioned and paid for by us exclusively in connection with the Offer and any reliance on such information for making an investment decision in the Offer is subject to inherent risks.” on page 58. Also see, “Certain Conventions, Currency of Presentation, Use of Financial Information and Market Data – Industry and Market Data” on page 27.*

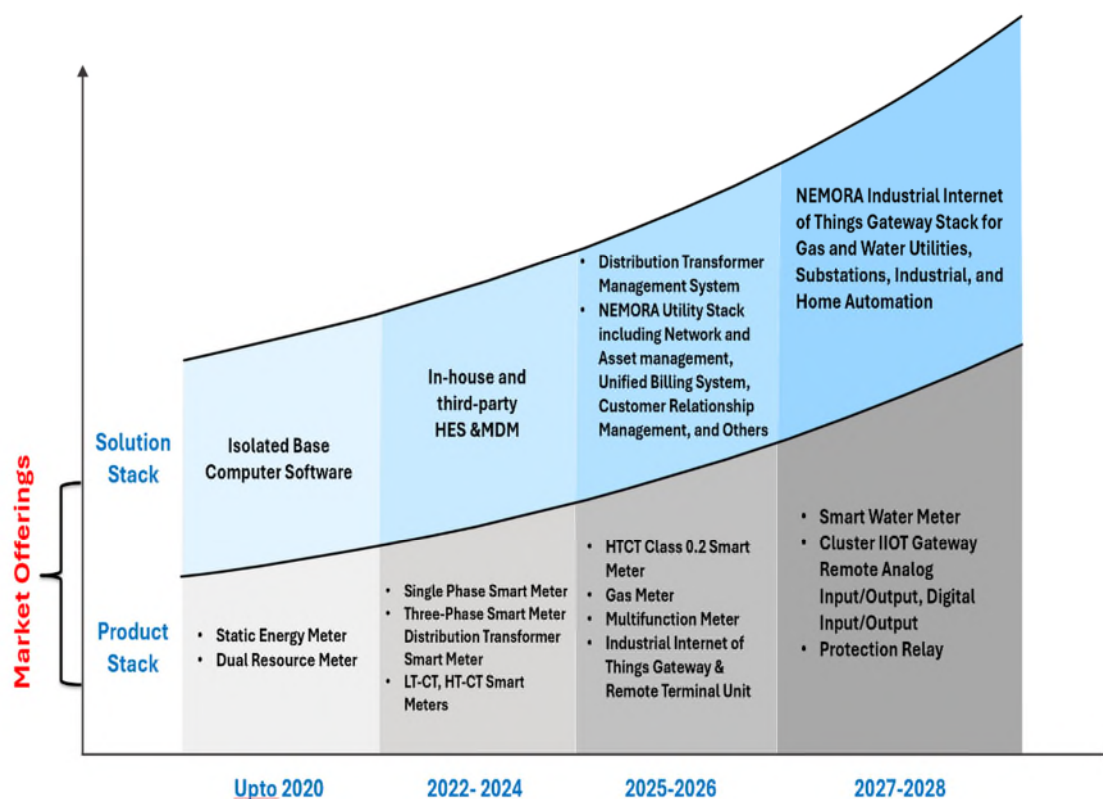
OVERVIEW

We are a technology-driven solutions provider, focused on meeting the evolving needs of utilities in implementing smart metering infrastructure across India and enhancing the efficiency of utility distribution systems. Our fully integrated manufacturing operations, encompassing design capabilities and in-house electronics manufacturing services (“**EMS**”), enable us to manufacture and supply a comprehensive range of smart energy meters, including consumer smart meters, distribution transformer (“**DT**”), feeder, and boundary smart meters, as well as advanced automation and IoT solutions, thereby positioning us as a one-stop-shop for smart energy metering needs. As of March 31, 2025, we rank among the top five energy meter solutions providers in India in terms of installed manufacturing capacity of 7.29 million meters per annum. (Source: *Crisil Report*) We are also the fastest-growing comprehensive smart energy meter solutions provider in India in terms of revenue growth, achieving a CAGR of 109.76% from Fiscal 2023 to Fiscal 2025. (Source: *Crisil Report*) We supply our products to electricity utilities and advanced metering infrastructure service providers (“**AMISPs**”), and are also experienced in deploying smart energy meters as an AMISP. As of March 31, 2025, we have supplied 2.92 million smart energy meters to one utility and 13 AMISPs for installation across six states, including Andhra Pradesh, Gujarat, Maharashtra, Haryana, Punjab and Uttar Pradesh, representing approximately 10% of the total smart energy meters installed in India. (Source: *Crisil Report*) Of the total smart energy meters supplied, we have supplied 0.26 million DT meters as of March 31, 2025, representing over 25% of the total DT meters installed in India under the Revamped Distribution Sector Scheme (“**RDSS**”). (Source: *Crisil Report*) We have supplied the highest number of smart energy meters in Punjab and Uttar Pradesh which were among the top 10 states in India in terms of smart meter installations, as of March 31, 2025. (Source: *Crisil Report*)

We started our business as a sole proprietorship firm in 1986 and began manufacturing energy meters in 2002. The sole proprietorship firm was acquired by our Promoter, AEW Infratech Private Limited, in Fiscal 2011 and subsequently the assets of the sole proprietorship were acquired from our Promoter by our Company in Fiscal 2012 which was incorporated in 2011. With over two decades of experience in the energy meter industry, we have developed a deep understanding of utility-specific operational requirements, regulatory compliance needs and implementation challenges, which we believe differentiates us from any other EMS providers or original equipment manufacturer. Our experience in supplying energy meters to electricity utilities and AMISPs has also provided us with valuable insights and experience, enabling us to meet the diverse needs and expectations of stakeholders within the smart metering ecosystem.

We intend to leverage our experience in designing and manufacturing smart energy meters to develop smart gas and water meters, as well as multifunction meters for non-utility applications. We are also in the process of developing an Industrial Internet of Things (“IIOT”) automation stack called ‘NEMORA’, which includes both hardware and software components. This solution is designed for a wide range of applications, including utilities and sub-stations. For further information, see “-Strategies - Focus on Industrial Internet of Things (“IIOT”) and automation solutions for utilities and other applications” on page 239. Further, in April 2025, our Company acquired ‘Advance Technology and Electronics Co., Ltd.’ (“ATECL”), a company based in Thailand. Our Company currently holds 49% of its share capital. ATECL has the necessary approvals to participate in tenders and is equipped to supply meters to local utilities in Thailand. This acquisition will help us expand our presence in the South East Asian market.

Product Development Roadmap

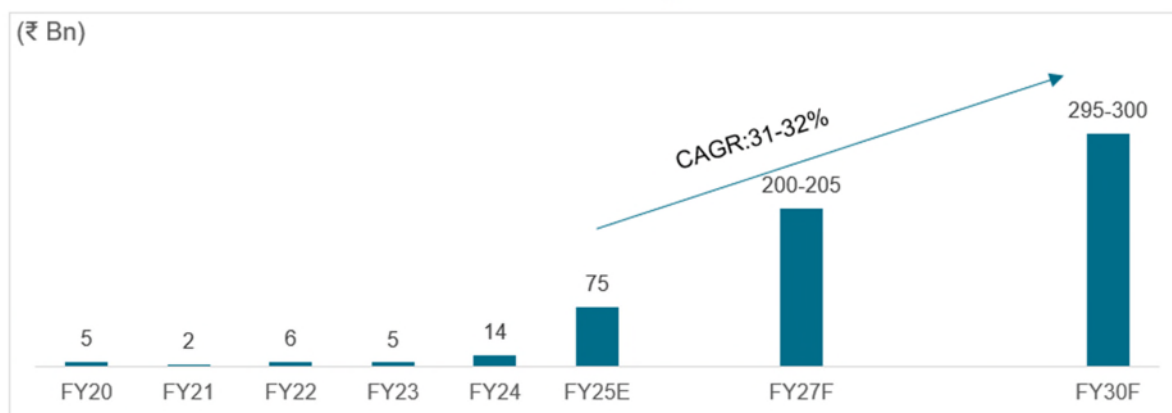


Market opportunity

The energy meter market in India is witnessing substantial growth, fueled by rapid urbanization, rising electricity consumption, increasing demand for energy efficiency, and government efforts to provide universal electricity access

and modernize utility infrastructure (Source: Crisil Report) Smart meters offer several advantages over traditional meters, including real-time monitoring of energy consumption, less prone to tampering compared to static meters, automatic readings, remote access, and long-term cost savings. (Source: Crisil Report) Unlike traditional meters, which require manual readings and are prone to errors, smart meters provide accurate and up-to-date information, enabling consumers to optimize their energy use and reduce costs. (Source: Crisil Report) The Government of India's Smart Meter National Programme ("SMNP") under the RDSS is a key driving factor for the installation of smart energy meters. (Source: Crisil Report) The programme focuses on modernizing the electricity distribution infrastructure through the large-scale deployment of smart energy meters and aims to replace 250 million conventional meters with smart energy meters, enhancing energy management, reducing transmission and distribution losses, and improving consumer engagement. (Source: Crisil Report) In India, the smart energy meter market was valued at ₹ 75 billion in Fiscal 2025 and is projected to attain a market size of ₹295 billion to ₹ 300 billion by Fiscal 2030, growing at a CAGR of 31% to 32%, translating to a cumulative potential market size of ₹ 1,180 billion to ₹ 1,200 billion over Fiscal 2026 to 2030. (Source: Crisil Report)

Growth in the smart energy meter market

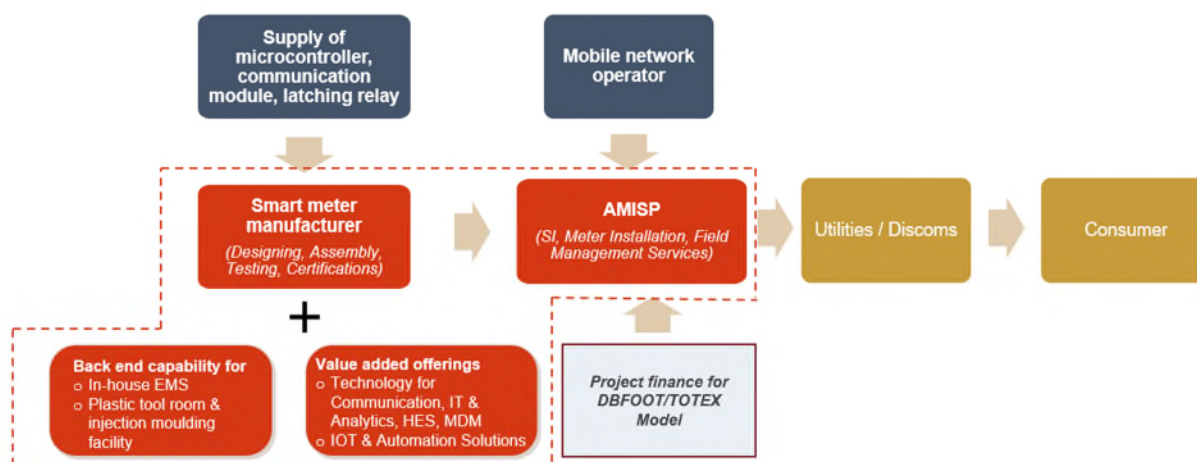


E: Estimated, F: Forecast; Source: NSGM, Crisil Intelligence
(Source: Crisil Report)

The estimated market size for the new areas we are planning to enter is as below:

- **Smart gas meters.** The Indian smart gas meter market is projected to reach ₹ 550 billion to ₹ 600 billion over Fiscal 2026 to Fiscal 2030 (with an average annual market size of approximately ₹ 110 billion to ₹ 120 billion) while the global smart gas meter market was valued at USD 6 to 7 billion in 2024 and is projected to reach USD 13 billion to USD 15 billion by 2030, with a CAGR of 14% to 16% from 2024 to 2030. (Source: Crisil Report)
- **Smart water meters.** The Indian smart water meter market was valued at ₹ 4 billion to ₹ 5 billion in 2024 and is projected to reach ₹ 12 billion to ₹ 13 billion by 2030, with a CAGR of 17% to 18% from 2024 to 2030. On a global scale, the annual smart water meter market was valued at USD 4.4 billion in 2024 and is projected to reach USD 8 billion to USD 10 billion in 2030, with a CAGR of 11% to 12% from 2024 to 2030. (Source: Crisil Report)
- **Non-utility energy meters.** The India digital panel meter market is estimated to increase from ₹ 7 billion to ₹ 8 billion in Fiscal 2025 to ₹ 27 billion to ₹ 28 billion by Fiscal 2030 at a CAGR of 29% to 30%. (Source: Crisil Report)

The chart below illustrates the value chain in the advanced metering infrastructure:



(Source: Crisil Report)

As an integrated smart meter manufacturer, we possess backward integrated capabilities and offer value-added offerings that enhance our competitive edge and enable us to build enduring customer relationships. These strengths position us well to capitalize on growth opportunities and drive business expansion.

We have secured a strong order book to support our future growth. As of March 31, 2025, we had confirmed orders for the supply of 5.79 million smart energy meters, amounting to ₹ 18,535.98 million. Of the above total confirmed orders, we had orders for the supply of 0.43 million DT meters, amounting to ₹ 2,029.10 million. The table below sets forth details of our revenues from the sale of smart energy meters for the years indicated:

Products	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
Single phase smart meters (I)	4,737.15	66.06%	1,726.14	49.53%	356.63	21.88%
DT smart meters (II)	1,269.18	17.70%	3.23	0.09%	Nil	NA
Other smart meters including three phase and HT smart meters (III)	675.09	9.41%	692.46	19.88%	50.80	3.12%
Revenue from smart meters (IV) = (I) + (II) + (III)	6,681.42	93.17%	2,421.83	69.50%	407.43	25.00%

We secured our first order for smart energy meters in 2020 from a joint venture of a public sector undertaking under the Ministry of Power, Government of India for deployment in distribution companies in Haryana. Our range of smart energy meters, along with supporting technologies such as communication networks and data management platforms, enables real-time monitoring, visualization, and optimization of energy usage. Our technology-agnostic approach of integrating diverse and appropriate technologies in our smart energy meters allows us to incorporate both our in-house technology solutions and those from diverse partners, depending on customer requirements. This flexibility enables us to accommodate our customer preferences for communication or software vendors, thereby strengthening our market position and enhancing our competitive edge, which in turn increases our chances of securing new orders. For example, in the past, we have worked with global and prominent third-party service providers for cloud services,

4G/Narrowband Internet of Things (“**NB-IoT**”), microcontrollers, electronic components, power supply designs, Head End System (“**HES**”) and Meter Data Management (“**MDM**”) solutions, Radio Frequency (“**RF**”) and General Packet Radio Service (“**GPRS**”) solutions, and RF solutions for markets such as Nepal and Thailand and GPRS solutions for Indian market.

Our in-house research and development (“**R&D**”) unit, located in M-11, Badli Industrial Estate, Delhi 110042, Delhi India, is CMMI Level-3 certified and recognized by the Department of Scientific and Industrial Research, Department of Science and Technology, Government of India. Our R&D team includes professionals with experience in mechanical design, electronics hardware and firmware, and software development. We have in the past undertaken R&D projects, including utility automation and IoT solutions in collaboration with leading Universities in India for the Department of Science and Technology, highlighting our capability to tackle complex challenges and contribute significantly to national progress. Our R&D capabilities have enabled us to introduce new and enhanced products to meet the evolving needs of modern utilities and consumers. We have enhanced our energy meter solutions from single-phase static meters to include LCD displays, various communication technologies, dual resource dual register meters (“**DRDR**”) for dual energy sources, prepaid meters for flexible billing, and smart energy meters with advanced communication and data management technologies. We have also developed a distribution transformer management system (“**DTMS**”) using DT smart meters to monitor oil level, temperature, and breaker status and a feeder monitoring solution to communicate feeder status to utility management software. Our products’ ability to integrate with utility systems enhances their versatility and acceptability. Building on our experience in manufacturing smart energy meters and leveraging our R&D capabilities, we are currently in the process of establishing a manufacturing facility for manufacturing smart gas and water meters with features such as remote communication and disconnection capabilities, facilitating smart metering infrastructure for gas and water utilities.

Our fully integrated manufacturing operations enable us to ensure quality control throughout the entire manufacturing process. We operate three manufacturing facilities, each equipped with advanced machinery and equipment. We have a PCB assembly unit equipped with advanced Surface Mount Technology (“**SMT**”) lines and a tool room unit with CNC machines and wire cut technology for precision molds and dies for various plastic and sheet metal components. Each of our manufacturing facilities have received ISO certifications, including ISO 9001 for quality management, ISO 14001 for environmental management, ISO 45001 for occupational health and safety management, and ISO 27001 for information security management. We have obtained the ‘Mandatory Testing and Certification of Telecom Equipment’ (“**MTCTE**”) and ‘Wireless Planning and Coordination’ (“**WPC**”) certifications which serve as a testament to our compliance with the equipment requirements established by the Telecommunication Engineering Centre (“**TEC**”) under the Department of Telecommunications (“**DoT**”). We have also implemented stringent quality control measures across our manufacturing operations to ensure compliance with industry standards and customer requirements. Our National Accreditation Board for Testing and Calibration Laboratories (“**NABL**”) certified testing unit is equipped with automated systems for quality assessment, performing a wide range of tests including acceptance, anti-tamper, and data validation. We also utilize in-house developed IT tools for quality assurance and control as well as a Manufacturing Execution System (“**MES**”) system for component-level material and process traceability.

We benefit from the experience of our Promoters, Directors and management team, who have knowledge in the smart metering industry, including operations, business development and customer relationships. Our Chairman and Managing Director, Ashutosh Goel, has over 23 years of experience in the electrical and electronics industry. He holds a bachelor’s degree in engineering from the Indian Institute of Technology, Delhi and has played a key role in our expansion in advanced metering infrastructure solutions. Our Executive Director, Vipul Gupta, has over 17 of experience in electrical and electronics industry and he holds a diploma in export management from the International Polytechnic (Department of Management Studies), New Delhi. He is responsible for overseeing our manufacturing and operational strategy. As of March 31, 2025, our workforce comprised 412 permanent employees, including 20 engineering and technical professionals, 278 contractual employees, and 5 employees on a retainer basis.

We have established a track of consistent revenue growth and profitability. Our revenue from operations has grown at a CAGR of 109.76% between Fiscal 2023 and Fiscal 2025 (*Source: Crisil Report*), while our restated profit for the same period has grown at a CAGR of 1,074.37%. Our strong financial performance, with PAT margin of 19.56%, return on capital employed of 71.47% and return on equity of 65.69%, the highest among select listed peer companies in India in Fiscal 2025 (*Source: Crisil Report*), further demonstrates our operational efficiency in driving growth and maximizing shareholder value. The following table sets forth certain of our financial information for the years indicated:

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Revenue from operations (₹ million)	7,171.11	3,484.82	1,629.90
EBITDA ⁽²⁾ (₹ million)	2,070.09	727.28	118.57
EBITDA margin (in %) ⁽³⁾	28.87%	20.87%	7.27%
Restated profit for the year (“PAT”) (₹ million)	1,402.60	474.12	10.17
PAT margin ⁽¹⁾	19.56%	13.61%	0.62%
Return on capital employed (in %) ⁽⁴⁾	71.47%	69.90%	15.00%
Return on equity (in %) ⁽⁵⁾	65.69%	64.72%	3.94%

- (1) PAT margin is calculated as restated profit for the year divided by revenue from operations.
- (2) EBITDA is calculated as restated profit for the year plus tax, depreciation and amortization and finance costs less other income.
- (3) EBITDA margin is calculated as EBITDA divided by revenue from operations.
- (4) Return on capital employed is calculated as EBIT divided by capital employed. EBIT is calculated as restated profit before tax and finance costs while capital employed is calculated as total equity plus total debt and deferred tax liability less deferred tax assets.
- (5) Return on equity is calculated as restated profit after tax divided by total equity outstanding at the end of the year.

STRENGTHS

1. One of the largest and fastest-growing comprehensive smart energy meter solutions provider in India, well-positioned to capitalize on industry tailwinds

We rank among the top five energy meter solutions providers in India in terms of manufacturing capacity of 7.29 million energy meters per annum as of March 31, 2025. (Source: Crisil Report) We are also the fastest-growing comprehensive smart energy meter solutions provider in India in terms of revenue growth, achieving a CAGR of 109.76% from Fiscal 2023 to Fiscal 2025. (Source: Crisil Report) We manufacture and supply a range of smart energy meters along with supporting technologies, including communication networks, and data management platforms. These solutions facilitate real-time monitoring, visualization, and optimization of energy usage. Our range of smart energy meters includes consumer smart meters (single phase and three phase meters, and low voltage current transformer (“LTCT”) and high voltage current transformer (“HTCT”) consumer meters, DT smart meters, feeder and boundary smart meters. Our business strategy allows us to cater to higher quantities of three phase or DT meters as we work with both AMISPs and utilities instead of working only with utilities. We also manufacture and supply static energy meters (including single and three phase meters) and wires and cables.

Single Phase Smart Meter



Three Phase Smart Meter



LTCT Smart Meter



Single Phase Static Meter



Three Phase Static Meter



As of March 31, 2025, we have supplied 2.92 million smart energy meters for installation across six states, including Andhra Pradesh, Gujarat, Maharashtra, Haryana, Punjab and Uttar Pradesh, representing 10% of the total smart energy meters installed in India. (Source: *Crisil Report*) This contribution underscores our role in advancing metering infrastructure adoption in India in line with the government’s commitment to promoting it nationwide. We have supplied the highest number of smart energy meters in Punjab and Uttar Pradesh which were among the top 10 states in India in terms of smart meter installations and have supplied over 25% of the total DT meters installed in India under the RDSS, as of March 31, 2025. (Source: *Crisil Report*) The table below sets forth details of our market share in the total smart energy meters installed across some states, as of March 31, 2025:

State	Number of smart energy meters installed/ delivered as of March 31, 2025	Our share in the total smart energy meters installed/delivered as of March 31, 2025
Uttar Pradesh	2,691,127	44.4%
Maharashtra	3,170,644	5.9%
Punjab	1,480,063	73.5%
Andhra Pradesh	3,126,215	1.6%
Gujarat	2,128,824	13.7%
Haryana	847,467	13.5%

(Source: *Crisil Report*)

We secured our first order for smart energy meters in 2020 from a joint venture of a public sector undertaking under the Ministry of Power, Government of India for deployment in distribution companies in Haryana. We are empaneled with Rural Electrification Corporation Limited (“**REC**”) as AMISP under RDSS scheme and have experience in deploying smart energy meters as an AMISP. We have operated as an AMISP under the CAPEX model to maintain better cash flow and lower debt, as Discoms invest upfront and own the smart meters. This contrasts with the TOTEX model for RDSS, which involves a DBFOOT arrangement where AMISPs handle all capital expenditures and manage the metering infrastructure. (Source: *Crisil Report*) For further details on these models, see “*Industry Overview – Smart Meter Implementation Models*” on page 172. As of March 31, 2025, we have supplied 1.09 million smart energy meters in Punjab as an AMISP, which encompassed the design, supply, testing, commissioning, and integration of smart meters, along with operation and maintenance services.

Our smart energy meters are designed with advanced features to enhance energy management and efficiency. These meters offer two-way communication capabilities, enabling remote monitoring and control, which allows utilities to manage tasks, including meter reading, load disconnection/reconnection, and diagnostics without on-site visits. Our smart meters support standard communication protocols such as IS/IEC 62056 for sharing energy usage data using High-Level Data Link Control (“**HDLC**”) and Transmission Control Protocol/Internet Protocol (“**TCP/IP**”) (Source: *Crisil Report*). Our smart energy meters also have features such as net metering for solar generation and other distributed energy resources, time of day (“**TOD**”) billing, and Firmware over-the-air (“**FOTA**”) updates.

Our smart energy meters incorporate advanced communication technologies such as 4G, 2G, Narrowband IoT (“**NB-IoT**”), Bluetooth Low Energy (“**BLE**”), and RF (Source: *Crisil Report*). We were among the first to offer dual communication capabilities (4G/2G + BLE) in smart energy meters in India, enhancing performance and usability for AMISPs, utilities, and consumers. (Source: *Crisil Report*) These technologies facilitate accurate data analytics for predictive maintenance, energy management, real-time load forecasting, and fault detection. Our smart energy meters are also equipped with anti-tamper features, including detection of phase-neutral interchange, magnetic interference, and other tampering attempts, ensuring accurate billing and data integrity.

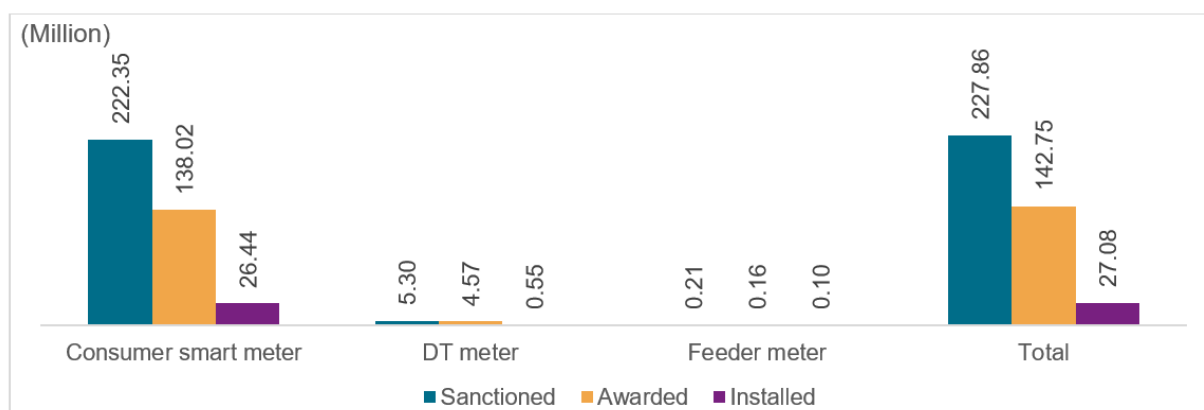
The table below sets forth details of revenues from the sale of smart energy meters, static meters, and wires and cables for the years indicated:

Products	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
Single phase smart meters (I)	4,737.15	66.06%	1726.14	49.53%	356.63	21.88%
DT smart meters (II)	1269.18	17.70%	3.23	0.09%	Nil	NA

Other smart meters including three phase and HT smart meters (III)	675.09	9.41%	692.46	19.88%	50.80	3.12%
Revenue from smart meters (IV) = (I) + (II) + (III)	6,681.42	93.17%	2,421.83	69.50%	407.43	25.00%
Static meters (V)	79.42	1.11%	781.55	22.43%	859.65	52.74%
Others including wires and cables (VI)	410.27	5.72%	281.44	8.07%	362.82	22.26%
Revenue from operations (VII) = (IV) + (V) + (VI)	7,171.11	100.00%	3,484.82	100.00%	1,629.90	100.00%

Note: Revenue from smart meters includes revenue from services provided to Punjab State Power Corporation Limited as AMISP.

According to the Crisil Report, the energy meter market in India is witnessing substantial growth, fueled by rapid urbanization, rising electricity consumption, increasing demand for energy efficiency, and government efforts to provide universal electricity access and modernize utility infrastructure. Traditionally dominated by mechanical meters, the energy meter market shifted towards digital and electronic meters and is now leaning towards smart energy meters. (Source: Crisil Report) Smart metering is more than just a passing trend; it is a key part of India's long-term energy strategy. (Source: Crisil Report) As India works to modernize its energy infrastructure, the role of smart meters is becoming increasingly important. These devices help with efficient energy management and reducing transmission and distribution losses, which are critical for improving overall grid efficiency and stability. (Source: Crisil Report) The Government of India's SMNP under the RDSS is a key driving factor for the installation of smart energy meters. (Source: Crisil Report) The programme focuses on modernizing the electricity distribution infrastructure through the large-scale deployment of smart energy meters and aims to replace 250 million conventional meters with smart energy meters, enhancing energy management, reducing transmission and distribution losses, and improving consumer engagement. (Source: Crisil Report) As of March 31, 2025, approximately 227.86 million smart energy meters have been sanctioned, of which approximately 142.75 million smart energy meters have been awarded and approximately 27 million smart energy meters have been installed, representing 11.9% of the total sanctioned smart energy meters. (Source: Crisil Report) The smart energy meter market in India was valued at ₹ 75 billion in Fiscal 2025 and is projected to attain a market size of ₹ 295 billion to 300 billion by Fiscal 2030, growing at a CAGR of 31% to 32%. (Source: Crisil Report) The smart consumer meter segment dominates the sanctioned meter, accounting for 97.6% of the total, while DT and Feeder smart meters make up the remaining portion. The chart below indicates the status of sanctioned, awarded and installed energy meters as of March 31, 2025.



Source: National Smart Grid Mission Portal, Crisil Intelligence

Further, the significance of smart meters extends beyond just energy management. They play a crucial role in integrating solar and other distributed energy resources (“DER”) and electric vehicle (“EV”) infrastructure with the electricity grid. This integration is vital for the future of sustainable energy and transportation, making smart meters

an essential component of modern energy infrastructure. The rapid growth of the smart meter market presents significant opportunities for companies like ours. (Source: *Crisil Report*)

2. Innovation-led product driven approach delivering new and enhanced solutions supported by our strong R&D capabilities

Our commitment to consistent innovation, driven by our strong R&D capabilities, is evident through our product development journey, which showcases our forward-thinking approach and dedication to delivering advanced solutions to our customers. In 2002, as a sole proprietorship firm, we introduced our single-phase whole current static meter with electro-mechanical display, marking the beginning of our journey to provide energy measurement solutions. Over the years, we enhanced our product offerings by developing energy meters with LCD displays and integrating communication technologies for data downloading. These include optical port/electrical port, Infrared (“IR”), Infrared Data Association (“IrDA”), which enables short-range communication. In 2018, we introduced Low Power Radio Frequency (“LPRF”) communication technology in our meters, which allows for low-power, short-range wireless communication. In 2016, we introduced the DRDR energy meter, designed to provide efficient metering solution for group housing complexes having dual source of energy (grid and diesel generator). In 2020, we introduced smart energy meters, integrating the advancements in communication and data management technologies. This was followed by introduction of our smart DT and feeder meters. Set forth below is our product development journey:



We have developed a DTMS that leverages our smart DT meters equipped with internally powered digital input/output ports. These ports enable seamless connection to a variety of sensors designed to monitor critical parameters such as oil level, temperature, and breaker status. This solution provides alarms/ alerts for distribution transformers, reducing the risk of transformer failures and burnouts. Our DTMS is particularly significant given that approximately 10% of distribution transformers are damaged in field operations due to issues like oil theft, leakage, or overheating. (Source: *Crisil Report*) It utilizes the existing communication infrastructure of the smart meter, thereby reducing the need for additional hardware. Furthermore, our system integrates with the utility’s existing software through a plugin, allowing for the delivery of alarms and alerts without the need for separate monitoring platforms. This improves the monitoring process and makes transformer operations more reliable, helping to prevent expensive transformer failures. (Source: *Crisil Report*) Our solution has been showcased at various industry platforms, including Eleccra 2025 and the Distribution Utility Week 2024. We were awarded the ‘Best Product Developed by Indian Exhibitor’ at Eleccra 2025, the world’s largest electrical exhibition, for our low-cost distribution transformer monitoring system using DT meters with internally powered DI/DO ports. This award highlights our innovation and its significant relevance and impact on electrical utilities. We have also received expressions of interest from UP Discoms for our DT monitoring system.

We have also developed a feeder monitoring solution that utilizes our high voltage feeder meter. By leveraging the digital input and output capabilities of our smart meters, we can communicate the feeder status directly to utility management software.

We have a dedicated in-house R&D unit, located at M-11, Badli Industrial Estate, Delhi 110042, Delhi, India, which is CMMI Level-3 certified and recognized by the Department of Scientific and Industrial Research. As of March 31, 2025, our R&D team consisted of professionals with experience in mechanical design, electronics hardware and firmware, and software development. This diverse skill set enables us to undertake product design and development. We have in the past undertaken R&D projects, including utility automation and IoT solutions in collaboration with Delhi Technological University and Indian Institute of Technology, Delhi for the Department of Science and Technology, highlighting our capability to tackle complex challenges and contribute significantly to national progress. Our in-house R&D capabilities enables flexibility in design for manufacturing (“DFM”), facilitates value addition and value engineering (“VAE”), and supports design customization and ongoing support, enhancing product efficiency and meeting specific customer needs. Our smart meters are engineered for a guaranteed lifespan of 10 years, utilizing advanced design tools and software. We conduct thorough design validation, encompassing communication and protocol testing, both in-house and through third-party test facilities. Our in-house R&D capability has enabled our products to be successfully tested at various labs, such as the Electrical Research and Development Association (“ERDA”) and the Central Power Research Institute (“CPRI”), ensuring compliance with relevant Indian and international standards.

Our commitment to innovation and agile approach have enabled us to introduce new products and pivot from static meters to smart meters within the last two years, highlighting our capability to meet market demands with advanced solutions. Building on our experience in manufacturing smart energy meters, we are currently developing smart gas and water meters, as well as multifunction meters for non-utility applications. We are also in the process of developing an Industrial Internet of Things (“IIOT”) automation stack called ‘NEMORA’, which includes both hardware and software components for various IOT and automation applications. This expansion into new solutions demonstrates our commitment to diversifying our product portfolio and meeting the evolving needs of our customers.

3. Integrated advanced manufacturing facilities coupled with testing capabilities

Advanced manufacturing infrastructure

We operate three manufacturing facilities and a tool room facility in Delhi, encompassing a total built-up area of 155,024.10 square feet. Our manufacturing operations are integrated from the design phase through manufacturing and testing, ensuring quality control throughout the entire process. Over the years we have upgraded our manufacturing facilities to align with evolving market demands, ensuring scalability in production volume and incorporating technological advancements. Our manufacturing facilities are equipped with advanced machinery and equipment and feature climatic controlled, dust proof and electrostatic discharge (“ESD”) protected environment. We have an advanced PCB assembly unit equipped with SMT lines boasting a combined installed capacity of mounting 500,000 components per hour as of March 31, 2025, featuring automated optical inspection and solder paste inspection systems, ensuring precise and efficient PCB assembly. Our PCB assembly is equipped with automated conveyORIZED component mounting lines, wave soldering machines, and other automation and advanced manufacturing features.

Our in-house tool room utilizes software such as SolidWorks and Siemens NX to design precision molds and dies for various plastic and sheet metal components. Our tool room is equipped with advanced CNC, wire cut, and electrical discharge machines, enabling efficient mold and die manufacturing with precision. Our advanced in-process quality assessment and use of automation and jigs help us maintain high production efficiency and low rejection rates.

As of March 31, 2025, our aggregate annual installed capacity was 7.29 million units for energy meters (including both smart and static meters) and 83,952 kilometers for wires and cables, and our capacity utilization in Fiscal 2025 was 28.12% for energy meters and 30.69% for wires and cables. Our manufacturing facilities have received ISO certifications, including ISO 9001 for quality management, ISO 14001 for environmental management, ISO 45001 for occupational health and safety management, and ISO 27001 for information security management. We source our primary raw materials, including Micro Controller, GPRS Module and LCD Display, from established global manufacturers and suppliers, ensuring seamless supply chain management. Our long-standing relationships with these suppliers enable us to maintain a reliable and efficient flow of materials and components.

Testing and Quality Control

We have implemented quality control measures across our manufacturing operations to ensure compliance with industry standards and customer requirements. Our testing unit, certified by the NABL, is equipped with automated testing systems from ZERA India Private Limited, and certain other reputed testing system providers for quality assessment. Our testing unit is computerized and equipped with automatic testing systems, performing a wide range of tests such as acceptance testing, anti-tamper testing, and data validation. These tests help ensure product compliance with functional and operational specifications. We employ advanced testing methods and equipment, including highly accelerated life testing (“**HALT**”) and impulse and surge test equipment, to ensure product reliability and quality. Our facilities have climate controlled and anti-static manufacturing shopfloor, ensuring durability and performance consistency. Our inhouse developed MES software along with SAP ERP help us in managing traceability, tracking and quality management for ensure smooth operations and quality compliance. Our MES and ERP system tracks material movement in real-time, optimizing storage conditions and reducing handling-related damage. These measures enhance product reliability, ensuring that meters and related components maintain their integrity from production to final deployment.

4. Track record of healthy financial performance

We have established a track of consistent revenue growth and profitability. We had profit margin of 19.56%, return on capital employed of 71.47% and return on equity of 65.69%, the highest among select listed peer companies in India in Fiscal 2025. (Source: Crisil Report) For further information, see “Industry Overview – Key Performance Indicators of Listed Proxies” on page 223.

The following table sets forth certain of our financial information for the years indicated:

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Revenue from operations (₹ million)	7,171.11	3,484.82	1,629.90
EBITDA ⁽¹⁾ (₹ million)	2,070.09	727.28	118.57
EBITDA margin (in %) ⁽²⁾	28.87%	20.87%	7.27%
Restated profit for the year (“ PAT ”) (₹ million)	1,402.60	474.12	10.17
PAT margin ⁽³⁾	19.56%	13.61%	0.62%
Return on capital employed (in %) ⁽⁴⁾	71.47%	69.90%	15.00%
Return on equity (in %) ⁽⁵⁾	65.69%	64.72%	3.94%

(1) EBITDA is calculated as restated profit for the year plus tax, depreciation and amortization and finance cost less other income.

(2) EBITDA margin is calculated as EBITDA divided by revenue from operations.

(3) PAT margin is calculated as restated profit for the year divided by revenue from operations.

(4) Return on capital employed is calculated as EBIT divided by capital employed. EBIT is calculated as restated profit before tax and finance costs while capital employed is calculated as total equity plus total debt and deferred tax liability less deferred tax assets.

(5) Return on equity is calculated as restated profit after tax divided by total equity outstanding at the end of the year.

5. Diverse technology offerings leading to strong customer relationships and substantial order book

We supply our products to a wide range of customers, including electricity utilities and AMISPs. Since 2002 we have supplied our products to more than 37 utilities for various projects and schemes, including Rajiv Gandhi Rural Electrification Project, Deen Dayal Upadhyaya Rural Electrification Scheme and ‘Subhagya’ scheme. Between April 1, 2022 and March 31, 2025, we have supplied over 2.35 million single phase smart consumer meters, 0.26 million DT meters and 0.31 million other smart meters. Some of our customers include Punjab State Power Corporation Limited, Intellismart Infrastructure Private Limited (“**Intellismart**”), Minda Corporation Limited, Techno Electric & Engineering Co. Ltd., Paschimanchal Infrastructure Private Limited, Madhyanchal One Infrastructure Private Limited, Dakshin Gujarat Smart Metering Private Limited, GMR Triveni Smart Meters Limited, GMR Kashi Smart Meters Limited, GMR Agra Smart Meters Limited, Madhya Gujarat Vij Co Ltd., and M.P. Poorv Kshetra Vidyut Vitran Co. Ltd and Paschim Gujarat Vij Co Limited. We have also supplied 1.04 million electronic energy meters to an

electricity utility in Ethiopia. The table below sets forth details of our revenues from smart energy meters from electricity utilities and AMISPs for the years indicated:

Products	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
AMISPs	5,092.14	71.01%	572.97	16.44%	142.53	8.74%
Electricity Utilities	1,587.50	22.14%	1,848.86	53.06%	264.07	16.20%
Others*	1.78	0.02%	Nil	NA	0.83	0.06%
Total	6,681.42	93.17%	2,421.83	69.50%	407.43	25.00%

*Others include revenues generated from the supply of samples.

Our commitment to delivering quality solutions has fostered strong relationships with our customers, resulting in a high rate of repeat business and allowing us to achieve economies of scale. This repeat business underscores the trust and confidence our customers place in us, and it serves as a testament to our ongoing commitment to innovation and customer satisfaction. We also have a strong sales and after-sales service setup, led by a team of technically trained field staff. Our after-sales team uses in-house developed IT tools for field management and project management. They provide training to field staff of AMISP and utilities, as well as meter installation agencies, and resolve field issues within stipulated timelines.

Over the years, our scope of work has expanded with our customers, reflecting their trust in our capabilities and solutions. This expansion also includes the integration of advanced features and technologies that enhance the overall value we deliver.

Repeat Business from Intellismart and Punjab State Power Corporation Limited (“PSPCL”)

We started supplying smart meters to Intellismart for their smart metering project in Gujarat. Following this, we were engaged to supply smart meters for their project in Uttar Pradesh, and recently we have received an order to supply smart meters for their project in Assam. Similarly, we have received multiple orders for smart meters projects as AMISP from PSPCL between Fiscal 2022 to Fiscal 2025. Both of these reflect our strength in operating as a smart meter manufacturer as well as our project execution skill for overall growth across our business domains. The table below sets forth the revenue generated from smart energy meters from Intellismart and PSPCL for the years indicated:

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Revenue from Intellismart (₹ million)	1,475.75	353.61	0.02
Revenue from PSPCL (₹ million)	1,587.50	1,848.87	264.07

The market for smart consumer meters, DT meters, and feeder meters presents opportunities for growth. (Source: *Crisil Report*) Under non-RDSS schemes, such as utility-owned schemes, a total of 24.5 million smart consumer meters have been sanctioned. As of March 31, 2025, approximately 10.8 million of these meters have been installed, representing a 45% completion rate. In contrast, the RDSS scheme accounts for the majority of sanctioned meters, with 197.8 million meters approved. Of these, 114 million have been awarded to AMISPs, but installation progress has been slower, with only 11.5% of awarded meters installed as of March 2025. (Source: *Crisil Report*)

We have also secured a strong order book to support our future growth. As of March 31, 2025, we had confirmed orders for the supply of 5.79 million smart energy meters, amounting to ₹ 18,535.98 million. As of March 31, 2025, we had confirmed orders for the supply of 5.79 million smart energy meters, amounting to ₹ 18,535.98 million. Of the above total confirmed orders, we had orders for the supply of 0.43 million DT meters, amounting to ₹ 2,029.10 million. Further, as of March 31, 2024, we had confirmed orders for the supply of 6.22 million smart energy meters, amounting ₹ 19,684.77 million, out of these total confirmed orders, we had orders for the supply of 0.54 million DT meters, amounting to ₹ 2,572.38 million. Further, as of March 31, 2023, we had confirmed orders for the supply of 0.27 million smart energy meters, amounting to ₹ 1,038.36 million, out of these total confirmed orders, we did not have order for supply of DT meters. In May 2025, we have also received order for smart metering as AMISP from a

government defense infrastructure-development agency located in Vishakhapatnam, marking our entry in small township projects.

We follow a technology-agnostic approach which allows us to collaborate with a variety of technology partners, leveraging their experience and expertise to develop technology in-house, integrate their technologies into our products, or provide extended solutions. For example, we are currently working with Wirepas, a third-party technology provider, to develop an inhouse RF technology with an in-meter gateway for a seamless RF solution. Further, as part of integrating technology of third parties, we have, in the past, worked with global third-party service providers for offering RF and GPRS communication solutions to our customers. We have also worked with other global third-party service providers to integrate their cloud services and related technologies, 4G/NB-IoT connectivity solutions, microcontrollers, electronic components, power supply designs and HES and MDM solutions into our smart energy meters. This approach allows us to incorporate either our in-house technology solutions or those from diverse partners, depending on customer requirements and their preferences for communication or software vendors. This flexibility enables us to offer customized solutions to our customers, thereby helping us build strong relationships with our customers, strengthening our market position and enhancing our competitive edge, which in turn increases our chances of securing new orders.

6. Experienced Promoters and management team

We benefit from the experience of our Promoters and management team, who have knowledge in the smart metering industry, including operations, business development and customer relationships. Our Chairman and Managing Director, Ashutosh Goel, has over 23 years of experience in the electrical and electronics industry. He holds a bachelor's degree in engineering from the Indian Institute of Technology, Delhi and has played a key role in our expansion in advanced metering infrastructure solutions. Our Executive Director, Vipul Gupta, has over 17 years of experience in electrical and electronics industry and he holds a diploma in export management from the International Polytechnic (department of management studies), New Delhi. He is responsible for overseeing our manufacturing and operational strategy.

Our Board of Directors also includes Non-Executive Director, Nidhi Goel, who has over 14 years of experience in the manufacturing industry, Independent Director, Marur Narasimha Aravind Kumar, who has over 35 years of experience in banking industry and Independent Director, Pradeep Kumar Pujari, who has over 33 years of experience in administrative services and Independent Director Neelam Sanghi, who has over 33 years of experience in public sector industry. Our Board is supported by our Key Managerial Personnel and Senior Management, who have experience in finance, operations, technology, and marketing. Our Chief Financial Officer, Manish Jain, has over 19 years of experience in finance and accounting, our President – Sales and Marketing, Prem Shankar Sharma, has over 11 years of experience in the energy meter industry, and Chief Technology Officer – Research and Development, Manoj Tyagi, has over 26 years of experience in the energy meter industry.

We focus on talent retention, workforce training, and employee engagement. As of March 31, 2025, our workforce comprised 412 permanent employees, including 20 engineering and technical professionals, 278 contractual employees, and 5 employees on a retainer basis. We offer our employees training that covers technical skills, leadership development, and compliance. We also promote mentorship programs, career advancement opportunities, and wellness initiatives.

STRATEGIES

1. Expand our presence across India to increase our market share

We intend to leverage our manufacturing capabilities and innovation-led product driven approach to capitalise on the growth opportunities provided by the Government of India's SMNP under the RDSS. As of March 31, 2025, approximately 227.86 million smart energy meters have been sanctioned, of which approximately 142.75 million smart energy meters have been awarded and approximately 27 million smart energy meters have been installed, representing 11.9% of the total sanctioned smart energy meters. (Source: *Crisil Report*). With a considerable number of smart energy meters still pending award, we intend to capitalize on this opportunity by engaging with additional utilities in new states and regions and AMISPs across India. As of March 31, 2025, we have supplied 2.92 million smart energy meters to one utility and 13 AMISPs for installation across six states, including Andhra Pradesh, Gujarat,

Maharashtra, Haryana, Punjab and Uttar Pradesh, representing approximately 10% of the total smart energy meters installed in India. (Source: *Crisil Report*) For details of our market share in the total smart energy meters installed across some states, see “- *Strengths - One of the largest and fastest-growing comprehensive smart energy meter solutions provider in India, well-positioned to capitalize on industry tailwinds*” on page 230.

We intend to increase our market share in the states where we have previously supplied smart energy meters by leveraging our existing relationships with utilities and our understanding of utility requirements to identify new growth opportunities and tailor our solutions more effectively. Our ability to customize and upgrade our solutions will enable us to provide benefits to our utility partners. We also have established local technical teams in these states to provide real-time troubleshooting, training, and ongoing maintenance and operations support for both consumers and utility personnel, which we will leverage to increase our market share. We also intend to expand our product range of smart energy meters and introduce IoT solutions to automate associated operations, thereby broadening our scope and further enhancing our offerings.

The table below provides an overview of the total smart energy meters sanctioned but not yet awarded in certain key states, as of March 31, 2025:

State	Number of smart energy meters that have been sanctioned as of March 31, 2025	Number of smart energy meters yet to be awarded as of March 31, 2025
Tamil Nadu	30,140,849	30,000,000
West Bengal	21,208,759	17,484,486
Kerala	13,290,166	13,289,361
Punjab	9,830,007	8,784,807
Gujarat	16,510,860	5,715,900
Others	136,878,593	9,831,258
Total	227,859,234	85,105,812

(Source: *Crisil Report*)

The table above highlighting the sanctioned meters which are pending installation and the number of smart energy meters for which contracts are yet to be provided presents a significant opportunity for us. We intend to capture additional orders through engagement with new utilities and AMISPs and the utilities and AMISPs who we served in the past. For example, we are currently in the process of obtaining technical approval for our smart energy meters to be supplied to Intellismart for their smart metering project in Assam. We have also participated in a tender as an AMISP, for the design, supply, testing, commissioning, and integration of smart energy meters, along with operation and maintenance services for in the state of Delhi. We have executed only CAPEX smart metering projects as AMISP and intend to continue to do so for better cash flows and lower debt requirements.

We have recently been awarded smart metering project as AMISP on capex terms from a government defense infrastructure-development agency located Visakhapatnam which marks our entry into small township projects. According to the *Crisil Report*, India has huge potential of small township projects in MES, Railways, Government PSUs like NTPC, HAL, Powergrid in addition to many private developers townships as well. These projects provide opportunity for use of our in-house developed RF solutions and IT softwares like HES and MDM being developed on our ‘NEMORA’ platform. Thus by extending in-house offering we intend to strive for better margins and further leverage our experience from the aforesaid order to better penetration in this market.

The non-utility sector, which includes infrastructure, industry, facilities, and buildings, is a major consumer of multi-function meters. The market for these meters is projected to grow significantly, from ₹ 7 billion to ₹ 8 billion in Fiscal 2025 to ₹ 27 billion to ₹ 28 billion by Fiscal 2030, at a CAGR of 29% to 30%. (Source: *Crisil Report*) Leveraging our experience, we are developing a range of multi-function meters, including panel meters, to meet the evolving needs of this growing market. We will also leverage the capability of our NEMORA platform to provide end-to-end solutions to our non-utility customers.

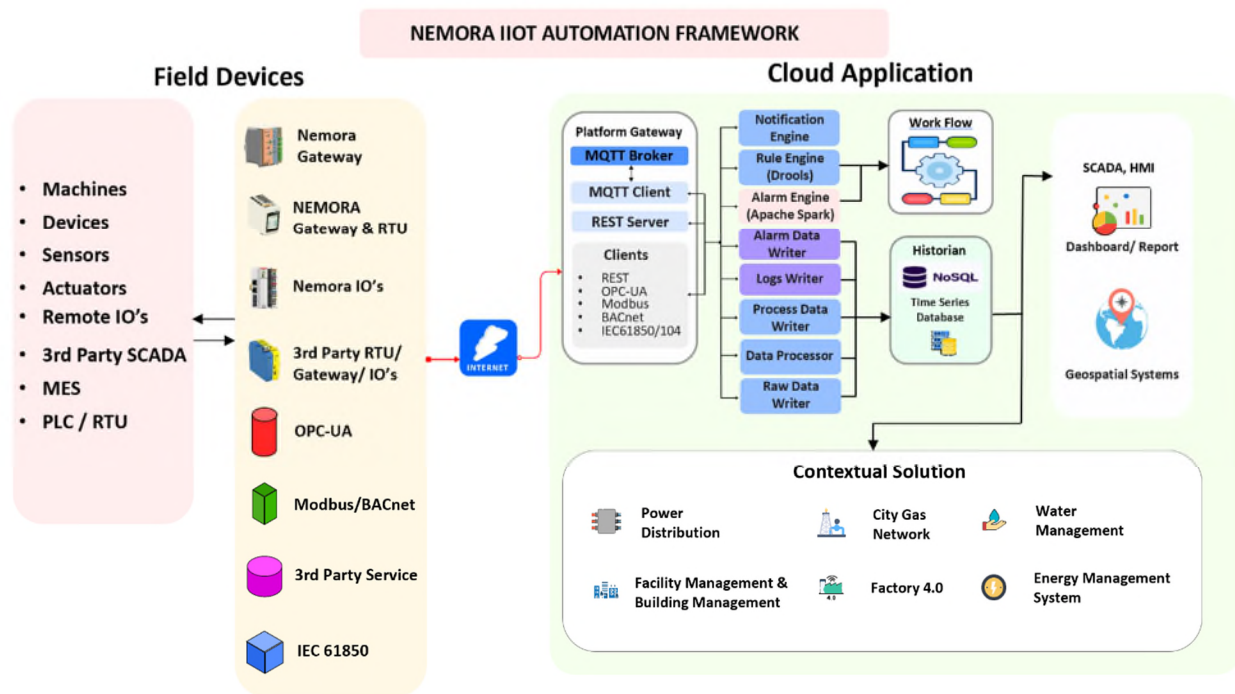
In addition to consumer smart energy meters, we plan to focus on expanding our DT and feeder meter offerings and launch additional types of high tension (“HT”) meters to serve the entire value chain of energy metering solutions. The demand for DT and feeder smart meters is expected to rise as utilities seek better grid monitoring and efficiency solutions. (Source: *Crisil Report*) These high-value, high-margin offerings (Source: *Crisil Report*) position us well to

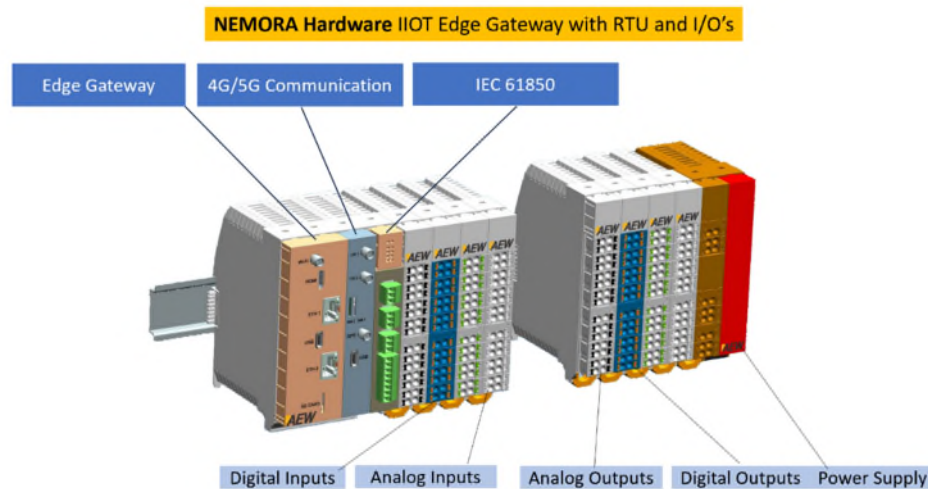
grow our share in this high-end market going forward. Our approach includes collaborating with stakeholders to develop solutions that meet utility challenges and their technical specifications, and are both field-proven and commercially viable.

2. Focus on Industrial Internet of Things (“IIOT”) and automation solutions for utilities and other applications

We are committed to focussing on IIOT and automation solutions for utilities and other applications. For example, in the past, we have developed DTMS and feeder monitoring solutions having features to monitor physical and electrical parameters of transformers deployed in the field. As part of this strategy, we are in the process of developing a platform ‘NEMORA’ which encompasses a variety of hardware and software solutions for various IOT and automation applications. It would include various IIOT devices such as advanced gateways, remote terminal units (“RTUs”) and input/output ports which will connect to other field devices such as smart meters, sensors, actuators and machines using various physical interface and communication technology and standard protocols. These IIOT devices will send the data from field devices remotely to our ‘NEMORA’ cloud based software application where data from such multiple devices shall be processed and analysed to provide various reports, alarms and automated workflows.

NEMORA will help us in broadening the scope of our smart metering technologies and leverage our presence in various utilities. This will help us provide extended solutions which shall also include functionalities for remote data acquisition, geographic information systems (“GIS”) network management, asset management, consumer information system (“CIS”), customer relationship management (“CRM”), billing, and payment processing. It will also integrate artificial intelligence and machine learning engines to analyze data, identify patterns, and make predictions. This will enable predictive maintenance and optimize performance.





Using our ‘NEMORA’ platform, we will develop solutions for wide variety of applications as below:

- *Sub-station automation solutions.* We are developing sub-station automation equipment, including IoT gateways, power transformer monitoring units, remote terminal units (“**RTU**”), and feeder remote terminal units (“**FRTU**”), Intelligent Electronic Devices (“**IEDs**”) including protective relays, meters, and condition monitors which will be complemented by our ‘NEMORA’ IoT software platform. The substation automation will help improve overall availability of the system by real-time monitoring of substation parameters, such as voltage, current, and temperature, remote control of IEDs, such as circuit breakers and switches, automatic protection of the substation and connected equipment from faults and anomalies, automatic execution of predefined actions in response to specific events or conditions, analysis of data to optimize substation performance and predict potential issues. It will integrate functions such as Supervisory Control and Data Acquisition (“**SCADA**”) and volt-var control to optimise asset management and reduce human intervention.
- *Smart utilities (including gas and water sectors):* For electricity utility, we intend to develop advanced solutions for asset management like power/distribution transformer management system, advanced analytics for theft detection, and revenue protection. We intend to develop IoT devices being used to modernize water and gas management systems, enabling real-time monitoring and control of distribution networks. This includes smart meters, flow meters, and remote sensors to track usage, detect leaks, and predict demand. Furthermore, they will be used to control and monitor remote pumps, compressors, motors and valves, ensuring efficient and optimized distribution.
- *IoT solutions for demand side management.* We are in the process of developing solutions for demand side management (“**DMS**”) by integrating existing smart energy meters with IoT devices that use Bluetooth Low Energy (“**BLE**”) or wired communication for management of any specific essential or non-essential loads. By leveraging real time data from smart meters, we can manage and control the consumption of electricity in peak and non-peak hours thereby empowering both utility and consumer for DSM initiatives. These solutions enable utilities to implement time-of-day (“**TOD**”) metering to maximize the benefits of smart energy meters and also lead to better consumer engagement.
- *IoT Solutions for DERs load and battery management solutions.* We are in the process of developing IoT solutions for Distributed Energy Resources (“**DERs**”) load and battery management with higher efficiency using smart meter data of the consumer and the feeder on which consumer is connected thereby optimizing the renewable generation and integration on the grid.
- *Facility Management and Building Management Systems (“**BMS**”):* We intend to develop IoT devices to create smart buildings and facilities, where lighting, heating, ventilation, air conditioning, and security systems can be monitored and controlled remotely to optimize energy consumption, reduce waste, and improve the overall safety

of occupants. IoT devices will also be used to monitor and control access control systems, CCTV cameras, and other security systems to enhance the security of facilities.

- **Factory 4.0:** We intend to develop IoT devices for Factory 4.0, where machines and devices are interconnected and can communicate with each other in real-time. This enables predictive maintenance, quality control, and optimized production processes, leading to increased efficiency, productivity, and competitiveness.

3. Expanding into smart gas and water meter technologies

Smart gas meter technologies

We intend to expand our product portfolio to include smart gas metering solutions, aiming to address the evolving needs of utility management and align with global trends toward smart infrastructure. Recognizing the limitations of traditional diaphragm gas meters, we are developing ultrasonic gas meters with features such as remote communication and disconnection capabilities to facilitate advanced metering infrastructure for gas utilities. We intend to leverage our 'NEMORA' platform to provide end to end metering solutions for gas utilities including data acquisition, data management, CRM, billing and payment processing. We are expecting to introduce our smart gas metering solutions by Fiscal 2026, which will make us among the first few companies in India to offer such advanced solutions. (Source: *Crisil Report*)

The smart gas metering and city gas distribution ("CGD") market in India and globally is poised for significant expansion, driven by increasing adoption of smart infrastructure and government initiatives. (Source: *Crisil Report*) The Indian smart gas meter market is projected to reach ₹ 550 billion to ₹ 600 billion between Fiscal 2026 to Fiscal 2030 while the global smart gas meter market was valued at USD 6 billion to USD 7 billion in 2024 and is projected to reach USD 13 billion to USD 15 billion by 2030, with a CAGR of 14% to 16% from 2024 to 2030. (Source: *Crisil Report*) With the expansion of CGD and water distribution networks and increasing adoption of smart metering (Source: *Crisil Report*), we intend to cater to both Indian and international markets by providing smart gas meters and related infrastructure solutions.

Smart water meter technologies

We intend to expand our product portfolio to include smart water metering solutions to address the growing challenges in water conservation, management, and distribution. We intend to leverage our experience in smart energy metering technologies to introduce smart water metering solutions. We are in the process of developing ultrasonic smart water meters, which we expect to introduce by Fiscal 2026. These meters are expected to have features such as remote communication and disconnection capabilities, facilitating advanced metering infrastructure for water utilities. These capabilities will enable utilities to monitor and manage water usage more effectively, similar to the functionalities provided by our smart energy meters. We will further leverage our NEMORA platform to provide end to end metering solutions for water utilities including data acquisition, network and asset management, CRM, billing and payment processing.

India is gradually adopting smart water meters, driving by increasing water scarcity and urbanization. As India aims for sustainable water management, smart water meters will be crucial for conserving resources and ensuring fair distribution. (Source: *Crisil Report*) Government initiatives such as the Smart Cities Mission, AMRUT 2.0 and Jal Jeevan Mission are expected to accelerate smart water meter adoption. (Source: *Crisil Report*) The Indian smart water meter market was valued at ₹ 4 billion to ₹ 5 billion in 2024 and is projected to reach ₹ 12 billion to ₹ 13 billion by 2030, with a CAGR of 17% to 18% from 2024 to 2030 while the global smart water meter market was valued at USD 4.4 billion in 2024 and is projected to reach USD 8 billion to USD 10 billion by 2030, with a CAGR of 11% to 12% from 2024 to 2030. (Source: *Crisil Report*) We intend to capitalize on the growing market for smart water meters and position ourselves as a key player in the smart water metering markets, contributing to the modernization of utility infrastructure and the advancement of smart city objectives. By introducing advanced metering solutions and IoT capabilities, we intend to help utilities optimize their operations and meet the growing demand for sustainable water management.

4. Setting up of manufacturing facilities to increase our manufacturing capacity and strengthen our backward integration capabilities

We intend to set up two manufacturing facilities for (i) the production of smart gas meters, smart water meters, and IoT solutions at Kundli Industrial Estate, Sonapat, Haryana (**“Kundli Facility”**) and (ii) establishing tool room, injection moulding unit and facility for production of smart electricity meters at Industrial Estate, Rai (Sonapat), Haryana (**“Rai Facility”**) and together with the Kundli Facility, **“Proposed Manufacturing Facilities”**). We intend to deploy ₹ 2,164.61 million from the Net Proceeds towards the aforesaid expansion plan. For further details, see *“Objects of the Offer – 1. Part financing the capital expenditure requirements for establishing the Proposed Manufacturing Facilities”* on page 105.

Our proposed expansion plan aims to enhance our production capacity for existing products, such as smart electricity meters, while also positioning us to manufacture future products, including smart gas and water meters and IoT solutions. This expansion plan will also strengthen our backward integration. For example, we intend to purchase plastic moulding machines for our Rai Facility. This plastic moulding capability will enable us to manufacture plastic parts and components, thereby strengthening our backward integration capabilities. Further, as part of our proposed expansion plan, we intend to invest in certain fundamental manufacturing equipment such as SMT lines and tool room equipment. We believe that investing in such machines and equipment will strengthen our core production processes and augment our backward integration capabilities. This will help us achieve better control over the quality, cost and delivery timelines of our products and production processes, reduce dependency on external parties, and respond to new opportunities in the future.

5. Export of smart meters

We have experience in exporting our meters and have supplied 1.04 million electronic energy meters to an electricity utility in Ethiopia. We intend to leverage this experience to export smart meters to international markets, including Southeast Asia, the Middle East, and Central Asia. The global demand for smart electricity meters has experienced a significant surge in recent years, driven by the increasing focus on efficient energy management, sustainability, and technological innovation. As of 2023, the worldwide installation of smart meters has crossed over 1.5 billion, with a global average of smart meter penetration reaching about 40% to 43%. The Asia-Pacific region which has a penetration of about 49%, led by East Asian countries such as China and Japan, with both countries having completed their nationwide rollouts. The Asia-Pacific region dominates the global metering market, boasting a customer base of over 1.6 billion electricity and gas users, surpassing the combined total of North America and Europe. (Source: *Crisil Report*) Southeast Asia constitutes the most nascent smart metering market in Asia-Pacific. The main utilities in Indonesia and Thailand are now at the very beginning of their large-scale smart metering implementation plans while the leading utilities in the Philippines have similar ambitions. In Vietnam, the national utility has rolled out basic remote metering technologies for years with a vision to eventually transition to more advanced technologies. (Source: *Crisil Report*)

To implement this strategy, we have established a dedicated marketing team to explore and penetrate these markets. We intend to participate in global trade exhibitions to engage with key stakeholders, including utilities and policy makers. In the past, we participated in certain global trade exhibitions such as ‘Enlit Asia’ and ‘Middle East Energy’. These interactions facilitate market research and relationship-building, helping us better understand the needs and preferences of different markets. Recognizing the importance of local presence, we intend to develop partnerships in these markets. Further, we are in the process of exploring collaborations with partners in various countries, including Nepal and Indonesia. This will help us improve information flow, strengthen relationships with key stakeholders, and support efficient market penetration. Further, in April 2025, our Company acquired a company namely ‘Advance Technology and Electronics Co., Ltd.’ (**“ATECL”**), which is based in Thailand. Our Company currently holds 49% of its share capital. ATECL has the necessary approvals and is equipped to supply meters to local utilities in Thailand. Owning a local manufacturing facility in Thailand is crucial for participating in energy meter tenders. This acquisition enables us to participate in the tenders and overcome the entry barrier, allowing us to cater to the Thai market.

We also intend to obtain necessary certifications which are required for operations in these markets to ensure that our smart meters comply with the technical specifications and regulatory standards of these target markets. For example, we intend to apply for IEC certification to validate that our smart energy meters meet the rigorous standards set by the International Electrotechnical Commission. This certification will enhance our export capabilities, as it aligns our products with universally recognized standards. We have also received interest from international utilities for our IoT

and automation solutions, particularly for our DTMS, which has the potential to optimize grid performance and prevent losses.

Accordingly to the Crisil Report, India's smart meter industry has emerged as a cost-competitive alternative to China, primarily due to the availability of components and the government's push for domestic manufacturing. India's smart meter industry is not only cost-competitive but also technologically advanced. Unlike China's inward-looking design and architecture, India has adopted an open architecture approach. This means that Indian smart meters are designed to be interoperable and compatible with various systems, making them more adaptable and acceptable globally. For instance, the USA and other international markets prefer open protocols and standards, which India's smart meters adhere to. This adherence to international standards gives Indian smart meters a significant edge in the global market. (Source: Crisil Report) We intend to leverage these advantages to expand our reach internationally.

OUR BUSINESS OPERATIONS

Our offerings

We design, manufacture, and supply a comprehensive range of smart energy meters. Our offerings include consumer smart meters, DT smart meters, and feeder and boundary smart meters, along with a variety of Network Interface Cards ("NIC"), and Automation and Automatic Metering Infrastructure ("AMI") solutions. We also manufacture and supply static energy meters and a variety of wires and cables.

Smart Consumer Meters

We offer four types of smart consumer meters: (i) single-phase meters; (ii) three-phase meters; (iii) low-voltage current transformer meters; and (iv) high-voltage current transformer meters.

Single-Phase Smart Meter and Three-Phase Smart Meter

Single-Phase Smart Meter



Three-Phase Smart Meter



Our single-phase and three-phase smart meters are designed for residential and small business consumers with single-phase and three-phase direct connections, respectively. These meters offer the flexibility to switch between prepaid and post-paid billing options, catering to diverse payment preferences and feature a built-in Radio Frequency ("RF")/cellular replaceable communication modem for seamless connectivity.

The two-way communication capabilities of these meters allow for real-time data exchange and remote management. Users can remotely connect and disconnect their meters, enhancing convenience and control. The meters are equipped with replaceable communication NIC, enabling connectivity and easy upgrades. An optical port supports local communication based on standard data collection protocols and the plug-and-play installation simplifies the setup process, reducing time and effort.

The system generates instant tamper alerts in case of unauthorized access and main fail alerts notify users immediately in the event of a power outage. Communication is based on the standard IEC and IS: 15959 protocol, ensuring secure and reliable data exchange. Firmware Over The Air (“**FOTA**”) upgradation helps to upgrade the meter functionality even after they are installed in field. Real-Time Clock (“**RTC**”) synchronization ensures precise timekeeping for accurate billing and data logging. An Android app provides users with detailed consumption data and other value added features.

Key advantages: These smart meters minimize ownership costs through smart automation and reduced manual intervention. Enhance billing precision and shorten cycles through accurate remote readings. Enable lower site operational expenses with efficient, fail-safe installation and commissioning. Further, support remote configuration and system updates for easier management and are built to withstand field conditions and ensure long service life.

*Low voltage current transformer (“**LTCT**”) and High voltage current transformer (“**HTCT**”) consumer meters*



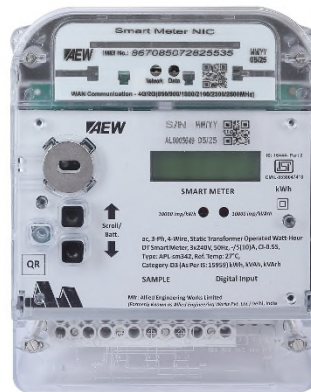
Our LTCT and HTCT smart meters are designed for precise and reliable monitoring of high electrical consumption at lower voltages and higher voltages, respectively, making them ideal for industrial applications. These smart meters are suitable for advanced metering infrastructure systems, designed for load management, and anti-theft metering in industrial metering applications. These meters have the capability to measure active, apparent and reactive energy and thus enable metering as per utility need. They have capability of time-of-day billing which can be configured for various time zones and environments. These smart meters communicate with the head-end system either on demand or according to a set schedule, effectively measuring, collecting, evaluating, and managing energy use.

These meters feature a built-in RF/cellular replaceable communication modem for seamless connectivity. The plug-and-play installation simplifies the setup process, reducing time and effort. An Android app provides users with detailed consumption data and other value added features and an optical port supports local communication based on standard data collection protocols. This seamless communication and energy management benefit both the utility and the user, providing a comprehensive and efficient energy management experience.

These meters feature on-demand WAN/NAN communication for efficient data exchange and network management and generate instant tamper alerts in case of unauthorized access and main fail alerts notify users immediately in the event of a power outage. Communication is based on the standard IEC and IS: 15959 protocol, ensuring secure and reliable data exchange.

Key advantages: Lowers total cost of ownership through efficient operations, eliminate manual meter reading costs with automated data collection. Deliver better consumption insights to optimize energy usage and improve billing accuracy, accelerate billing cycles with remote reading. Reduce site operational costs and setup time with fail-safe installation and commissioning, enables remote configuration and updates for seamless maintenance. These meters are engineered for long-term reliability and durability in field environments.

Distribution transformer smart meters



Our DT smart meters are designed to enhance the efficiency and reliability of energy distribution systems. These meters provide real-time monitoring of energy flow at distribution transformers, allowing for precise measurement and management of energy distribution. They help in balancing the load across different transformers, optimizing the distribution network, and reducing energy losses. Our DT smart meters are equipped with advanced fault detection mechanisms, enabling quick identification and reporting of faults for prompt corrective actions. They also feature tamper detection to prevent unauthorized access and ensure data integrity. With robust communication capabilities, these meters support various protocols for seamless integration with the head-end system and other smart grid components. Additionally, our DT smart meters feature internally powered Digital Input (“DI”) ports that connect to digital sensors, enabling remote monitoring and control of these sensors. This provides utilities with real-time data and enhances operational efficiency.

Key advantages: It enables real time energy audit of the utilities and establishes key performance parameters like System Average Interruption Duration Index (“SAIDI”) and System Average Interruption Frequency Index (“SAIFI”). It helps with network management and efficiency. The DI/DO features helps for DT monitoring and reduce the DT failure chances. It reduces overall operation and maintenance costs of the utility. It also helps to deliver safety to both customer and utilities manpower by providing critical electrical data in real time for any preventive or corrective action in the electrical network. It lowers total cost of ownership through efficient operations, eliminate manual meter reading costs with automated data collection. It delivers better consumption insights to optimize energy usage and improve billing accuracy, accelerate billing cycles with remote reading. It reduces site operational costs and setup time with fail-safe installation and commissioning, enables remote configuration and updates for seamless maintenance. These meters are engineered for long-term reliability and durability in field environments.

Feeder and boundary smart meters



Our feeder and boundary smart meters with high-precision Class 0.2/0.5, are designed to enhance the efficiency and reliability of energy distribution systems. Our feeder smart meters provide real-time monitoring, load balancing, fault detection, and detailed data analytics, optimizing energy distribution and reducing losses. Boundary smart meters accurately measure energy flow at distribution zone boundaries, ensuring precise accounting and tamper detection. Both types of meters support various communication protocols and remote monitoring, offering enhanced accuracy, operational efficiency, data-driven insights, and security. Our feeder and boundary meters have internally powered DI ports to connect to digital sensors which allow remote monitoring and control of these sensors, providing utilities with real-time data and enhancing operational efficiency. These meters are integrated with artificial intelligence for intelligent digital sensor data integration and analysis.

Key advantages: It provides utilities with critical electrical data for real time energy audit and monitoring. It helps utilities to have better visualization of the network and identify zones of high losses or anomalies, thus helping them with better planning and efficient operations. These meters are also important for ensuring safety of utility operations and management staff and using the DI/DO can help in real time monitoring of status for operations and management planning. Lowers total cost of ownership through efficient operations, eliminate manual meter reading costs with automated data collection. Deliver better consumption insights to optimize energy usage and improve billing accuracy, accelerate billing cycles with remote reading. Reduce site operational costs and setup time with fail-safe installation and commissioning, enables remote configuration and updates for seamless maintenance. These meters are engineered for long-term reliability and durability in field environments.

Static Energy Meter

We manufacture static energy meters designed to measure electrical energy consumption accurately. Unlike traditional electromechanical meters, our static energy meters operate without any moving parts, utilizing electronic components and chips for precise measurement. They can measure various types of energy, including active, reactive, and apparent energy, along with other electrical parameters. Our meters are suitable for a wide range of applications, including residential, commercial, and industrial settings. They feature tamper detection mechanisms and support remote monitoring and data logging, making them a reliable tool for modern energy management. We offer single-phase and three-phase type of static energy meters.

Single Phase Static Meter



Our single-phase static meter measures electricity consumption in residential and light commercial use. These meters are suitable for residential and small commercial. These meters have various anti-tamper features and have local communication facility like optical port, infra-red and Bluetooth. These meters are cost effective reliable meters provided by our Company for over two decades.

Three Phase Static Meter



Three-phase static meters are used in industrial and larger commercial applications. They measure electricity across three phases and one neutral wire, providing a more stable and continuous power supply. These meters have local communication facility like optical port, infra-red and Bluetooth. These meters have various anti-tamper features and local communication facility using IEC / IS: 15959 protocols. Further these meters measure various electrical parameters like active and reactive energies, instantaneous parameters and load survey data for accurate billing and electrical analysis.

Dual Source Meter



Our dual source energy meter measures and monitors energy consumption from two independent power sources, such as grids, generators, or solar systems. It automatically detects the active power source and switches seamlessly during power interruptions, ensuring continuous data recording. The meter processes electrical parameters using high-precision sensors and algorithms, providing real-time insights into energy performance. It features a user-friendly interface, supports various communication protocols for data transmission, and includes programmable options for customization. These features make dual-source energy meters essential for efficient energy management in environments with multiple power sources. These meters have a remote communication facility using RS-485 Port/RF/GPRS and have disconnection facilities to operate in pre-paid/post-paid mode.

Communication Network Interface Cards (“NICs”)

Communications NICs play a crucial role in enabling efficient and reliable data transmission between the meter and utility systems. These NICs integrate with electricity meters, providing two-way wireless communication for remote data acquisition, meter program management, and real-time alerts for issues like meter tampering and outages. We offer a wide variety of communication NICs which can be used with any type of smart meter.

We have NIC for the following communication technology:

- 4G fallback on 2G/Only 4G;
- Narrow Band Internet-of-Things (“**NB-IOT**”) fallback on 2G/Only NB-IOT;
- 4G fallback on 2G/Only 4G with Bluetooth Low Energy (“**BLE**”);
- NB-IOT fallback on 2G/Only NB-IOT with BLE;
- RF Mesh;
- RF with in-Meter Gateway; and
- RF from third-partners.

These NICs comply with various IEC/IS Standards and have been tested for compliance for antenna range and network operations at third-party facilities.

AMI solutions

We offer distribution transformer management system and feeder monitoring solutions for optimizing power distribution and ensuring reliable service. These systems are integral to modernizing the grid, improving operational efficiency, and ensuring uninterrupted power supply to consumers.

Distribution Transformer Management System (“DTMS”)

Our DTMS is a next-generation solution designed to offer a comprehensive, cost-effective, and efficient approach to monitoring the health and performance of distribution transformers. DTMS enhances transformer monitoring capabilities without requiring major infrastructure changes, making it a seamless and scalable solution for utility providers. By combining real-time electrical data with critical physical indicators, it enables proactive maintenance strategies, improves operational reliability, and extends the overall lifespan of transformers.

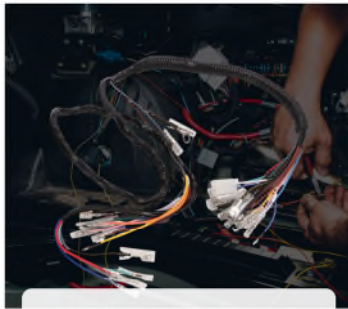
It detects internal and external temperature changes to prevent overheating and failure and continuously monitors oil levels to prevent insulation failure and cooling inefficiency. The switchgear status monitoring system provides real-time status updates (ON/OFF/TRIP) for outgoing switchgear like Moulded Case Circuit Breaker (“**MCCB**”). It includes sensors for moisture detection, alerting when transformer oil moisture exceeds safe levels to maintain insulation integrity, and oil theft detection to identify unauthorized oil removal. This system integrates cost-efficiently without major infrastructure changes and features plug-and-play installation with existing smart DT meters. It is compatible with current HES and communication systems, simplifying maintenance with integrated design and fewer components. The flexible dual interface card supports various sensor inputs and can be customized for different projects, while the multi-port interface offers versatile analog and digital input/output connectivity. The scalable DI card adapts to both small and large transformer setups, with smart data handling via onboard Microcontroller unit (“**MCU**”) and memory for accurate, secure processing and storage. Reliable communication is ensured through real-time health data transmission via cellular, wireless, or wired protocols, and remote monitoring and alerts enable proactive maintenance decisions through timely notifications.

Feeder monitoring solution

Feeder monitoring solutions ensure the reliability and efficiency of power distribution networks by automatically sensing overcurrent faults, isolating faulted sections, and rerouting electricity supply through alternate feeders. It provides real-time data on feeder performance, enabling utilities to quickly respond to disruptions. By reducing the frequency and duration of service disruptions, these solutions improve customer satisfaction and loyalty. Additionally, it enhances the utility's ability to retain existing customers and attract new ones by providing reliable service.

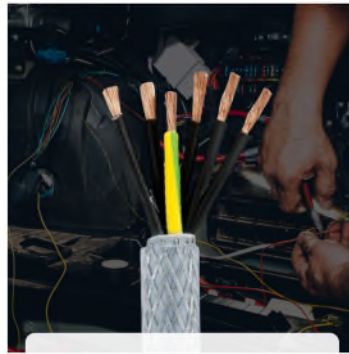
Wire and Cables

We offer a variety of wire and cable solutions, catering to diverse needs across different industries. Further, our cables are certified by the Bureau of Indian Standards (“**BIS**”). Our wire and cable offerings include:



Automotive Wire & Cables

Wire Harness and Battery
Cables



Specialised Cables



Power Cables

Automotive Wires

These wires are manufactured using high-quality copper, which ensures electrical conductivity, allowing for efficient power transmission and signal clarity. The wires are insulated with Polyvinyl Chloride (“PVC”), conforming to industry standards for safety and performance, providing a reliable barrier against electrical hazards and environmental factors such as heat, moisture, and chemicals. These wires are designed to withstand vibrations, temperature fluctuations, and other stresses encountered in automotive environments. This also includes battery cables for automobiles, including motorcycles and other motor vehicles. These cables handle starting, charging, lighting, signal, and instrument panel circuits. Featuring flexible conductors with PVC normal insulation thickness, they provide extra flexibility. We ensure they are flame retardant and highly resistant to acids, lyes, petrol, and diesel.



Specialized Wires

We offer specialized wires, including sensor cable and braided wires. Sensor cables are designed to be used to connect various automotive sensors and have high abrasion strength, flexibility and mechanical durability. Braided wires protect cables from electromagnetic interference (“EMI”) and increase flex life and mechanical strength. This ensures that the cables can withstand the harsh conditions often encountered in automotive environments. The braided design acts as a shield, reducing the impact of external electromagnetic fields on the cable’s performance.



Braided wires

Power Cables

We design and manufacture power cables to handle high voltage applications, capable of supporting up to 1,100 volts. These cables feature construction with copper or Aluminium conductors, PVC/XLPE insulation, with option of armouring along with inner and outer sheathing. These cables are designed to ensure durability and performance across various applications. Available in multiple sizes and configurations, they offer versatility to suit different needs.



Manufacturing Facilities

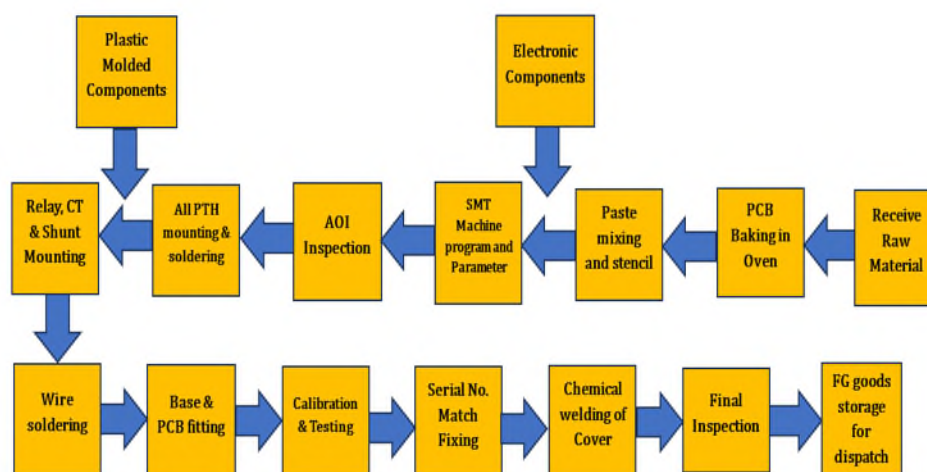
As of the date of this Draft Red Herring Prospectus, we have three manufacturing facility and a tool room facility, located at Delhi. The table below sets forth details of our manufacturing facilities:

Manufacturing facility	Location	Products manufactured	Year of commencement of operations	Total built-up area (Square meters)	Lease deed valid till	Lessor
Manufacturing facility I	Plot No M-11 and M-22 Badli Industrial Estate, Delhi 110 042, Delhi India	Smart energy meters	2002	5,598.95	March 29, 2030	Ashutosh Goel, Bimla Goel and AEW Infratech Private Limited
Manufacturing facility II	Plot No SSI-32, SMA Co-operative Industrial Estate, Jahangir Puri, Delhi, 110 033, Delhi, India	Smart energy meters	2024	2,745.00	July 15, 2027	Monika Goel, Preeti Goel, Abhishek Goel Akansha Goel and Priyanka Goel

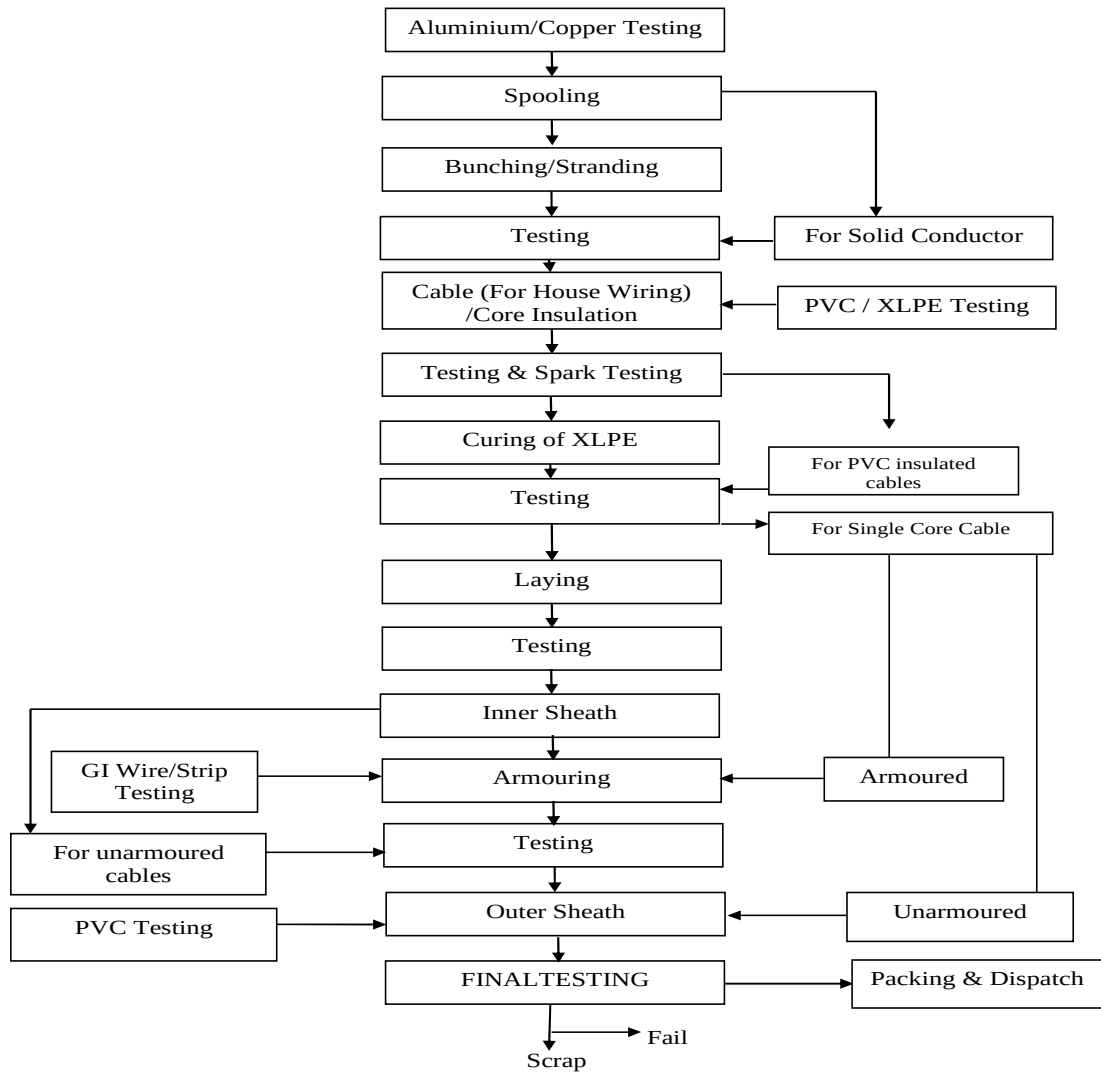
Manufacturing facility	Location	Products manufactured	Year of commencement of operations	Total built-up area (Square meters)	Lease deed valid till	Lessor
Manufacturing facility III	Plot No C-13, SMA Industrial Area, G.T. Karnal Road, Delhi 110 033, Delhi, India	Wires and cable, SMT lines to manufacture PCB for internal consumption	2020	5,165.35	March 29, 2030	Ashutosh Goel, Nidhi Goel and Bimla Goel
Tool room facility	I-78, Bawana Industrial Area, Delhi	Tool room facility used for internal consumption	2025	892.79	December 21, 2029	Priyanka Gupta

The chart below sets forth the step-by-step manufacturing process involved in manufacturing of smart meters:

Energy meter manufacturing process flow diagram



Wires and cables manufacturing process flow diagram



Installed Capacity, Actual Production and Capacity Utilisation

The information relating to the installed capacity, actual production and capacity utilisation of our products included below and elsewhere in this Draft 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 the same has been certified by Khyati Enterprises, independent chartered engineer by certificate dated July 4, 2025. Undue reliance should therefore not be placed on our capacity information or historical capacity utilization information for our existing manufacturing facilities included in this Draft Red Herring Prospectus. See “Risk Factors – 45. Information relating to our annual installed capacity and the historical capacity utilization of our products included in this Draft Red Herring Prospectus is based on various assumptions and estimates and future production and capacity utilization may vary.” on page 55.

The table below sets forth certain information relating to the installed capacity, actual production and capacity utilisation for the years indicated:

Energy meters (including both smart and static meters)

Manufacturing Facility	Category of products	Fiscal 2025			Fiscal 2024			Fiscal 2023		
		Installed Capacity ⁽¹⁾ (numbers in million)	Actual Production ⁽²⁾ (numbers in million)	Capacity utilisation ⁽³⁾ (in %)	Installed Capacity ⁽¹⁾ (numbers in million)	Actual Production ⁽²⁾ (numbers in million)	Capacity utilisation ⁽³⁾ (in %)	Installed Capacity ⁽¹⁾ (numbers in million)	Actual Production ⁽²⁾ (numbers in million)	Capacity utilisation ⁽³⁾ (in %)
Plot No M-11 and M-22 Badli Industrial Estate, Delhi 110 042, Delhi India ⁽⁵⁾	Single-Phase	3.78	1.61	42.59%	2.84	1.50	52.82%	2.84	1.24	43.66%
	LTCT DT (Including Three-Phase and LTCT Consumer)	1.62	0.44	27.16%	0.81	0.23	28.40%	0.81	0.05	6.17%
Plot No SSI-32, SMA Co-operative Industrial Estate, Jahangir Puri, Delhi, 110 033, Delhi, India ⁽⁴⁾	Single-Phase	1.89	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

*As certified by Khyati Enterprises, independent chartered engineer, by certificate dated July 4, 2025.

(1) Installed capacity represents the installed capacity as of the last date of the relevant Fiscal. The installed capacity are based on various assumptions and estimates, including standard capacity calculation practice in the energy meters industry and capacity of other ancillary equipment installed at the manufacturing facility. Assumptions and estimates taken into account for measuring installed capacities include 300 working days in a year.

(2) Actual production represents quantum of production in the relevant Fiscal.

(3) Capacity utilization has been calculated on the basis of actual production in the relevant Fiscal divided by the installed capacity.

(4) The installed capacity in Fiscal 2024 and 2023 was Nil as the installed capacity for manufacturing single-phase meters was added in July 2024. Further, the actual production was nil in Fiscal 2025 as the production has not yet started.

Wires and cables

Manufacturing Facility	Category of products	Fiscal 2025			Fiscal 2024			Fiscal 2023		
		Installed Capacity ⁽¹⁾ (In Kms)	Actual Production ⁽²⁾ (In Kms)	Capacity utilisation ⁽³⁾ (in %)	Installed Capacity ⁽¹⁾ (In Kms)	Actual Production ⁽²⁾ (In Kms)	Capacity utilisation ⁽³⁾ (in %)	Installed Capacity ⁽¹⁾ (In Kms)	Actual Production ⁽²⁾ (In Kms)	Capacity utilisation ⁽³⁾ (in %)
Plot No C-13, SMA Industrial Area, Jahangirpuri, GT Karnal Road, Delhi-110033	Power Cable	4,752.00	705.49	14.84%	4,752.00	1,022.72	21.52%	4,752.00	2,148.88	45.22%
	Automotive wire	79,200.00	25,059.87	31.64%	79,200.00	24,430.05	30.85%	79,200.00	24,144.38	30.49%

*As certified by Khyati Enterprises, independent chartered engineer, by certificate dated July 4, 2025.

(1) Installed capacity represents the installed capacity as of the last date of the relevant Fiscal. The installed capacity are based on various assumptions and estimates, including standard capacity calculation practice in the wires and cables industry and capacity of other ancillary equipment installed at the manufacturing facility. Assumptions and estimates taken into account for measuring installed capacities include 300 working days in a year.

(2) Actual production represents quantum of production in the relevant Fiscal.

(3) Capacity utilization has been calculated on the basis of actual production in the relevant Fiscal divided by the installed capacity.

Customers

Our customers primarily include electricity utilities and AMISPs. The table below sets forth details of our revenues from electricity utilities and AMISPs for the years indicated:

Products	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
AMISPs	5,092.14	71.01%	572.97	16.44%	142.53	8.74%
Electricity Utilities	1,587.50	22.14%	1,848.46	53.06%	264.07	16.20%
Others	1.78	0.02%	Nil	NA	0.83	0.06%
Total	6,681.42	93.17%	2,421.83	69.50%	407.43	25.00%

*Others include revenues generated from the supply of samples.

For further information on the risks associated with customer concentration, see “Risk Factors – 1. Our business largely depends upon our top 10 customers (93.49%, 92.38% and 86.68% of our revenue from operations in Fiscals 2025, 2024 and 2023, respectively). The loss of any of these customers could have an adverse impact on our business, financial condition, results of operations and cash flows.” on page 30.

Raw materials and Suppliers

Our primary raw materials include switch-mode power supplies - IC (“**SMPS-IC**”) for power integration, micro controller, cylindrical battery, coin cell battery, LCD display, relay driver, double pole relay, 3D hall sensor, current transformer, general packet radio service (“**GPRS**”) module. We procure raw materials through purchase orders with our suppliers. The raw material selection is done at design stage considering the overall product specification, application and expected performance. Various terms including long term pricing and delivery commitment are also negotiated and finalized with the vendors at the design stage. We have a longstanding relationship with some of our vendors and our business with certain vendors have expanded both in terms of scope and volume. In Fiscal 2025, 2024 and 2023, our cost of materials consumed was ₹ 4,090.29 million, ₹ 2,024.91 million and ₹ 1,210.02 million, respectively, which represented 57.04%, 58.11% and 74.24% of our revenue from operations for the respective Fiscals.

Also, see “Risk Factors – 3. We depend on a few suppliers for the supply of our raw materials. In Fiscal 2025, 2024, and 2023, the cost of raw materials sourced from our top 10 suppliers accounted for 62.72%, 64.91%, and 49.25% of our total cost of raw materials, respectively. Any disruption in supply or increase in raw material prices from these suppliers could have a significant negative impact on our business, financial condition, results of operations, and cash flows.” on page 32.

Power and Fuel

We source power from local utilities. In Fiscal 2025, 2024 and 2023, our power and fuel expenses were ₹ 23.02 million, ₹ 19.23 million and ₹ 14.03 million, respectively. We have a roof top solar generator at our manufacturing facilities situated at M-11, Badli and M-22, Badli and C-13, G.T. Karnal Road of 230 KVA capacity. We also maintain adequate power back-up arrangements i.e., a 100 KVA UPS as power backup for our M-11, Badli and M-22, Badli manufacturing facilities.

Sales and Marketing

Our sales and marketing team focuses on developing relationships with utilities and AMISPs. As of March 31, 2025, our sales and marketing team consists of 29 employees (including 2 employees for international business and 2 on retainer basis).

In relation to our business with utilities, we participate in tenders floated by them. Our sales and marketing team understands the product specifications, statutory requirements, pre-qualification and other requirements related to these tenders, and then we prepare and participate in such tenders. In relation to our business with AMISPs, we focus

on providing competitive technical and commercial offers to them to cater to their business requirements. We focus on product quality, timely delivery, and sales support, along with competitive pricing, to gain their trust and business. We also focus on after-sales service by ensuring proper training for our customer's manpower and end-users so that they can use our products effectively. We maintain both a central support team and local support team in the field, which enables us to provide prompt and effective after-sales service to our customers.

Quality Control

We have implemented a quality control mechanism to ensure compliance with quality standards and customer requirements. We examine the products at each stage of the manufacturing process to ensure that there are no defects from previous stages. For more information, see “- *Our Strengths - Integrated advanced manufacturing facilities coupled with R&D and testing capabilities – Testing and Quality Control*” on page 234.

Information Technology

Our IT systems are vital to our business. We use various softwares to design precision molds and dies for various plastic and sheet metal components. Our in-house developed MES software and ERP system tracks material movement in real-time, optimizing storage conditions and reducing handling-related damage. These measures enhance product reliability, ensuring that meters and related components maintain their integrity from production to final deployment. Further, we have implemented an ERP platform for business functions, including production, sales and purchase, finance, inventory, and human resource management. We focus on upgrading our IT systems to ensure efficiency and business continuity. Also, see “*Risk Factors - 44. Any failure of our information technology systems and tools could adversely affect our business, results of operations, financial conditions and cash flows.*” on page 55.

Workforce

As of March 31, 2025, we had a workforce of 417 employees, of which 412 are permanent employees and 5 are retainership based employees. The following table provides the breakdown of our workforce by function:

Function	Number
Management	2
Research and development	19
Accounts and finance	17
Human resources, administration and information technology	13
Meter operations	183
Cable operations	64
PCB operations	42
Sales and marketing	29
International business development	2
Tool room	11
Projects	35
Total	417

In addition, as of March 31, 2025, we had 278 are contractual employees. Our employees are not unionised into any labour or workers' unions and have not experienced any major work stoppages due to labour disputes or cessation of work in the last three Fiscals.

Also, see “*Risk Factors - 27. Any disruption to the steady and regular supply of workforce for our operations, including due to strikes, work stoppages or increased wage demands by our workforce or any other kind of disputes with our workforce or our inability to control the composition and cost of our workforce could adversely affect our business, cash flows and results of operations.*” on page 47.

Health and Employee Safety

We are committed to providing a safe and healthy working environment to our employees. We have a comprehensive onboarding process for newly hired employees to ensure that they acquire the requisite skills. We conduct programs

on safety protocols in the workplace, quality processes, and skill development. In addition, we implement employee safety audits and employee safety meetings, as well as conduct emergency mock drills in our manufacturing facilities.

Corporate Social Responsibility

In compliance with the requirements of Section 135 of the Companies Act read with the Companies (Corporate Social Responsibility) Rules, 2014, our Board have constituted a Corporate Social Responsibility (“CSR”) Committee pursuant to which we carry out various CSR activities. In Fiscals 2025, 2024 and 2023, our corporate social responsibility expenses were ₹ 4.85 million, ₹ 1.03 million, and ₹ 0.97 million, representing 0.07%, 0.03%, and 0.06% of our revenue from operations, respectively. Our CSR initiatives include promoting education, skill development and providing vocational courses.

Awards and Accreditations

See, “History and Certain Corporate Matters – Key awards, accreditations and recognition” on page 270.

Intellectual Property

As on the date of this Draft Red Herring Prospectus, we have no registered trademarks, no registered patents, one registered design and ten registered domain names. Further, as on the date of this Draft Red Herring Prospectus, our Company has made applications for registration of six trademarks including our logo which are pending at various stages. For further details see, “Government and Other Approvals – Intellectual Property” on page 416.

See also, “Risk Factors – 25. If we are unable to obtain, protect or use our intellectual property rights, our business may be adversely affected.” on page 46.

Competition

The global smart meter market is highly competitive, with several players competing for market share. Intense competition from both well-established companies and new market entrants creates a highly competitive environment. Our key competitors include among others, Genus Power Infrastructures Limited, HPL Electric and Power Limited, Secure Meters Limited, Sinhal Udyog Private Limited (Kimbal), Avon Meters Private Limited, Capital Power Systems Limited, Bentec India Limited, Landis+Gyr AG, Hubbell Inc., Badger Meter Inc. and Itron Inc. (Source: *Crisil Report*). For more information on financial benchmarking, see “Industry Overview – Financial analysis of domestic and global companies with similar offerings in smart meters” on page 218. For further information on risks related to competition, see “Risk Factors – 8. We operate in a competitive business environment. Failure to compete effectively against our competitors and new entrants to the industry may adversely affect our business, financial condition and results of operations” on page 35.

Insurance

Our operations are subject to various risks inherent in manufacturing operations, such as work accidents, fire, theft, earthquake, flood, acts of terrorism and other force majeure events. For our manufacturing facilities, we maintain a standard fire and special perils insurance policy for certain movable and immovable assets, and for stock and tools as well as a burglary insurance policy for certain movable assets and for stock and tools. In addition, we maintain an insurance policy covering group Medclaim, marine (transit) insurance, fixed assets (including inventories) and directors and officers liability insurance. We believe that our insurance coverage is appropriate for the risks inherent in our business. Our policies are subject to standard limitations and exclusions and may not cover all potential losses. As we continue to expand our business operations, we regularly review and assess our risk exposure and insurance policies to ensure adequate coverage and business continuity protection in line with industry practices.

See, also “Risk Factors – 42. 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 in operations.” on page 53.

Properties

Our Registered and Corporate Office is located at M-11, Badli Industrial Estate Delhi 110 042, India which is held by

us on a leasehold basis and lease deed is valid till March 31, 2030. The table below sets forth details of our warehouses:

Property	Address	Lease deed valid till	Lessor
Warehouse I	S-62, Badli Industrial Estate, Delhi	July 19, 2027	Bimla Goel
Warehouse II	Plot No S-85, Badli Industrial Area, Phase 1, Badli, Delhi-110042	April 19, 2026	Saurabh Jain and others

For information in relation to our manufacturing facilities, see “–Our Business Operations –Manufacturing Facilities” on page 250.

See, also “Risk Factors – 48. Our manufacturing facilities, R&D unit and Registered and Corporate Office are not located on land owned by us and we have only leasehold rights. In the event we lose or are unable to renew such leasehold rights, our business, results of operations, financial condition and cash flows may be adversely affected.” on page 56.

KEY REGULATIONS AND POLICIES

The following is an indicative summary of certain relevant industry specific laws, regulations and policies in India which are applicable to our business and operations. The information available in this section has been obtained from publications available in public domain. The description of laws and regulations set out below may not be exhaustive and is only intended to provide general information to the investors and are neither designed nor intended to substitute for professional legal advice. The statements below are based on the current provisions of the Indian law, which are subject to amendments or modification by subsequent legislative actions, regulatory, administrative, quasi-judicial, or judicial decisions. Changing laws, rules and regulations and legal uncertainties, adverse application or interpretation of corporate and tax laws, may adversely affect our business, prospects and results of operations. For further details in relation to risks in this regard, see “Risk Factors – 59. Changing laws, rules and regulations in India could lead to new compliance requirements that are uncertain” on page 61.

Under the provisions of various Central Government and State Government statutes and legislations, we are required to obtain and regularly renew certain licenses or registrations and to seek statutory permissions to conduct our business and operations. For details of such licenses and registration required to be obtained or obtained by our Company, see “Government and Other Approvals” on page 411.

Laws in relation to our business

The Electricity Act, 2003, (“Electricity Act”) and Electricity Rules, 2005 (“Electricity Rules”), each as amended

The Electricity Act is the central legislation which consolidated the laws relating to generation, transmission, distribution, trading and use of electricity and generally for taking measures conducive to development of electricity industry, promoting competition therein, protecting interest of consumers and supply of electricity to all areas, rationalisation of electricity tariff, ensuring transparent policies regarding subsidies, promotion of efficient and environmentally benign policies, constitution of central electricity authority, regulatory commissions and establishment of an appellate tribunal. As per provisions of the Electricity Act, electricity generating companies are required to obtain a licence to establish, operate, and maintain generating stations, sub-stations, tie-lines and dedicated transmission lines. Under the Electricity Act, the State Electricity Regulatory Commissions are required to promote co-generation and generation of electricity from renewable sources of energy. Further, the Electricity Rules provide for establishment of a forum for redressal of consumer grievances by the distribution licensee as well as the appointment of an ombudsman by the relevant state commissions to consider the representations of the consumers.

The Electrical Wires, Cables, Appliances and Protection Devices and Accessories (Quality Control) Order, 2003

The Electrical Wires, Cables, Appliances and Protection Devices and Accessories (Quality Control) Order, 2003 (“**Order**”) prohibits the manufacture, storage for sale, sale and distribution of electrical wires, cables, appliances, protection devices that do not conform to the standards specified in the Order and that do not bear the standard mark issued by the BIS. The Order imposes a mandatory requirement on manufacturers to obtain a license from BIS for the use of the standard mark. Further, it requires sub-standard or defective electrical wires, cables, appliances, protection devices or accessories to be deformed by such manufacturer beyond use and disposed of as scrap. The Central Government is authorized to appoint an officer who shall be empowered to inspect any books, documents, search any premises, of any person or company engaged in manufacturing, storage, distribution, and sale of electrical equipment, he can require such persons to furnish information and samples and seize electrical equipment in contravention of the Order.

Central Electricity Authority (Measures relating to Safety and Electric Supply) Regulations, 2023 (“CEA Regulations”)

The CEA Regulations were released in suppression of the Central Electricity Authority (Measures relating to Safety and Electric Supply) Regulations, 2010. The regulations lay down regulations for safety requirements for electric supply lines and apparatus, including meters, switchgears, switches and cables. It requires all electric supply lines and apparatus to have adequate rating for power, insulation and estimated fault current and be of adequate mechanical strength for the duty cycle such apparatus may be required to perform and are required to be constructed, installed, protected, worked and maintained in a manner that will ensure safety of human beings, animals and property. It also

requires all electric material and apparatus to conform to the relevant specifications prescribed by the BIS. All generating units above the prescribed capacity must be inspected by the electrical inspector before commissioning.

Central Electricity Authority (Installation and Operation of Meters) Regulations, 2006, as amended (“Meter Regulations”)

The Meter Regulations prescribe the type, standards, ownership, location, installation, operation, testing and maintenance, access, sealing, safety, recording, meter failure or discrepancies, anti-tampering features, quality assurance, calibration, additional meters and adoption of new technologies in respect of interface, consumer, energy accounting and audit meters for accurate accounting, billing and audit of electricity. These regulations are applicable to all meters that are already installed or to be installed by all power generating, transmitting and distributing companies and licensees under the Electricity Act and to all categories of consumers. All meters are required to comply with standards prescribed by the BIS, and consumer meters are also required to comply with any additional specification that may be prescribed by the Central or applicable state Electricity Regulatory Commission. Under the Meter Regulations, all new consumer meters are required to be smart meters with a prepayment feature.

The Consumer Protection Act, 2019 (the “Consumer Protection Act”) and rules made thereunder

The Consumer Protection Act provides for establishment of a Central Consumer Protection Authority to regulate, among other things, matters relating to violation of rights of consumers, unfair trade practices and false or misleading advertisements which are prejudicial to the interests of public and consumers. The key features of the Consumer Protection Act include wider definition of “consumer”, flexibility in e-filing complaints, imposition of product liability and product liability actions, wide definition of unfair trade practices, and provision for alternative dispute resolution. The Consumer Protection Act provides for penalties for, among others, manufacturing for sale or storing, selling or distributing or importing products containing adulterants and for publishing false or misleading advertisements.

Bureau of Indian Standards Act, 2016 (the “BIS Act”) and Bureau of Indian Standards Rules, 2018, (“Bureau of Indian Standard Rules”) each as amended

The BIS Act provides for the establishment of the Bureau of Indian Standards (the “BIS”) for the harmonious development of the activities of standardization, conformity assessment and quality assurance of goods, articles, processes, systems and services. The BIS Act lays down the functions of the BIS which includes, among others, (a) recognizing as an Indian standard, any standard established for any article, goods, process, system or service 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; (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 process if it finds it expedient to do so in public interest. The BIS Act also provides the penalties in case there is a contravention of the provisions of the BIS Act. Under the Bureau of Indian Standards Rules, the bureau is required to establish Indian standards in relation to any goods, article, process, system or service and shall reaffirm, amend, revise or withdraw Indian standards so established as may be necessary.

Information Technology Act, 2000 (“IT Act”) and the rules made thereunder

The Information Technology Act, 2000 has been enacted with the intention of providing legal recognition to transactions that are undertaken electronically. The IT Act facilitates electronic commerce by recognizing contracts concluded through electronic means and protects intermediaries in respect of third party information made available to or hosted by them. The IT Act has created a mechanism for authenticating electronic documentation by means of digital signatures, and provides for civil and criminal liability including fines and imprisonment for various offences. The IT Act prescribes various offences, including those offences relating to unauthorized access of computer systems, unauthorized disclosure of confidential information and fraud emanating from computer applications.

The Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011 (“IT Security Rules”) prescribe directions for the collection, disclosure, and transfer of sensitive personal data by a body corporate or any person acting on behalf of a body corporate. The IT Security Rules

require every such body corporate or person who on behalf of the body corporate receives, stores or handles information to provide a privacy policy for handling and dealing with personal information, including sensitive personal data, publishing such policy on its website. The IT Security Rules further require that all such personal data be used solely for the purposes for which it was collected, and any third-party disclosure of such data is made with the prior consent of the information provider, unless contractually agreed upon between them or where such disclosure is mandated by law.

Digital Personal Data Protection Act, 2023 (the “DPDP Act”)

The DPDP Act was notified on August 11, 2023 and is yet to come into effect. It replaces the existing data protection provision, as contained in Section 43A of the IT Act. The DPDP Act seeks to balance the rights of individuals to protect their digital personal data with the need to process personal data for lawful and other incidental purposes. The DPDP Act provides that personal data may be processed only for a lawful purpose after obtaining the consent of the individual. A notice must be given before seeking consent, except in case of legitimate uses as provided under the DPDP Act. It further imposes certain obligations on data fiduciaries including (i) make reasonable efforts to ensure the accuracy and completeness of data; (ii) build reasonable security safeguards to prevent a data breach (iii) intimate the Data Protection Board of India (the “DPB”) and affected persons in the event of a breach; and (iv) erase personal data as soon as the purpose has been met and retention is not necessary for legal purposes. The DPDP Act imposes certain additional obligations on a significant data fiduciary, such as appointment of a data protection officer, appointment of an independent data auditor and undertaking of other measures namely, periodic data protection impact assessment, periodic audit and such other measures as may be prescribed under the DPDP Act.

Legal Metrology Act, 2009 (the “Legal Metrology Act”)

The Legal Metrology Act has replaced the Standards of Weights and Measures Act, 1976 and the Standards of Weights and Measures (Enforcement) Act, 1985. The Legal Metrology Act provides for the establishment and enforcement of standards of weights and measures and for regulation of trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure or number. The Legal Metrology Act requires every unit of weights or measures used by an entity to be in accordance with the metric system based on the international system of units. The key features of the Legal Metrology Act are: (a) appointment of government-approved test centres for verification of weights and measures; (b) allowing a company to authorize any of its directors/nominate different persons for each establishment or branch to exercise such powers and take such necessary steps to prevent the commission of any offence under the Legal Metrology Act by such company/ its establishment or branch; and (c) penalties/ offences for violation of the provisions of the Legal Metrology Act or rules made thereunder. The Legal Metrology Act prohibits the manufacture, packaging, selling, importing, distributing, delivering, offering, exposing or possessing for sale any pre-packaged commodity unless such package is in standard quantities or number and bears the prescribed declarations and particulars.

Sale of Goods Act, 1930 (“Sale of Goods Act”)

The Sale of Goods Act governs contracts relating to sale of goods in India. A contract of sale of goods may be absolute or conditional. The Sale of Goods Act contains provisions in relation to the essential aspects of such contracts, including the transfer of ownership of the goods, delivery of goods, rights and duties of the buyer and seller, remedies for breach of contract and the conditions and warranties implied.

The Industries (Development and Regulation) Act, 1951 (“Development and Regulation Act”)

The Development and Regulation Act provides for the development and regulation of specified industrial undertakings. The Development and Regulation Act provides for the establishment of Central Advisory Council and Development Councils. The Development and Regulation Act provides for mandatory registration of the existing industrial undertakings and granting license to new industrial undertakings. Additionally, it also provides for penalties in case of contravention of the provisions of the Act.

The Delhi Municipal Corporation Act, 1957 (“DMC Act”)

The DMC Act was introduced after consolidation of multiple laws relating to the municipal government of Delhi and it governs the establishment and operation of factories within Delhi. Under the DMC Act, it is mandatory to obtain prior written permission from the Commissioner before establishing, materially altering, enlarging, or extending any factory that intends to use mechanical power. The Commissioner is empowered to refuse such permission if the factory's location is deemed objectionable due to potential density or potential nuisance to the neighbourhood.

Other Applicable Legislations

The Environment Protection Act, 1986, as amended (the “EP Act”) and Environment Protection Rules, 1986, as amended (the “EP Rules”) and the Environmental Impact Assessment Notifications, 2006 (“EIA Notification”)

The EP Act has been enacted with an objective of protection and improvement of the environment and for matters connected therewith. Under the EP Act, no person carrying on any industry, operation or process shall discharge or emit or permit to be discharged or emitted any environmental pollutant in excess of the prescribed limits. Further, the EP Rules specify the standards of emissions, or discharge of environmental pollutants. 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 environmental pollution.

The EP Rules prescribe the standards for emission or discharge of environmental pollutants from industries, operations or processes, for the purpose of protecting and improving the quality of the environment and preventing and abating 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. Additionally, under the EIA Notification and its subsequent amendments, projects are required to mandatorily obtain environmental clearance from the concerned authorities depending on the potential impact on human health and resources.

The Water (Prevention and Control of Pollution) Act, 1974 (the “Water Act”)

The Water Act aims to prevent and control water pollution and to maintain or restore wholesomeness of water. The Water Act provides for the establishment of one Central Pollution Control Board, as well as state pollution control boards, to implement its provisions, including enforcement of standards for factories discharging pollutants into water bodies. Any person intending to establish any industry, operation or process or any treatment and disposal system likely to discharge sewage or other pollution into a water body, is required to obtain the consent of the relevant state pollution control board by making an application. We are required to obtain consent to operate for our existing, new and altered discharge of sewage, trade effluents and outlets under Section 25 and 26 of the Water Act. Failure to comply with specified directions or orders under the Water Act or acting in violation of the provisions of the Water Act, may lead to imprisonment of up to seven years, fines up to ₹10,000, and additional daily fines for continued non-compliance. In case of violation by a company, both the company and persons responsible for its business are deemed guilty unless they prove lack of knowledge or due diligence. Directors, managers, secretary or other officers of the company involved through consent, connivance, or neglect are also held liable and punished accordingly.

Air (Prevention and Control of Pollution) Act, 1981 (the “Air Act”)

The Air Act aims to prevent, control, and abate air pollution, and stipulates that no person shall, without prior consent of the relevant state pollution control board, establish or operate any industrial plant which emits air pollutants in an air pollution control area. Further, no person can discharge or cause or permit to be discharged the emission of any air pollutant in excess of the standards specified by the relevant state pollution control board. The Central Pollution Control Board and the state pollution control boards constituted under the Water Act perform similar functions under the Air Act as well. We are required to obtain consent to operate for our existing, new and altered discharge of sewage, trade effluents and outlets under Section 21 of the Air Act. Under Section 37 of the Air Act, whoever fails to comply with the provisions of Section 21 and 22 or the directions issued under Section 31A of the Air Act, shall be liable to the penalty up to ₹ 1,500,000. There is an additional penalty of ₹ 10,000 per day if the requisite compliances under the aforesaid sections are not carried out.

Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016, as amended (the “Hazardous Waste Rules”)

The Hazardous Waste Rules regulate the management, treatment, storage, and disposal of hazardous waste by imposing an obligation on every occupier and operator of a facility generating hazardous waste to dispose of such waste without harming the environment. The term “hazardous waste” has been defined in the Hazardous Waste Rules and any person who has, control over the affairs of the factory or the premises and includes in relation to any hazardous and other wastes has been defined as an “occupier”. Every occupier of a facility generating hazardous waste must obtain authorisation from the relevant state pollution control board. Further, the occupier, importer or exporter is liable for damages caused to the environment resulting from the improper handling and disposal of hazardous waste and must pay any financial penalty that may be levied by the respective state pollution control board. We are required to obtain consent to operate for our existing, new and altered discharge of sewage, trade effluents and outlets under Rule 6 of Hazardous Waste Rules.

E-Waste Management Rules, 2022 (“E-Waste Rules”)

The E-Waste Rules apply to a manufacturer, producer, refurbisher, dismantler and recycler involved in the manufacture, sale, transfer, purchase, refurbishing, dismantling, recycling and processing of e-waste or electrical and electronic equipment specified in the E-Waste Rules, who are required to be registered on an online portal developed by the Central Pollution Control Board. The E-Waste Rules sets out, amongst others, the responsibilities of a manufacturer, producer, refurbisher or recycler, the procedure for storage of e-waste and the management of solar photo-voltaic modules, panels or cells. The E-Waste Rules also obligates every manufacturer, producer, refurbisher, and recycler to maintain a record of sale, transfer and storage of e-wastes and make these records available for inspection.

Plastic Waste Management Rules, 2016

Under the Plastic Waste Management Rules, 2016, all institutional generators of plastic waste, are required to inter alia, segregate and store the waste generated by them in accordance with the Solid Waste Management Rules, 2016 and handover segregated wastes to authorized waste processing or disposal facilities or deposition centres, either on its own or through the authorized waste collection agency. Under the Plastic Waste Management Rules, waste generator shall also take steps to minimize generation of plastic waste. The Plastic Waste Management Rules also requires the producers, importers, and brand owners to collect back the plastic waste generated due to their products. On August 12, 2021 the Government of India notified the Plastic Waste Management (Amendment) Rules, 2021 prohibiting the use of identified single use plastic items which have low utility and high littering potential.

The Public Liability Insurance Act, 1991 (the “PLI Act”)

The PLI Act imposes liability on the owner or controller of hazardous substances for any damage arising out of an accident involving such hazardous substances. A list of hazardous substances covered by the PLI Act has been enumerated by the Central Government by way of a notification. Under the law, the owner or handler is also required to take out an insurance policy insuring against liability. The PLI Act mandates the employer to contribute towards the Environmental Relief Fund a sum equal to the premium paid on the insurance policies.

Fire Prevention Laws

The State Legislatures in India have the power to endow the municipalities with the power to implement schemes and perform functions in relation to matters listed in the 12th Schedule to the Constitution of India, which includes fire services. These legislations include provisions in relation to maintenance of fire safety and life saving measures by occupiers of buildings, procedure for obtaining no objection certificate and penalties for non-compliances.

Laws relating to intellectual property

The Trademarks Act, 1999 (“**Trademarks Act**”) and Trademark Rules, 2017 (“**Trademarks Rules**”), and the Patents Act, 1970 (“**Patents Act**”), are the three main statutes governing intellectual property protection in India.

The Trade Marks Act, 1999 (the “Trade Marks Act”)

The Trade Marks Act provides for the application and registration of trademarks in India. The purpose of the Trade Marks Act is to register trademarks applied for in India and to provide for better protection of trademark for goods and services and to prevent fraudulent use of the mark. Application for the registration of trademarks has to be made in writing to the Registrar in the prescribed manner by any person claiming to be the proprietor of a trademark used or proposed to be used by him. The Trade Marks Act prohibits any registration of deceptively similar trademarks or chemical compounds among others. It also provides for penalties for infringement, falsifying and falsely applying trademarks and using them to cause confusion among the public.

The Patents Act, 1970 (“Patents Act”)

The Patents Act governs the law relating to patents in India. A patent which is granted under the Act, subject to certain conditions, grants an exclusive right to the patentee to prevent third parties, who do not have the patentee’s consent, from the act of making, using, offering for sale, selling or importing the patented product or process. An invention under the Patents Act means a new product or process involving an inventive step and capable of industrial application. The Patents Act prescribes eligibility criteria for grant of patents, including the requirement that an invention must satisfy the requirements of novelty and utility in order for it to avail patent protection. The term of a patent under the Patents Act is twenty years from the date of filing an application for the patent.

The Designs Act, 2000 (the “Design Act”) and the Design Rules, 2001 (the “Design Rules”)

The Design Act consolidates and amends the law relating to the protection of designs which came into force on May 11, 2001. The Design Act is a complete code in itself and is statutory in nature and protects new or original designs from getting copied which might cause loss to the proprietor. The proprietor upon registration gets ‘copyrights in design’ for the period of 10 years from the date of registration which can be renewed for a second period of five years, before the expiration of original period of 10 years. The controller registers a design under this Act after verifying that the design of any person, claiming to be the proprietor, is the new or original design not previously published anywhere in any country and is not against any public policy or morality. Any obvious or fraudulent imitation of a design, which is already registered, without the consent of its proprietor, is unlawful. It also prohibits the import of any material which closely resembles a registered design. The Central Government also drafted the Design Rules under the authority of the Design Act for the purposes of specifying certain prescriptions regarding the practical aspects related to designs such as payment of fee, register for designs, classification of goods, address for service, restoration of designs etc.

Laws relating to Employment

The Factories Act, 1948 (the “Factories Act”)

The term ‘factory’, as defined under the Factories Act, means any premises which employs or has employed on any day in the previous 12 months, 10 or more workers and in which any manufacturing process is carried on with the aid of power, or any premises wherein 20 or more workmen are employed at any day during the preceding 12 months and in which any manufacturing process is carried on without the aid of power. State Governments have issued rules in respect of prior submission of plans and their approval for the establishment of factories and registration and licensing of factories. The Factories Act requires the ‘occupier’ of a factory to ensure the health, safety, and welfare of all workers in the factory premises. Further, the ‘occupier’ of a factory is also required to ensure (i) the safety and proper maintenance of the factory such that it does not pose health risks to persons in the factory premises; (ii) the safe use, handling, storage and transport of factory articles and substances; (iii) provision of adequate instruction, training, and supervision to ensure workers’ health and safety; and (iv) cleanliness and safe working conditions in the factory premises. If there is a contravention of any of the provisions of the Factories Act or the rules framed thereunder, the occupier and manager of the factory may be punished with imprisonment or with a fine or with both.

Other Labour Legislations

In addition to the above, the various labour and employment related legislation that may apply to our operations, from the perspective of protecting the workers’ rights and specifying registration, reporting and other compliances, and the requirements that may apply to us as an employer, would include, among others, the following:

- Contract Labour (Regulation and Abolition) Act, 1970;
- Relevant state specific shops and commercial establishments legislations;
- Employee's Compensation Act, 1923;
- Employees' Provident Funds and Miscellaneous Provisions Act, 1952;
- Employees' State Insurance Act, 1948;
- Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959;
- Equal Remuneration Act, 1976;
- Industrial Disputes Act, 1947;
- Minimum Wages Act, 1948;
- Payment of Bonus Act, 1965;
- Payment of Gratuity Act, 1972;
- Payment of Wages Act, 1936;
- Child Labour (Prohibition and Regulation) Act, 1986;
- Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013;
- Maternity Benefit Act, 1961;
- Industrial Employment (Standing Orders) Act, 1946;
- Industrial Disputes Act, 1947;
- Trade Unions Act, 1926;
- Occupational Safety, Health and Working Conditions Code, 2020⁽¹⁾;
- Code on Social Security, 2020⁽²⁾;
- Industrial Relations Code, 2020⁽³⁾; and
- Code on Wages, 2019⁽⁴⁾.

In order to rationalize and reform labour laws in India, the Government of India has framed four labour codes, namely:

- (1) The Occupational Safety, Health and Working Conditions Code, 2020 consolidates and amends the laws regulating the occupational safety and health and working conditions of the persons employed in an establishment received the assent of the President of India on September 28, 2020 and proposes to subsume certain existing legislations, including 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. The provisions of this code will be brought into force on a date to be notified by the Central Government.
- (2) The Code on Social Security, 2020 which amends and consolidates laws relating to social security, received the assent of the President of India on September 28, 2020 and it proposes to subsume certain existing legislations including the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961, the Payment of Gratuity Act, 1972, the Building and Other Construction Workers' Welfare Cess Act, 1996 and the Unorganised Workers' Social Security Act, 2008. The provisions of this code other than Section 142 will be brought into force on a date to be notified by the Central Government.
- (3) The Industrial Relations Code, 2020 consolidates and amends laws relating to trade unions, the conditions of employment in industrial establishments and undertakings, and the investigation and settlement of industrial disputes, received the assent of the President of India on September 28, 2020 and it proposes to subsume three existing legislations, namely the Industrial Disputes Act, 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946. The provisions of this code will be brought into force on a date to be notified by the Central Government.
- (4) The Code on Wages, 2019 which regulates and amalgamates laws relating to wage and bonus payments, received the assent of the President of India on August 8, 2019 and proposes to subsume four existing laws namely, the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976. The Central Government has notified certain provisions of the Code on Wages, mainly in relation to the constitution of the advisory board.

Foreign Ownership of Indian Securities

The foreign investment in India is governed, among others, by the Foreign Exchange Management Act, 1999, and the rules, regulations and notifications thereunder, as issued by RBI from time to time, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 (“**FEMA Rules**”) and the FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (earlier known as the Department of Industrial Policy and Promotion) (“**FDI Policy**”), each as amended. Further, the Reserve Bank of India has enacted the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 on October 17, 2019, which regulates mode of payment and remittance of sale proceeds, among others.

The FDI Policy and the FEMA Rules prescribe *inter alia* the method of calculation of total foreign investment (i.e., direct foreign investment and indirect foreign investment) in an Indian company.

Foreign Trade (Development and Regulation) Act, 1992 and the rules framed thereunder (“Foreign Trade Act”)

The Foreign Trade Act, read with the applicable provisions of the Indian Foreign Trade Policy 2023, authorizes the government to formulate as well as announce the export and import policy and to keep amending the same on a timely basis. The Central Government has also been given a wide power to prohibit, restrict and regulate the exports and imports in general as well as specified cases of foreign trade. The Foreign Trade Act requires every importer as well as exporter to obtain the Importer Exporter Code Number (“**IEC**”) from the Director-General or the authorised officer. The Director General is authorised to suspend or cancel IEC in case of (i) contravention by any person any of the provisions of the Foreign Trade Act or any rules or orders made thereunder or the foreign trade policy or any other law for the time being in force relating to Central excise or customs or foreign exchange or person has committed any other economic offence under any other law for the time being in force as may be specified by the Central Government or (ii) making an export or import in a manner prejudicial to the trade relations of India with any foreign country or to the interests of other persons engaged in imports or exports or has brought disrepute to the credit or the goods of, or services or technology provided from, the country; or (iii) importing or exporting specified goods or services or technology, in contravention of any provision of the Foreign Trade Act or any rules or orders made thereunder or the foreign trade policy. Where any IEC number granted to a person has been suspended or cancelled, the person shall not be entitled to import or export any goods or services or technology except under a special licence, granted by the Director General to that person in a manner and subject to conditions as may be prescribed.

Customs Act, 1962 (“Customs Act”), the Customs Tariff Act, 1975 and rules made thereunder

The provisions of the Customs Act and rules made thereunder are applicable to imported goods i.e. goods brought into India from a place outside India (except goods cleared for home consumption) and export goods i.e. goods which are to be taken to a place outside India. Imported goods and export goods are subject to duties of customs as specified under the Customs Tariff Act, 1975.

Other laws

In addition to the above, we are required to comply with other applicable laws and regulations imposed by the Central and State governments and other authorities, including the Companies Act and the rules framed thereunder, direct and indirect tax-related legislations, property laws and other applicable laws, in the ordinary course of our day-to-day operations.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief History of our Company

Our Company was originally incorporated on June 7, 2011 as “Allied Engineering Works Private Limited” at Delhi, as a private limited company under the provisions of the Companies Act, 1956 pursuant to a certificate of incorporation issued by the Assistant Registrar of Companies, National Capital Territory of Delhi and Haryana. Subsequently, our Company was converted from a private limited company to a public limited company as approved by a resolution of our Board dated April 22, 2025 and a special resolution of our Shareholders dated April 22, 2025 and a fresh certificate of incorporation dated May 1, 2025 consequent to such conversion was issued by the Registrar of Companies, Central Processing Centre, Manesar, Haryana and the name of our Company was changed from ‘Allied Engineering Works Private Limited’ to ‘Allied Engineering Works Limited’.

Our Company has 10 Shareholders as on the date of this Draft Red Herring Prospectus. For further information, see “Capital Structure” on page 87.

Changes in Registered Office

The Registered Office of our Company is currently situated at: M-11, Badli Industrial Estate, Delhi 110 042, Delhi, India.

There has been no change in the registered office of our Company since its incorporation.

Main Objects of our Company

The main objects of our Company contained in the Memorandum of Association are as disclosed below.

1. *To carry on the business of Manufacturing, repair, job work, purchase, sell, research, development, import, export of electrical & electronic meters (including electronic energy meters, gas meters and water meters including smart energy meters, smart gas meters, smart water meters), such as electric measuring equipment, transmission, distribution & generation materials, wire, cable & connector, electric lighting & its accessories, energy meters, smart meters, gas meters & its accessories and Automation. Complete range of Smart postpaid and prepayment meters, Smart Metering Solutions, Communication modules, net meters, smart group meter, prepayment meter, meter billing & collection services, testing & measurement services. IOT automation and associated software and mobile applications.*
2. *To carry on the business activities as to manufacture, importers, exporters, dealers whether as wholesalers or retailers and / sell or produce and / or otherwise engage generally in the manufacture or production of or dealing in electrical & electronic items (including electronic energy meters, gas meters and water meters including smart energy meters, smart gas meters, smart water meters), such as electric measuring equipment, transmission, distribution & generation materials, cable & connector, electric lighting & its accessories.*
3. *To carry on business activities such as supply, installation, commissioning, servicing, facility management services (FMS), system integration, trading software, cloud services, mobile services, and other related activities for such projects.*
4. *To carry out ODM/OEM/job work for any electrical/electronic assembly/product/solutions.*
5. *To carry on the business of civil, mechanical, electrical & electronics engineers, project engineers, turnkey project engineers, transmission engineers, consulting engineers, builders, construction engineers, electronic engineers, planners, construction and civil works contractors, general contractors, construction of roads, approach roads, streets, circles, bridges, metro rails, dams. Hydro Power Projects, Thermal Power Projects, water courses and reservoirs, tunnels, earth works, sewers, tanks, drains sewages, light houses, towers, transmission towers pipelines, underground cables, railway tracks, railway sidings, runways, culverts, channels, whether on-turnkey basis or on labour contracts or otherwise or to get the work carried on lease or on hire or any other mode from another contractor to manufacture, trade, export, Import, repair, lease, develop, resell, design, test, commission any items relating to the above business.*

6. *To engage in real estate, builders, promoters, developers, & project management association including civil, mechanical, energy, power, electrical, electronics and all other types erection, commissioning projects, project trading as well as consultant for execution of projects on turnkey basis.*
7. *To carry on the business as builders, promoters, developers, realtors, consultants, civil engineers, architects, surveyors, designers, town planners, estimators, interior and exterior decorators, general and government civil contractors of immovable properties, all type of structural and pilling engineering work, all type of infrastructure work, interior designing, land scaping.*
8. *To carry on the business of constructing, Laying down, establishing, promoting, erecting, building, installing, commissioning, arranging, fabricating, assembling, exporting, Importing, reselling, repairing, leasing, developing, designing, collaborating, franchising, executing, testing, jobbing, technical consulting, assessing, surveying, drawing, operating, estimating, inspecting, valuing, managing, representing, supervising and running all kinds of power houses, power substations and other installations, workshops, repair-shops, wires, cables, electric meters, modems and allied items, transmission lines, accumulators and also to provide regular services for repairing and maintenance of all distribution and supply lines.*
9. *To convert the business of M/S ALLIED ENGINEERING WORKS, proprietor-ship firm into the company with all its assets, liabilities, rights, entitlements etc. and to continue the business of the firm in the Company.*
10. *To carry on the business of traders, importers, exporters, manufacturers, factors, brokers, agents, forwarding agents, indenters, packers, movers, distributors, consignors, jobbers, repairers, dealers, commission agents, Erectors, electricians, installers and designers of all kinds of poles including electricity poles, telephone poles, towers including mobile towers or a like and to deal in all kinds of electrical and electronic apparatus, electric and electronic hardware, electronic and electrical instruments, components and goods including all types of wire, switches, switchgears, insulation tape, mica components, mica-sheets and other allied insulating material in India or abroad.*

The objects clause as contained in the Memorandum of Association enables our Company to carry on the business presently being carried out.

Amendments to the Memorandum of Association in the last 10 years

The amendments to the Memorandum of Association of our Company in the 10 years immediately preceding the date of this Draft Red Herring Prospectus are as detailed below.

Date of Amendment/Share holders' Resolution	Nature of Amendment
October 19, 2024	Clause III (A) of the Memorandum of Association was titled as '<i>THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION</i>' Our main objects set out in Clause III(A) of the Memorandum of Association were modified as follows: <i>"1. To carry on the business of Manufacturing, repair, job work, purchase, sell. research, development, import, export of electrical & electronic meters (including electronic energy meters, gas meters and water meters including smart energy meters, smart gas meters, smart water meters), such as electric measuring equipment, transmission, distribution & generation materials, wire, cable & connector, electric lighting & its accessories, energy meters, smart meters, gas meters & its accessories and Automation. Complete range of Smart postpaid and prepayment meters, Smart Metering Solutions, Communication modules, net meters, smart group meter, prepayment meter, meter billing & collection services, testing & measurement services. IOT automation and associated software and mobile applications."</i> <i>"2. To carry on the business activities as to manufacture, importers, exporters, dealers whether as wholesalers or retailers and / sell or produce and / or otherwise engage generally in the manufacture or production of or dealing in electrical & electronic items (including electronic energy meters, gas meters and water meters including smart energy meters, smart gas meter smart water meters), such as electric measuring equipment, transmission, distribution & generation materials, cable & connector,</i>

Date of Amendment/Share holders' Resolution	Nature of Amendment
	<i>electric lighting & its accessories.”</i> Sub-clause (3) and (4) set out in Clause III(A) of the Memorandum of Association were inserted as follows: <i>“3. To carry on business activities such as supply, installation, commissioning, servicing facility management services (FMS), system integration, trading software, cloud services, mobile services, and other related activities for such projects.”</i> <i>“4. To carry out ODM/OEM/job work for any electrical/electronic assembly/product/solutions.”</i> Clause III (B) of the Memorandum of Association was titled as ‘<i>MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE</i>’
March 1, 2025	Clause V of the Memorandum of Association was amended to reflect the increase in the authorised share capital of the Company from ₹60,000,000 divided into 6,000,000 equity shares of ₹10 each to ₹760,000,000 divided into 76,000,000 equity shares of ₹10 each. Clause V of the Memorandum of Association was amended to reflect the equity shares of the Company such that the authorized share capital of ₹760,000,000 consisting 76,000,000 equity shares of ₹10 each was sub-divided to 152,000,000 equity shares of ₹5 each.
April 22, 2025	Clause I of Memorandum of Association was amended to reflect the change in name of our Company from ‘Allied Engineering Works Private Limited’ to ‘Allied Engineering Works Limited’.

Major Events

The table below sets forth some of the major events in the history of our Company. For further details please see “*Our Business*” on page 225.

Calendar Year	Event
2011	Incorporated under the name of ‘Allied Engineering Works Private Limited’.
2012	Takeover of the energy meter and cable manufacturing business of M/s Allied Engineering Works, a unit of AEW Infratech Private Limited, by our Company.
2015	Commenced smart metering projects for group housing projects.
2016	Secured reimbursable grant funding for project titled “Design and Manufacturing of Artificial Intelligence based Electronic Metering and Monitoring System for Indian Power Distribution Sector” under the request for proposal of India-Canda Collaborative Industrial Research and Development Programme.
2017	Secured conditional grant funding for project titled “Design and development of advanced power electronics and related technologies for integration of solar power plants with power utility grids” under India-Republic of Korea Joint Applied Research and Development Programme.
2017	Commenced supplies under the Deen Dayal Upadhyay Gram Jyoti Yojana to various electricity distribution circles.
2018	Established inhouse electronic manufacturing services.
2019	Secured order for turnkey execution from one of our customers for supply and installation of meters with optical communication port.
2019	Obtained license from Bureau of Indian Standards for our first generation single phase smart meters having general packet radio service communication facility.
2020	Obtained license from Bureau of Indian Standards for our three phase smart meters having general packet radio service communication facility.
2020	Our Company secured its first smart energy meter order.
2020	Secured export order from a public utility enterprise in Ethiopia.
2021	Commenced manufacturing operations at C-13, G.T. Karnal Road.
2022	Launched our second generation single phase and three phase smart meters with commitment of 10 years guarantee.
2022	Our Company secured its first smart metering project from Punjab State Power Corporation Limited.
2022	Obtained license from the Bureau of Indian Standard for the range of class 0.5S smart low tension current transformer meter and distribution transformer meters.

Calendar Year	Event
2023	Commenced supplying smart meters to Intellismart Infrastructure Private Limited under Revamped Distribution Sector Scheme for their project with Dakshin Gujarat Vij Company Limited.
2023	Commenced supplying smart meters to Intellismart Infrastructure Private Limited under Revamped Distribution Sector Scheme for their project with Pashchimanchal Vidyut Vitran Nigam Limited.
2024	Expanded manufacturing facility to total capacity of 3.65 million meters per annum.
2024	Launched consumer meters with Bluetooth low energy communication along with our hybrid communication network interface card having general packet radio service.
2024	Demonstrated distribution transformer health monitoring solution at 8 th Annual Conference of Power Distribution Utilities for Collaborative Growth, 2024 organized by India Smart Grid Forum.
2024	Participated and displayed items for exhibition at Enlit Asia, 2024 held at Malaysia International Trade and Exhibition Centre in Kuala Lumpur.
2024	Established inhouse tool room facility.
2025	Launched our wireless mesh network and technology with Wirepas Oy.
2025	Acquisition of Advance Technology and Electrics Company Limited situated at No. 99/99, Moo 1, Choeng Noen Sub-District, Muang District, Rayong, Thailand.

Key Awards, Certifications, Accreditations and Recognitions

The table below sets forth certain key awards, accreditations, certifications and recognitions received by our Company:

Fiscal	Award/Certification/Recognition
2016	Secured CMMI Maturity Level 3 certification.
2016	Secured certificate of accreditation from National Accreditation Board for Testing and Calibration Laboratories for “General Requirement for the Competence of Testing and Calibration Laboratories” for our facilities at M-11, Badli in the discipline of electrical testing.
2017	Received recognition for our in-house research and development unit by Department of Scientific and Industrial Research, Ministry of Science and Technology, Government of India.
2022	Received “ISO/IEC 27001:2013” certificate of registration for our information security management system.
2022	Received certificate of achievement from CMMI for achieving “CMMI V2.0 Maturity Level 3”.
2022	Received “ISO 9001:2015” certificate of registration for our quality management system.
2022	Received “ISO 14001:2015” certificate of registration for our environmental management system.
2022	Received “ISO 45001:2018” for our occupational health and safety management system.
2024	Secured certificate of accreditation from National Accreditation Board for Testing and Calibration Laboratories for “General Requirements for the Competence of Testing and Calibration Laboratories” in the field of testing.
2025	Awarded “Best Product Developed by an Indian Exhibitor” at ELECRAMA 2025.
2025	Received “ISO/IEC 27001:2022” for our information security management system.

Other Details Regarding our Company

Significant Financial and Strategic Partners

Our Company does not have any financial and strategic partnerships as on the date of this Draft Red Herring Prospectus.

Defaults or Rescheduling/Restructuring of Borrowings from Financial Institutions/Banks

No payment defaults or rescheduling/restructuring have occurred in relation to any borrowings availed by our Company from any financial institutions or banks, nor have any such borrowings or loans been converted into Equity Shares as on the date of this Draft Red Herring Prospectus.

Time and Cost Overruns in Setting up Projects

Our Company has not experienced any instances of time and cost overruns in respect of our business operations, as on the date of this Draft Red Herring Prospectus.

Launch of key products or services, entry into new geographies or exit from existing markets, capacity/ facility creation or location of plants

For details of key products or services launched by our Company, entry into new geographies or exit from existing markets and capacity/facility creation or location of plants, see “*Our Business*” and “*Our Business—Our Business Operations*” on pages 225 and 243, respectively.

Details regarding Material Acquisitions or Divestments of Business/ Undertakings, Mergers, Amalgamation, any Revaluation of Assets, etc. in the last 10 Years

Our Company has not made any material acquisitions or divestments of any business/ undertaking, and has not undertaken any merger, amalgamation or any revaluation of assets in the 10 years preceding the date of this Draft Red Herring Prospectus.

Our Company does not have any proposed arrangements pursuant to which it would undertake any material acquisitions or divestments of business/undertakings, slump sales, mergers, amalgamation, any revaluation of assets as on the date of this Draft Red Herring Prospectus.

Holding Company

As on the date of this Draft Red Herring Prospectus, our Company does not have any holding company.

Subsidiaries

As of the date of this Draft Red Herring Prospectus, our Company has the following Subsidiary:

Advance Technology and Electrics Co. Ltd. (“ATECL”)

Corporate Information

ATECL was incorporated as a private limited company under the laws of Thailand on February 14, 2022 with the Nonthaburi Provincial Office of Company and Partnership Registration, Department of Business Development, Ministry of Commerce. ATECL’s registration number is 0215565002085 and its registered office is situated at No. 82/5, Moo 4, Khlong Yong Sub-District, Phuttamonthon District, Nakhon Pathom Province, Thailand.

Nature of Business

ATECL is authorized to engage in, *inter alia*, the business of manufacturing, assembling and trading electric energy meters in Thailand.

Capital Structure

The registered capital of ATECL is ฿2,040,800 divided into 20,408 ordinary shares of face value ฿100 each. The issued share capital of ATECL is ฿2,040,800 divided into 20,408 ordinary shares of face value ฿100 each. The subscribed and paid-up capital of ATECL is ฿510,200 divided into 20,408 ordinary shares of ฿25 each, i.e., 25% of the issued share capital.

Shareholding Pattern

The shareholding pattern of ATECL as on the date of this Draft Red Herring Prospectus is as follows:

A. Ordinary shares of face value of ฿100 each:

S. No.	Name of the shareholder	Number of Ordinary shares of face value of ฿100 each	Percentage of total issued and paid-up share capital (%)
1.	Allied Engineering Works Limited	10,000	49.00
2.	P and M Chomthong Holdings Co. Ltd.*	10,408	51.00
Total		20,408	100.00

* P and M Chomthong Holdings Co. Ltd. holds 51.00% shareholding in ATECL as custodian in a fiduciary capacity for our Company, the beneficial owner of these shares, pursuant to a declaration of trust dated June 19, 2025.

Financial Information

As the Subsidiary has been acquired after March 31, 2025, the Subsidiary has not been consolidated in the Restated Financial Information.

Total Accumulated profits or losses

As the Subsidiary has been acquired after March 31, 2025, accumulated profit and losses have not been accounted for by the Company.

Common Pursuits

Our Subsidiary is in similar line of business as our Company, however, there are no common pursuits among our Subsidiary and our Company and accordingly, there is no conflict of interest between our Subsidiary and our Company.

Associates and joint ventures

As on the date of this Draft Red Herring Prospectus, our Company does not have any associates or joint ventures.

Shareholders' Agreements and Other Agreements

Shareholders' Agreements

As on date of this Draft Red Herring Prospectus, there are no subsisting shareholders' agreements among our Shareholders.

Other Material Agreements

As on the date of this Draft Red Herring Prospectus there are no arrangements or agreements, deeds of assignment, acquisition agreements, shareholders' agreements, inter se agreements, any agreements between our Company, the Promoter and the Shareholders, agreements of like nature and clauses/ covenants which are material to our Company. Further, there are no other clauses/ covenants that are adverse or prejudicial to the interest of the minority and public shareholders of our Company.

There are no agreements with our Shareholders, our Promoters, members of our Promoter Group, our related parties, our Directors, our Key Managerial Personnel, our employees, entered into amongst 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, including any rescission, amendment or alteration of such agreements, whether or not our Company is a party to such agreements.

Other than as disclosed below, Our Company has not entered into any other subsisting material agreement, other than in the ordinary course of business:

Acquisition of Advance Technology and Electrics Company Limited (“ATECL”)

Pursuant to a share transfer agreement dated April 25, 2025 entered into amongst Warrissara Aimtheds, Pattarawoot Senaliang and Chaleumchai Chainok (“**Sellers**”), Yuttapong Poomrin (“**Guarantor**”) and our Company (the “**ATECL STA**”), our Company has acquired 10,000 ordinary shares for an aggregate consideration of THB 250,000 paid by internal accruals. A valuation report dated May 8, 2025 was obtained from M K Singla & Associates for this acquisition by our Company. Under the valuation report, the fair value as on March 31, 2025 (i) of ATECL at arm’s length basis was determined to be THB 252,037.38; and (ii) per ordinary share fair value of THB 100 was determined to be THB 25.20. Further, to comply with local Thailand laws, 51% of ATECL have been allotted to a Thailand entity, P and M Chomthong Holdings Co. Ltd. Pursuant to the completion of the transfers of shares and consideration amount on May 16, 2025, ATECL was classified as a Subsidiary of our Company and as of the date of this Draft Red Herring Prospectus, our Company holds 49% of the equity shares in the ATECL. This valuation report has been included as a material document for inspection by the public in the section “*Material Contracts and Documents for Inspection*” on page 508. There was no relationship of our Promoters or our Directors with ATECL, and the Sellers.

Agreements with Key Managerial Personnel, Senior Management, Directors, Promoter, or any other employee

Our Company has not entered into any agreements with Key Managerial Personnel, Senior Management, Directors, Promoters, or any other employees of our Company, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

Details of guarantees given to third parties by the Promoter Selling Shareholder

The details of guarantees provided by the Promoter Selling Shareholder are as stated below:

Name of the Promoter Selling Shareholder	Amount of the guarantee as on March 31, 2025 (in ₹ Million)	Reason	Obligations of our Company	Individual/entity in whose favour the guarantee has been provided	Period	Financial implications in event of default	Name of lender	Security available
Ashutosh Goel	752.60	Credit facilities obtained by the Company	Nil	Allied Engineering Works Limited	Recurring on each renewal	Personal guarantor will be liable for the default	State Bank of India	Nil
Ashutosh Goel	38.40	Credit facilities obtained by the Company	Nil	Allied Engineering Works Limited	Recurring on each renewal	Personal guarantor will be liable for the default	SIDBI	Nil
Ashutosh Goel	500.00	Credit facilities obtained by the Company	Nil	Allied Engineering Works Limited	Recurring on each renewal	Personal guarantor will be liable for the default	ICICI Bank	Nil
Ashutosh Goel	460.00	Credit facilities obtained by the Company	Nil	Allied Engineering Works Limited	Recurring on each renewal	Personal guarantor will be liable for the default	YES Bank	Nil
Ashutosh Goel	580.00	Credit facilities obtained by the Company	Nil	Allied Engineering Works Limited	Recurring on each renewal	Personal guarantor will be liable for the default	HDFC Bank	Nil

Ashutosh Goel	50.00	Credit facilities obtained by the Company	Nil	AEW Smart Services Private Limited	Recurring on each renewal	Personal guarantor will be liable for the default	ICICI Bank	Nil

Other Confirmations

There is no conflict of interest between the suppliers of raw materials and third-party service providers (crucial to operations of our Company) and our Company, Promoters, Promoter Group, Key Managerial Personnel, Directors and Subsidiary.

While certain of our Promoters and members of Promoter Group may be interested to the extent of the consideration paid by our Company in the form of lease rent to them and as disclosed in “*Our Promoter and Promoter Group—Interests of our Promoters*”, there is no conflict of interest between the lessors of the immovable properties (which are crucial for operations of the Company); and our Company, Promoters, Promoter Group, Key Managerial Personnel, Directors and Subsidiary.

OUR MANAGEMENT

Board of Directors

In accordance with the Companies Act and our Articles of Association, our Company is required to have not less than three Directors and not more than 15 Directors. As of the date of this Draft Red Herring Prospectus, our Board comprises six Directors, of which two are Executive Directors, one is a Non-Executive Director and three are Independent Directors (including one independent woman director).

The following table sets forth details regarding our Board as of the date of this Draft Red Herring Prospectus:

Name, DIN, Designation, Address, Occupation, Current Term, Period of Directorship, Term and Date of Birth	Age (years)	Other Directorships
Name: Ashutosh Goel DIN: 00499875 Designation: Chairman and Managing Director Address: BJ-136 (West) Shalimar Bagh, Shalimar Bagh S.O., North West Delhi, Delhi, 110 088, India Occupation: Business Current Term: Five years since February 19, 2025, liable to retire by rotation Period of directorship: Director since June 7, 2011 Date of birth: July 11, 1979	45	Indian Companies: • AEW Infratech Private Limited • TGL Engineering Private Limited • AEW Smart Things Private Limited • Bharat Smartek Private Limited Foreign Companies: Nil
Name: Vipul Gupta DIN: 03529058 Designation: Executive Director Address: B-118, Ashok Vihar, Phase-1, Ashok Vihar HO, North West Delhi, Delhi, 110 052, India Occupation: Business Current Term: Five years since March 14, 2023, liable to retire by rotation Period of directorship: Director since March 14, 2023 Date of birth: February 1, 1974	51	Indian Companies: • Mass Powertech Private Limited • TGL Enterprises Private Limited • RGM Solution Private Limited Foreign Companies: Nil
Name: Nidhi Goel DIN: 03529055 Designation: Non-Executive Director Address: BJ-136 (West), Shalimar Bagh, Shalimar Bagh S.O., North West Delhi, Delhi, 110 088, India Occupation: Business Current Term: With effect from October 19, 2024, liable to retire by rotation	46	Indian Companies: • TGL Enterprises Private Limited • Mass Powertech Private Limited • TGL Engineering Private Limited • AEW Smart Things Private Limited • AEW Smart Services Private Limited • AEW Infratech Private Limited Foreign Companies: Nil

Name, DIN, Designation, Address, Occupation, Current Term, Period of Directorship, Term and Date of Birth	Age (years)	Other Directorships
Period of directorship: Director since October 19, 2024 Date of birth: April 23, 1979		
Name: Marur Narasimha Aravind Kumar DIN: 08165688 Designation: Independent Director Address: 12-2-823/B/8, Flat No. 503, Siri Residency, Ram Murthy Colony, near ST Anns College, Medipatnam, Asifnagar, Hyderabad, 500 028, Telangana, India Occupation: Retired bank official Current Term: Five years since October 19, 2024 Period of directorship: Director since October 19, 2024 Date of birth: August 6, 1961	63	Indian Companies: Kushal Finnovation Capital Private Limited Foreign Companies: Nil
Name: Pradeep Kumar Pujari DIN: 00399995 Designation: Independent Director Address: B-304, Parshwa Luxuria, Iscon-Ambli Road, behind Altius-2, opposite Santoor Bungalows, Ahmedabad City, Ahmedabad, 380 058, Gujarat, India Occupation: Retired government service - IAS Current Term: Five years since December 25, 2024 Period of directorship: Director since December 25, 2024 Date of birth: June 12, 1957	68	Indian Companies: - Odisha Power Transmission Corporation Limited - New Age Markets In Electricity Private Limited - GRIDCO Limited - Adani Ports and Special Economic Zone Limited - Indian Energy Exchange Limited - Adani Harbour Services Limited Foreign Companies: Nil
Name: Neelam Sanghi DIN: 00241684 Designation: Independent Director Address: House Number 10, West Avenue IIT Delhi Campus, Hauz Khas, South Delhi, 110 016, Delhi, India Occupation: Government service (retired) Current Term: Five years since April 22, 2025 Period of directorship: Director since April 22, 2025 Date of birth: October 23, 1962	62	Indian Companies: Nil Foreign Companies: Nil

Brief Biographies of our Directors

Ashutosh Goel is the Chairman and Managing Director of our Company. He holds a bachelor's degree of technology in manufacturing science and engineering from the Indian Institute of Technology, Delhi. He has over 23 years of

experience in the electrical and electronics industry. He has been associated with our Company since incorporation. Prior to joining our Company, he has worked with M/s Allied Engineering Works, a proprietorship concern.

Vipul Gupta is an Executive Director of our Company. He holds a diploma in export management from the International Polytechnic (department of management studies), New Delhi. He has over 17 years of experience in the electrical and electronics industry. Prior to joining our Company, he has worked at M/s Allied Engineering Works, a proprietorship concern. He is also associated as a director with Mass Powertech Private Limited, RGM Solution Private Limited and TGL Enterprises Private Limited.

Nidhi Goel is a Non-Executive Director of our Company. She holds a bachelor's degree in commerce from the University of Delhi and has completed an executive development certificate program in talent management from the XLRI Xavier School of Management. She also holds a diploma in fashion designs (domestic retail) from the Pearl Academy of Fashion. She has over 14 years of experience in the manufacturing industry. She is also associated as a director with Mass Powertech Private Limited and TGL Enterprises Private Limited.

Marur Narasimha Aravind Kumar is an Independent Director of our Company. He holds a bachelor's degree in law from the Osmania University, Hyderabad and a master's degree in English from the Birla Institute of Technology and Science, Rajasthan. He is a certified associate of the Indian Institute of Bankers. He has over 35 years of experience in the banking industry. Prior to joining our Company, he has worked as a general manager (regional rural banks) at the State Bank of India.

Pradeep Kumar Pujari is an Independent Director of our Company. He holds a bachelor of arts degree in economics from the University of Delhi, Delhi and a master of arts degree in economics from the University of Delhi, Delhi. He is also a member of the Indian Administrative Services. He has over 33 years of experience in the administrative services. In the past, he has worked as the secretary at Ministry of Power, Government of India, as special secretary at the Department of Agricultural Research and Education, Ministry of Agriculture, and as executive director at Department of Food and Public Distribution, Ministry of Consumer Affairs, Food and Public Distribution, Food Corporation of India.

Neelam Sanghi is an Independent Director of our Company. She holds a bachelor's degree of arts in mathematics from the University of Delhi, a master's degree of arts in governance and development from the University of Sussex, United Kingdom and a master's diploma in public administration from The Indian Institute of Public Administration, New Delhi. She has completed the advanced management development program in public financial management from the Duke University, United States. She has over 33 years of experience in the public sector industry. Prior to joining our Company, she has worked as financial adviser and chief account officer at Northern Railway, director at Ministry of Civil Aviation. In the past, she has been a director in the board of directors of Hyderabad International Airport Limited and Air India Charters Limited.

Relationship between our Directors and Key Managerial Personnel and Senior Management

Except as disclosed below, none of our Directors are related to each other or to any of our Key Managerial Personnel or Senior Management.

Name	Relationship
Ashutosh Goel	Nidhi Goel (spouse)
	Vipul Gupta (brother in-law)
Vipul Gupta	Ashutosh Goel (brother in-law)
Nidhi Goel	Ashutosh Goel (spouse)

Arrangements or understanding with major shareholders, customers, suppliers or others

None of our Directors have been presently appointed or selected as a director or member of senior management pursuant to any arrangement or understanding with our major shareholders, customers, suppliers or others.

Service Contracts with Directors

Except the statutory benefits upon termination of their employment in our Company or superannuation, none of the Directors are entitled to any other benefit upon retirement or termination of employment or superannuation. There are no service contracts entered into with any Directors, which provide for benefits upon retirement or termination of employment.

Borrowing Powers of our Board of Directors

In accordance with our Articles of Association and pursuant to a special resolution dated June 17, 2025 passed by the Shareholders and resolution dated June 17, 2025 passed by our Board, our Board has been authorized to borrow from time to time, at its discretion, for the purposes of our Company, any sum or sums of money, which, together with the money already borrowed by our Company (apart from temporary loans obtained from our Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up share capital, free reserves and securities premium, provided that the total outstanding amount which may be borrowed does not exceed the limit of up to ₹ 2,000.00 million at any point of time.

Terms of appointment of Directors

1. Appointment and remuneration details of our Chairman and Managing Director

Ashutosh Goel was appointed as the Managing Director of our Company pursuant to a Board resolution dated February 19, 2025 and as the Chairman pursuant to a Board resolution dated June 12, 2025. He has been a Director of our Company since June 7, 2011. He was paid a remuneration of ₹120.00 million for Fiscal 2025.

Details of the remuneration that Ashutosh Goel is entitled to, and the other terms of his appointment, as approved by the Board and Shareholders by their resolutions, each dated June 17, 2025 are enumerated below:

Component	Remuneration Details
Salary	₹10.00 million per month
Other allowance	NA
Conveyance allowance	NA
Other benefits	The Chairman and Managing Director shall be entitled to reimbursement of all reasonable expenses incurred in the course of discharging official duties, subject to submission of valid supporting documents and approvals as per Company policy.

2. Appointment and remuneration details of our Executive Director

Vipul Gupta was appointed as an Executive Director of our Company pursuant to a Board resolution dated March 14, 2023 and Shareholders' resolution dated March 14, 2023. He has been a Director of our Company since March 14, 2023. He was paid a remuneration of ₹30.00 million for Fiscal 2025.

Details of the remuneration that Vipul Gupta is entitled to, and the other terms of his appointment, as approved by the Board and Shareholders by their resolutions, each dated June 17, 2025 are enumerated below:

Component	Remuneration Details
Salary	₹ 2.50 million per month
Other allowance	NA
Conveyance allowance	NA
Other benefits	Entitlement to reimbursement of all legitimate expenses incurred in the course of official duties, upon submission of valid documents.

3. Remuneration details of our Non-Executive Director

Non-Executive Director of the Company is not entitled to receive any remuneration from Company.

4. Remuneration details for our Independent Directors

Pursuant to resolutions, each dated June 17, 2025 passed by our Board and Shareholders, each Independent Director is entitled to receive sitting fees of ₹50,000 for attending each meeting of the Board and ₹50,000 for attending each committee meeting of the Board. Additionally, Independent Directors are entitled to receive not

exceeding 1% of net profits of the Company subject to maximum ₹ 1.2 million per annum (including sitting fees) for the Financial Year 2025-26. Except as stated below, none of our Independent Directors were paid any sitting fees in Fiscal 2025 by our Company.

S. No.	Name	Total Sitting Fees Paid
1.	Marur Narasimha Aravind Kumar	₹0.30 million #
2.	Pradeep Kumar Pujari	₹0.20 million#
3.	Neelam Sanghi	Nil*

#excludes additional provision of ₹ 0.05 million as made by the Company for each independent director.

*While Neelam Sanghi is entitled to received sitting fees, she was appointed in Fiscal 2026 and therefore, no sitting fees was paid to her in Fiscal 2025.

Remuneration from Subsidiary

None of our Directors have been paid any remuneration by our Subsidiary.

Contingent and deferred compensation payable to our Directors

Except as disclosed in this section under “—Terms of appointment of Directors” on page 278, there is no contingent or deferred compensation payable by our Company, as the case may be to our Directors.

Bonus or profit-sharing plan for Directors

Except as disclosed in this section under “—Terms of appointment of Directors —4. Remuneration details for our Independent Directors” on page 278, our Company does not have any performance linked bonus or a profit-sharing plan for our Directors.

Shareholding of our Directors in our Company

Our Articles of Association do not require our Directors to hold any qualification shares.

Details of our Directors who hold Equity Shares in our Company as on the date of this Draft Red Herring Prospectus are as follows:

Name	Number of Equity Shares	Percentage of pre-Offer share capital (%)
Ashutosh Goel	75,641,205	68.76
Vipul Gupta	11	Negligible
Nidhi Goel	11	Negligible

Interest of our Directors

Except as disclosed below, all of our Directors may be deemed to be interested to the extent of fees, if any, payable to them for attending meetings of the Board or a committee thereof as well as to the extent of other remuneration, commission and reimbursement of expenses, if any, payable to them.

Our Company has entered into a consultancy agreement dated April 1, 2025 with our Non-Executive Director, Nidhi Goel for a consultancy fee of ₹1.20 million per month, subject to applicable taxes as per Indian law. Pursuant to the consultancy agreement, Nidhi Goel is appointed to provide strategic, managerial and advisory services as a consultant to our Company for a period of one year.

Certain Directors may be deemed to be interested to the extent of Equity Shares, held by them in our Company, and any dividend and other distributions payable in respect of such Equity Shares, as disclosed under “—Shareholding of our Directors in our Company”.

Interest in promotion or formation of our Company

Except for Ashutosh Goel and Nidhi Goel, who are the Promoters of our Company, none of our Directors have any interest in the promotion or formation of our Company as of the date of this Draft Red Herring Prospectus.

Interest in property

Except as stated in Note 38 to the Restated Financial Information included in “*Restated Financial Information*” on page 356, none of our Directors are interested in any property acquired or proposed to be acquired of or by our Company. Further, our Registered and Corporate Office and some other facilities are situated on properties that have been obtained pursuant to lease arrangements, including certain lease arrangements entered into by us with our Directors, Ashutosh Goel and Nidhi Goel. For further details, see “*Our Business - Properties*” and “*Risk Factors – 48. Our manufacturing facilities, R&D unit, and Registered and Corporate Office are not located on land owned by us and we have only leasehold rights. In the event we lose or are unable to renew such leasehold rights, our business, results of operations, financial condition and cash flows may be adversely affected*” on pages 257 and 56, respectively.

Other than as disclosed in Note 38 to the Restated Financial Information included in “*Restated Financial Information*” on page 356, our Company has not entered into any contract, agreements or arrangements during the preceding two years from the date of this Draft Red Herring Prospectus in which our Directors are directly or indirectly interested and no payments have been made to our Directors in respect of the contracts, agreements or arrangements which are proposed to be made with our Directors other than in the normal course of business.

Confirmations

None of our Directors have been identified as a Wilful Defaulter or Fraudulent Borrower.

None of our Directors are 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.

Our Directors are not, and have not, during the five years preceding the date of this Draft Red Herring Prospectus, been on the board of any listed company whose shares have been or were suspended from being traded on any stock exchange(s) during their tenure as a director of such company.

None of our Directors have been or are directors on the board of any listed companies which have been or were delisted from any stock exchange(s) during their tenure as a director of such company.

None of our Directors are interested as a member of a firm or company, and no sum has been paid or agreed to be paid to our Directors or to such firm or company in cash or shares or otherwise by any person either to induce him/her to become, or to help him/her 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.

There is no conflict of interest between the suppliers of raw materials of our Company (crucial for operations of our Company) and our Directors, Key Managerial Personnel and Senior Management.

There is no conflict of interest between the third party service providers of our Company (crucial for operations of our Company) and our Directors, Key Managerial Personnel and Senior Management.

There is no conflict of interest between the lessors of immovable properties of our Company (crucial for operations of our Company) and our Directors, Key Managerial Personnel and Senior Management.

Changes in our Board of Directors during last three years

The changes in our Board during the three years immediately preceding the date of this Draft Red Herring Prospectus are as follows:

Name of Director	Date of Change	Designation (at the time of appointment/cessation)	Reason
Bimla Devi Goel	March 14, 2023	Director	Resignation
Vipul Gupta	March 14, 2023	Executive Director	Appointment
Nidhi Goel	October 19, 2024	Non-Executive Director	Appointment
Marur Narasimha Aravind Kumar	October 19, 2024	Independent Director	Appointment
Pradeep Kumar Pujari	December 25, 2024	Independent Director	Appointment
Ashutosh Goel	February 19, 2025	Managing Director	Appointment
Neelam Sanghi	April 22, 2025	Independent Director	Appointment
Ashutosh Goel	June 12, 2025	Chairman and Managing Director	Appointment

Note:

⁽¹⁾ This table does not include changes such as regularization of appointments.

Corporate Governance

In addition to the Companies Act, 2013, the provisions of the SEBI Listing Regulations will also be applicable to our Company immediately upon the listing of the Equity Shares on the Stock Exchanges. We are in compliance with the requirements of corporate governance with respect to composition of Board and constitution of the committees of the Board, including the audit committee, nomination and remuneration committee, stakeholder's relationship committee, and risk management committee by our Company and formulation and adoption of policies, as prescribed under the SEBI Listing Regulations.

Our Company undertakes to take all necessary steps to continue to comply with all the requirements under SEBI Listing Regulations and the Companies Act, 2013, to the extent applicable. The Board of Directors function either as a full board, or through various committees constituted to oversee specific operational areas.

Committees of our Board

In addition to the committees of our Board described below, our Board may constitute committees for various functions from time to time in terms of the SEBI Listing Regulations and the provisions of the Companies Act.

Audit Committee

The members of our Audit Committee are:

- Neelam Sanghi (Independent Director) – Chairperson;
- Pradeep Kumar Pujari (Independent Director) – Member; and
- Nidhi Goel (Non-Executive Director)– Member

Our Audit Committee was constituted by our Board, and the terms of reference were approved by our Board pursuant to resolution dated May 17, 2025.

The scope and functions of the Audit Committee are in accordance with Section 177 of the Companies Act and Regulation 18 of the SEBI Listing Regulations and its terms of reference are as disclosed below:

- overseeing the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
- recommending to the Board the appointment, re-appointment, removal and replacement, remuneration and the terms of appointment of the auditors of the Company, including fixing the audit fees;
- reviewing and monitoring the statutory auditors independence and performance, and effectiveness of audit process;
- approving payments to the statutory auditors for any other services rendered by statutory auditors;
- reviewing, with the management, the annual financial statements and the auditors report thereon before submission to the Board for approval, with particular reference to:
 - matters required to be stated in the Directors' responsibility statement to be included in the Board's report in terms of Section 134(3)(c) of the Companies Act;

- (ii) changes, if any, in accounting policies and practices and reasons for the same;
 - (iii) major accounting entries involving estimates based on the exercise of judgment by management;
 - (iv) significant adjustments made in the financial statements arising out of audit findings;
 - (v) compliance with listing and other legal requirements relating to financial statements;
 - (vi) disclosure of any related party transactions; and
 - (vii) qualifications and modified opinions in the draft audit report.
- (f) reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;
 - (g) scrutinizing of inter-corporate loans and investments;
 - (h) undertaking or supervising valuation of undertakings or assets of the Company, wherever it is necessary;
 - (i) evaluation of internal financial controls and risk management systems;
 - (j) formulating a policy on related party transactions, which shall include materiality of related party transactions;
 - (k) approving transactions of the Company with related parties, or any subsequent modification thereof and omnibus approval for related party transactions proposed to be entered into by the Company subject to such conditions as may be prescribed;
 - (l) 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;
 - (m) laying down the criteria for granting omnibus approval in line with the Company's policy on related party transactions;
 - (n) approve the disclosure of the key performance indicators to be disclosed in the documents in relation to the initial public offering of the equity shares of the Company;
 - (o) reviewing along with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the Board to take up steps in this matter.;
 - (p) establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances;
 - (q) reviewing, with the management, the performance of statutory and internal auditors, and adequacy of the internal control systems;
 - (r) 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;
 - (s) discussing with internal auditors any significant findings and follow up thereon;
 - (t) 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;
 - (u) discussing with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
 - (v) looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
 - (w) approving the appointment of the chief financial officer or any other person heading the finance function or discharging that function after assessing the qualifications, experience and background, etc. of the candidate;
 - (x) reviewing the functioning of the whistle blower mechanism;
 - (y) 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;
 - (z) formulating, reviewing and making recommendations to the Board to amend the Audit Committee charter from time to time;
 - (aa) reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiaries exceeding ₹1,000 million or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments;
 - (bb) considering and commenting on the rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders;
 - (cc) 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;

- (dd) approving the key performance indicators (“KPIs”) for disclosure in the offer documents, and approval of KPIs once every year, or as may be required under applicable law;
- (ee) reviewing compliance with the provisions of 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 verify that systems for internal control are adequate and are operating effectively;
- (ff) 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
- (gg) performing such other functions as may be delegated by the Board and/or prescribed under the SEBI Listing Regulations, Companies Act or other applicable law

The Audit Committee shall have powers, including the following:

- (a) to investigate any activity within its terms of reference;
- (b) to seek information from any employees;
- (c) to obtain outside legal or other professional advice;
- (d) to secure attendance of outsiders with relevant expertise, if it considers necessary; and
- (e) to have such powers as may be prescribed under the Companies Act and the SEBI Listing Regulations.

The Audit Committee shall mandatorily review the following information:

- (a) management’s discussion and analysis of financial condition and result of operations;
- (b) management letters/letters of internal control weaknesses issued by the statutory auditors;
- (c) internal audit reports relating to internal control weaknesses;
- (d) the appointment, removal and terms of remuneration of the chief internal auditor;
- (e) statement of deviations, including:
 - (i) quarterly statement of deviation(s), including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI Listing Regulations; and
 - (ii) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the SEBI Listing Regulations.
- (f) the financial statements, in particular, the investments made by any unlisted subsidiary.

The Audit Committee is required to meet at least four times in a year with a maximum interval of 120 days between two meetings in accordance with the SEBI Listing Regulations. The Audit Committee has the authority to investigate into any matter in relation to the items specified under the terms of reference, seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary, or such other matter as may be referred to it by our Board for such purpose.

Nomination and Remuneration Committee

The members of our Nomination and Remuneration Committee are:

- a. Marur Narasimha Aravind Kumar (Independent Director) – Chairperson;
- b. Neelam Sanghi (Independent Director) – Member; and
- c. Nidhi Goel (Non-Executive Director) – Member

The Nomination and Remuneration Committee was constituted by our Board, and the terms of reference were approved by our Board pursuant to resolutions dated May 17, 2025.

The scope and functions of the Nomination and Remuneration Committee are in accordance with Section 178 of the Companies Act, 2013, Regulation 19 of the SEBI Listing Regulations and other applicable law and its terms of reference include the following:

- (a) identifying and nominating, for the approval of the Board and ultimately the shareholders, candidates to fill Board vacancies as and when they arise as well as putting in place plans for succession, in particular with respect to the Chairperson of the Board and the Chief Executive Officer;
- (b) formulating the criteria for determining qualifications, positive attributes and independence of a director and recommending to the Board, a policy relating to the remuneration of the directors, key managerial personnel and other employees;
- (c) while formulating the above policy, ensuring that:
 - (i) the level and composition of remuneration shall be reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
 - (ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - (iii) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.
- (d) formulating criteria for evaluation of performance of independent directors and the Board;
- (e) devising a policy on diversity of the Board;
- (f) 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, for every appointment of an independent director. Ensuring that the person recommended to the Board for appointment as an independent director has the capabilities identified in such description. Further, for the purpose of identifying suitable candidates, the Nomination and Remuneration 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;
- (g) identifying persons, who are qualified to become directors or who may be appointed in senior management in accordance with the criteria laid down, recommending to the Board their appointment and removal and carrying out evaluation of every director's performance and specifying the manner for effective evaluation of performance of Board, its committees and individual directors, to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and reviewing its implementation and compliance. The Company shall disclose the remuneration policy and the evaluation criteria in its annual report;
- (h) determining whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- (i) recommending remuneration of executive directors and any increase therein from time to time within the limit approved by the members of the Company;
- (j) recommending remuneration to non-executive directors in the form of sitting fees for attending meetings of the Board and its committees, remuneration for other services, commission on profits;
- (k) recommending to the Board, all remuneration, in whatever form, payable to senior management;
- (l) performing such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended;
- (m) 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 criteria and selection 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 are

- rendered unattractive due to fall in the market price of the equity shares;
- (x) the grant, vesting 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:
 - a. the number and the price of the option shall be adjusted in a manner such that total value of the option to the employee remains the same after the corporate action;
 - b. 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
 - c. 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.
- (n) construing and interpreting the ESOP Scheme and any agreements defining the rights and obligations of the Company and eligible employees under the ESOP Scheme, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the ESOP Scheme;
- (o) engaging the services of any consultant/professional or other agency for the purpose of recommending compensation structure/policy;
- (p) analyzing, monitoring and reviewing various human resource and compensation matters;
- (q) reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;
- (r) framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:
 - (i) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended; or
 - (ii) The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003, as amended; and
 - (iii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and
- (s) performing such other functions as may be delegated by the Board and/or prescribed under the SEBI Listing Regulations, the Companies Act, or other applicable law.

Stakeholders' Relationship Committee

The members of our Stakeholders' Relationship Committee are:

- a. Nidhi Goel (Non-Executive Director) – Chairperson;
- b. Marur Narasimha Aravind Kumar (Independent Director) – Member; and
- c. Vipul Gupta (Executive Director) – Member.

The Stakeholders' Relationship Committee was constituted by our Board, and the terms of reference of the Stakeholders' Relationship Committee were approved by our Board pursuant to a resolution dated May 17, 2025.

The scope and functions of the Stakeholders' Relationship Committee are in accordance with Section 178 of the Companies Act, 2013, Regulation 20 of the SEBI Listing Regulations and other applicable law and its terms of reference include the following:

- (a) redressal of grievances of the shareholders, debenture holders and other security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc. and assisting with quarterly reporting of such complaints;
- (b) reviewing measures taken for effective exercise of voting rights by the shareholders;

- (c) investigating complaints relating to allotment of shares, approving transfer or transmission of shares, debentures or any other securities;
- (d) reviewing adherence to the service standards adopted by the Company in respect of various services being rendered by the registrar and share transfer agent and recommending measures for overall improvement in the quality of investor services;
- (e) reviewing 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;
- (f) considering and specifically looking into various aspects of interest of shareholders, debenture holders or holders of any other securities;
- (g) formulating procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;
- (h) approving, registering, refusing to register transfer or transmission of shares and other securities;
- (i) giving effect to dematerialisation of shares and re-materialisation of shares, sub-dividing, consolidating and/or replacing any share or other securities certificate(s) of the Company, compliance with all the requirements related to shares, debentures and other securities from time to time;
- (j) issuing duplicate share or other security(ies) certificate(s) *in lieu* of the original share/security(ies) certificate(s) 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.

Risk Management Committee

The members of the Risk Management Committee are:

- a. Ashutosh Goel (Chairman and Managing Director) – Chairperson;
- b. Marur Narasimha Aravind Kumar (Independent Director) – Member; and
- c. Pradeep Kumar Pujari (Independent Director) – Member.

The Risk Management Committee was constituted by our Board, and the terms of reference were approved by our Board pursuant to resolutions dated May 17, 2025.

The scope and functions of the Risk Management Committee are in accordance with Regulation 21 of the SEBI Listing Regulations and its terms of reference include the following:

- (a) To formulate a detailed risk management policy which shall include:
 - (i) A framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability (particularly, ESG 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 of the Company, including evaluating the adequacy of risk management systems;
- (d) To periodically review the risk management policy of the Company, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- (e) To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
- (f) To set out risk assessment and minimization procedures and the procedures to inform the Board of the same;
- (g) To frame, implement, review and monitor the risk management policy for the Company and such other functions, including cyber security;
- (h) To review the status of the compliance, regulatory reviews and business practice reviews;
- (i) To review and recommend the Company's potential risk involved in any new business plans and processes;
- (j) 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;

- (k) To review the appointment, removal and terms of remuneration of the chief risk officer, if any; and
- (l) To perform such other activities as may be delegated by the Board and/or prescribed under any law to be attended to by the Risk Management Committee.

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.

Corporate Social Responsibility Committee

The members of the Corporate Social Responsibility Committee are:

- a. Ashutosh Goel (Chairman and Managing Director) – Chairperson;
- b. Neelam Sanghi (Independent Director) – Member;
- c. Nidhi Goel (Non-Executive Director) – Member.

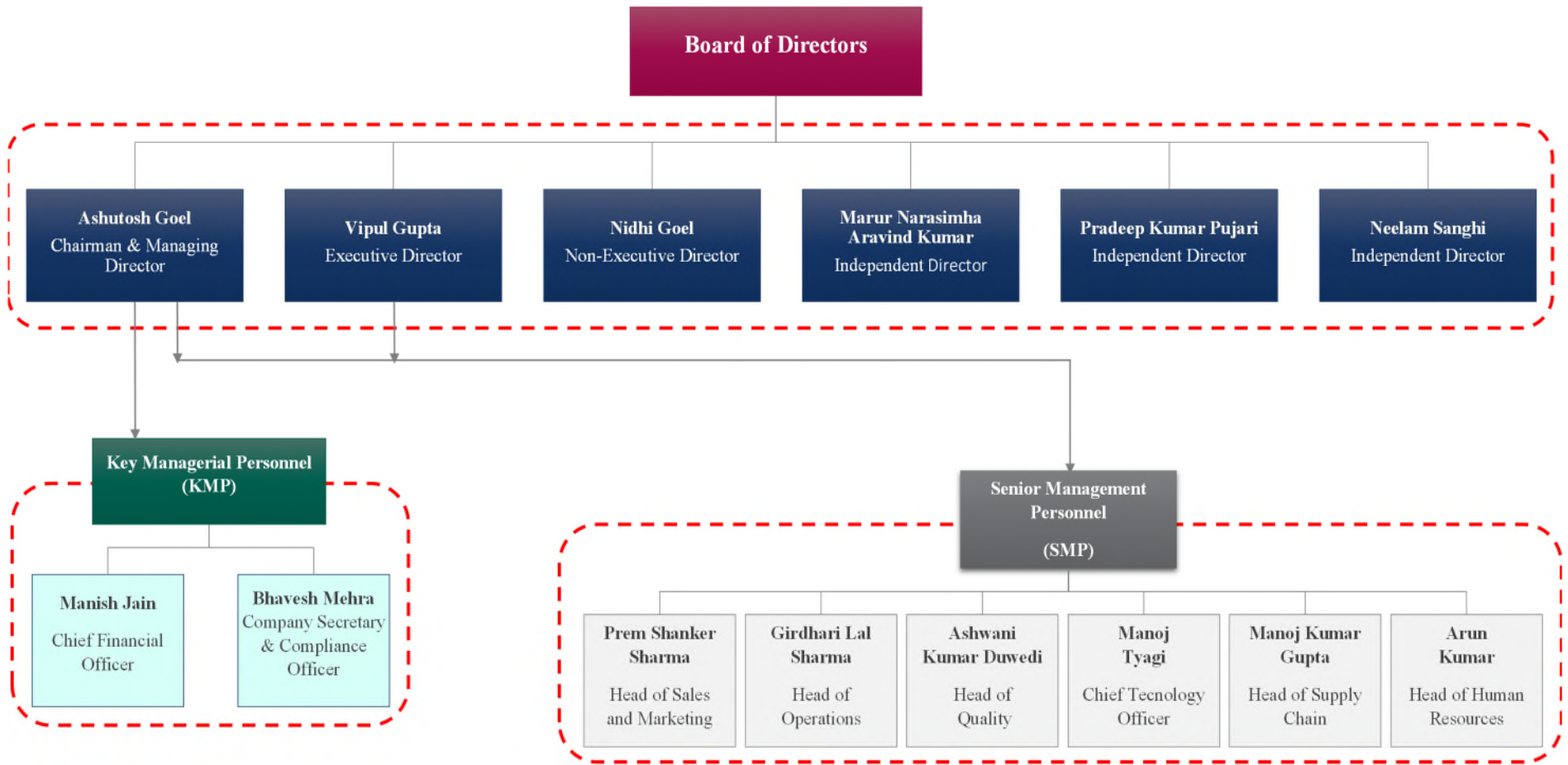
The Corporate Social Responsibility Committee are in accordance with Section 135 of the Companies Act, 2013 and its terms of reference include the following:

- (a) formulating and recommending to the Board, the policy on corporate social responsibility ("CSR", and such policy, the "CSR 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 be indicating the CSR activities to be undertaken 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) identifying corporate social responsibility policy partners and corporate social responsibility policy programmes;
- (c) recommending the amount of expenditure to be incurred on the CSR activities and the distribution of the same to various corporate social responsibility programmes undertaken by the Company;
- (d) formulating the annual action plan of the Company which shall include the following:
 - (i) the manner of execution of such projects or programmes as specified in Rule 4 of the Companies (Corporate Social Responsibility Policy) Rules, 2014;
 - (ii) the modalities of utilisation of funds and implementation schedules for the projects or programmes;
 - (iii) monitoring and reporting mechanism for the implementation of the projects or programmes; and
 - (iv) details of need and impact assessment, if any, for the projects undertaken by the Company.
- (e) delegating responsibilities to the CSR team and supervising proper execution of all delegated responsibilities;
- (f) To take note of the compliances made by implementing agency (if any) appointed for the corporate social responsibility of the Company;
- (g) monitoring the CSR Policy and CSR programmes and their implementation by the Company from time to time and issuing necessary directions as required for proper implementation and timely completion of CSR programmes; and
- (h) performing such other activities as may be delegated by the Board and/or prescribed under any law to be attended to by the Corporate Social Responsibility Committee

In addition to the above, our Company has also constituted an IPO Committee pursuant to a resolution of our Board dated May 17, 2025. The IPO Committee comprises Vipul Gupta as Chairman and Nidhi Goel as member, and is authorized to approve and decide matters in connection with the Offer. The terms of reference of the IPO Committee approved by our Board pursuant to their resolution dated May 17, 2025 include, appointing and instructing the BRLMs, opening and operating bank accounts of the Company in terms of Section 40(3), seeking the listing of the Equity Shares on the Stock Exchanges and determining in consultation with the BRLMs, the Price Band and the minimum Bid Lot.

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MANAGEMENT ORGANISATION STRUCTURE



Key Managerial Personnel of our Company

In addition to our Chairman and Managing Director, Ashutosh Goel, whose details are provided in “—*Brief Biographies of our Directors*” on page 276, the details of our other Key Managerial Personnel as of the date of this Draft Red Herring Prospectus are set out below:

Manish Jain is the Chief Financial Officer of our Company. He was appointed as the Chief Financial Officer of our Company on March 29, 2025 and has been associated with our Company since November 7, 2024. He is responsible for financial stewardship of our Company, including capital management, financial reporting and liquidity management in the Company. He holds a bachelor's degree in commerce from the University of Delhi. He is also an associate of the Institute of Chartered Accountants of India. He has over 19 years of experience in finance and accounting. Prior to joining our Company, he worked with Kothari Metals Limited as assistant manager - finance and accounts, Jubliant Chemsys Limited as an assistant manager, HCL Technologies Limited as manager - finance, Colt Technology Services India Private Limited as manager - accounting and reporting, Micromax Informatics Limited as deputy general manager, Patni Computer Systems Limited as senior executive and Ferns N Petals Private Limited as deputy chief financial officer. In Fiscal 2025, he was paid a compensation of ₹2.99 million by our Company.

Bhavesh Mehra is the Company Secretary and Compliance Officer of our Company. He was appointed as the Company Secretary on March 29, 2025 and was appointed as the Compliance Officer of our Company on May 17, 2025. He has been associated with our Company since September 16, 2024. He is responsible for secretarial compliance in the Company. He holds a bachelor's degree in commerce from the Jiwaji University, Madhya Pradesh and a bachelor's degree in law from the Savitribai Phule Pune University, Pune. He is also an associate of the Institute of Company Secretaries of India. He has over four years of experience in secretarial compliance. Prior to joining our Company, he worked with Kushal Finnovation Capital Private Limited as executive – legal and compliance, Greenizon Agritech Consultancy Private Limited as executive – legal and compliance, and KANJ & Co. LLP as a semi-qualified company secretary. In Fiscal 2025, he was paid a compensation of ₹0.73 million by our Company.

Senior Management of our Company

In addition to Ashutosh Goel, the Chairman and Managing Director, Manish Jain, the Chief Financial Officer of our Company and Bhavesh Mehra, the Company Secretary and Compliance Officer of our Company whose details are provided in “—*Key Managerial Personnel of our Company*” on page 289, the details of other members of our Senior Management in terms of SEBI ICDR Regulations, as on the date of this Draft Red Herring Prospectus are set out below:

Prem Shanker Sharma is the Head of Sales and Marketing of our Company and has been associated with our Company since May 11, 2014. In his current role, he is responsible for leading the sales and marketing departments of our Company. He holds a bachelor's degree in arts from the Agra University and a master's degree of arts in economics from the Agra University. He has over 11 years of experience in electricals and electronics industry. In Fiscal 2025, he was paid a compensation of ₹3.48 million by our Company.

Girdhari Lal Sharma is the Head of Operations of our Company and has been associated with our Company since February 1, 2024. In his current role, he is responsible for managing the operations in our Company. He has completed a diploma course in electronics and communication engineering from Government Polytechnic, Rohroo, Himachal Pradesh. He holds a master's of business administration from the Sikkim Manipal University, Sikkim. He has over 18 years of experience in the electronics and electricals' manufacturing industry. Prior to joining our Company, he was associated with Secure Meters Limited, Transasia Bio-medicals Limited as general manager - works and Avon Meters Private Limited as general manager - operations. In Fiscal 2025, he was paid a compensation of ₹4.06 million by our Company.

Ashwani Kumar Duwedi is the Head of Quality of our Company and has been associated with our Company since August 6, 2021. In his current role, he is responsible for quality assurance and process engineering in the Company. He holds a diploma in electronics engineering from the Government Polytechnic, Farrukhabad*. He has over 11 years of experience in research and development and electronics and electricals industry. Prior to joining our Company, he was associated with Advance Metering Technology Limited as assistant manager - research and development. In Fiscal 2025, he was paid a compensation of ₹1.13 million by our Company.

**Certain documents relating to the educational qualifications of Ashwani Kumar Duwedi are not traceable and accordingly, we have relied on an affidavit from him. As on date, Ashwani Kumar Duwedi has written to his university seeking duplicate copies of his degree. For details in relation to the risks associated with the non-availability of these documents, see “Risk Factors – 29. We have not been able to obtain records of the educational qualification of two of our Senior Management Personnel and have relied on an affidavit furnished by such respective Senior Management Personnel for details of their profile included in this Draft Red Herring Prospectus.*

Manoj Tyagi is the Chief Technology Officer of our Company and has been associated with our Company since August 4, 2014. In his current role, he is responsible for the design and development activities for our products. He holds a bachelor’s degree in electronics and communication engineering from the H. N. B. Garhwal University, Srinagar.* He has over 13 years of experience in electronic research and development. Prior to joining our Company, he was associated with Elymer International Private Limited as R&D engineer. In Fiscal 2025, he was paid a compensation of ₹ 4.50 million by our Company.

**Certain documents relating to the educational qualifications of Manoj Tyagi are not traceable and accordingly, we have relied on an affidavit from him. As on date, Manoj Tyagi has written to his university seeking duplicate copies of his degree. For details in relation to the risks associated with the non-availability of these documents, see “Risk Factors – 29. We have not been able to obtain records of the educational qualification of two of our Senior Management Personnel and have relied on an affidavit furnished by such respective Senior Management Personnel for details of their profile included in this Draft Red Herring Prospectus.*

Manoj Kumar Gupta is the Head of Supply Chain of our Company and has been associated with our Company since September 6, 2024. In his current role, he is responsible for supply chain management and procurement in the Company. He holds a bachelor’s degree in industrial engineering from the Indian Institute of Industrial Engineering, Mumbai. He has over 28 years of experience in manufacturing and procurement industry. Prior to joining our Company, he was associated with Phoenix Lamps India Limited as production engineer, Moser Baer Electronics Limited as deputy general manager – procurement and operations and Genus Infrastructure Limited as deputy general manager. In Fiscal 2025, he was paid a compensation of ₹ 0.86 million by our Company.

Arun Kumar is the Head of Human Resources of our Company and has been associated with our Company since December 14, 2022. In his current role, he is responsible for overseeing the human resource function of the Company. He holds a postgraduate diploma programme in human resources development from the All India Institute of Management Studies, Chennai and a professional diploma in software technology and systems management from NIIT, Delhi. He has also completed a certificate programme on strategic thinking from the Indian Institute of Management, Indore. He has 20 years of experience in human resources industry. Prior to joining our Company, he was associated with Highland House Private Limited as a senior executive - human resources, Mars Industries Private Limited as head - human resources, Liberty Shoes Limited as corporate head – human resources, Arise India Limited as general manger – human resources and M/s. Delta Electronics as general manager – human resources. In Fiscal 2025, he was paid a compensation of ₹ 1.49 million by our Company.

Status of Key Managerial Personnel and Senior Management

All our Key Managerial Personnel and Senior Management are permanent employees of our Company.

Shareholding of Key Managerial Personnel and Senior Management in our Company

Except as provided under “Our Management—Shareholding of our Directors in our Company” on page 279, none of our Key Managerial Personnel and Senior Management hold any Equity Shares in our Company.

Interest of Key Managerial Personnel and Senior Management of our Company

Our Key Managerial Personnel and Senior Management are interested in our Company to the extent of the remuneration or benefits to which they are entitled to as part their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of their service. For details see “—Interest of our Directors” on page 279.

Bonus or Profit-Sharing Plans of the Key Managerial Personnel and Senior Management

None of our Key Managerial Personnel or Senior Management are entitled to any bonus (excluding performance linked incentive which is part of their remuneration) or profit-sharing plans of our Company.

Relationship among Key Managerial Personnel and Senior Management

Except as disclosed in “—*Relationship between our Directors and Key Managerial Personnel and Senior Management*” on page 277, none of our Key Managerial Personnel and Senior Management are related to each other.

Contingent and deferred compensation payable to our Key Managerial Personnel and Senior Management

There is no contingent or deferred compensation accrued for Fiscal 2025 and payable to our Key Managerial Personnel and Senior Management.

Arrangements or understandings with major shareholders, customers, suppliers or others pursuant to which our Key Managerial Personnel and Senior Management have been appointed as a Key Managerial Personnel and Senior Management, respectively

None of our Key Managerial Personnel and Senior Management 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

Except for statutory benefits upon termination of their employment in our Company or retirement, no Key Managerial Personnel and Senior Management has 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

For details on changes in our Key Managerial Personnel who are also Directors, see “—*Changes in our Board of Directors during last three years*” on page 280. The changes in other Key Managerial Personnel and Senior Management in the preceding three years are as follows:

Name	Designation (at the time of appointment/cessation)	Date of Change	Reason
Bhavesh Mehra	Company Secretary	March 29, 2025	Appointment
Manish Jain	Chief Financial Officer	March 29, 2025	Appointment
Manoj Kumar Gupta	Head of Supply Chain Management	September 6, 2024	Appointment
Girdhari Lal Sharma	General Manager – Operations	February 1, 2024	Appointment
Arun Kumar	General Manager – Head of Operations	December 14, 2022	Appointment

Note:

⁽¹⁾ This table does not include changes such as change in designation

Payment or benefit to Key Managerial Personnel and Senior Management

No amount or benefit has been paid or given to any officer of our Company including Key Managerial Personnel or Senior Management, within the two years preceding the date of this Draft Red Herring Prospectus or is intended to be paid or given, other than in the ordinary course of their employment.

Employee Stock Option Scheme

Our Company has instituted the ESOS Scheme, pursuant to resolution adopted by our Board and Shareholders each on June 17, 2025. As on the date of this Draft Red Herring Prospectus, no options have been granted under the ESOS Scheme. For details about the ESOS Scheme, see “*Capital Structure – Employee Stock Option Scheme*” on page 99.

OUR PROMOTERS AND PROMOTER GROUP

Ashutosh Goel, Nidhi Goel, RP Goel Family Trust and AEW Infratech Private Limited are the Promoters of our Company.

As on the date of this Draft Red Herring Prospectus, our Promoters' shareholding in our Company is as follows:

S. No.	Name of the Promoter	Number of Equity Shares	Percentage of the pre-Offer issued, subscribed and paid-up Equity Share capital (%)
1.	Ashutosh Goel	75,641,205	68.76
2.	Nidhi Goel	11	Negligible
3.	RP Goel Family Trust	5,132,940	4.67
4.	AEW Infratech Private Limited	21,725,800	19.75
	Total	102,499,956	93.18

For further details in relation to the build-up of the shareholding of our Promoters in our Company, see “*Capital Structure—Details of Build-up, Contribution and Lock-in of Promoters' Shareholding and Lock-in of other Equity Shares*” on page 90.

Details of our Individual Promoters

	Ashutosh Goel Ashutosh Goel, aged 45 years, is one of our Individual Promoters, and is the Chairman and Managing Director of our Company. <i>Date of Birth:</i> July 11, 1979 <i>Address:</i> BJ-136 (West) Shalimar Bagh, Shalimar Bagh S.O., North West Delhi, Delhi – 110088, India <i>PAN:</i> ADCPG9029Q For the complete profile of Ashutosh Goel, along with details of his educational qualifications, experience in business or employment, position/posts held in the past, directorships held, special achievements and business and financial activities, see “<i>Our Management—Board of Directors</i>” and “<i>Our Management—Brief Biographies of our Directors</i>” on pages 275 and 276, respectively. Other than as disclosed in “<i>—Promoter Group</i>” and “<i>Our Management</i>” on pages 296 and 275, respectively, Ashutosh Goel is not involved in any other venture.

	Nidhi Goel Nidhi Goel, aged 45 years, is one of our Individual Promoters, and is also a Non-Executive Director of our Company. Date of Birth: April 23, 1979 Address: BJ-136 (West) Shalimar Bagh, Shalimar Bagh S.O., North West Delhi, Delhi – 110088, India PAN: AJDPG7296C For the complete profile of Nidhi Goel, along with details of her educational qualifications, experience in business or employment, position/posts held in the past, directorships held, special achievements and business and financial activities, see “<i>Our Management—Board of Directors</i>” and “<i>Our Management—Brief Biographies of our Directors</i>” on pages 275 and 276, respectively. Other than as disclosed in “—<i>Promoter Group</i>” and “<i>Our Management</i>” on pages 296 and 275, respectively, Nidhi Goel is not involved in any other venture.

Our Company confirms that the PAN, bank account number, passport number, Aadhaar card number and driving license number of our Individual Promoters have been submitted to the Stock Exchanges at the time of filing of this Draft Red Herring Prospectus.

Details of our Promoter Trust

RP Goel Family Trust (the “RPGFT”)

Trust information and history

The RPGFT was formed as an irrevocable, discretionary, and private trust pursuant to a trust deed dated January 31, 2025 and was amended on March 28, 2025 (“**Trust Deed**”) in accordance with the provisions of the Indian Trusts Act, 1882. The primary office of the RPGFT is located at BJ-136 (W) Shalimar Bagh, Shalimar Bagh S.O., Shalimar Bagh, Delhi – 110 088. Bimla Goel is the settlor of the RPGFT. The registration number of RPGFT is 2025/15/IV/511.

Trustees

As on the date of this Draft Red Herring Prospectus, the trustees of the RPGFT are Ashutosh Goel and Nidhi Goel, (the “**Trustees**”) with Ashutosh Goel being the managing trustee (the “**Managing Trustee**”). In terms of the Trust Deed, all powers to be exercised and decisions to be taken by the Trustees would be taken with majority consent with the Managing Trustee having a veto, in the event of disagreement.

Beneficiaries

The beneficiaries of the RPGFT are Ashutosh Goel, Nidhi Goel, Keshav Goel and his bloodline descendant (as defined in the trust deed) and Tashvi Goel and her bloodline descendent (as defined in the trust deed).

Objects and purpose

The objects and purpose of the RPGFT is primarily to create a structure to protect, preserve and hold assets for the benefit of its beneficiaries and to achieve succession planning and inter-generation transition of wealth by the settlor.

Change in control or management of the RPGFT

Initially, Ashutosh Goel and Bimla Goel were the trustees under the Trust Deed, however, pursuant to the amendment to the Trust Deed dated March 28, 2025, Ashutosh Goel and Nidhi Goel are designated as Trustees and Bimla Goel is the Settlor of RPGFT.

The permanent account number of the RPGFT is AAFTR5579L.

Our Company confirms that the permanent account number and bank account number of our Promoter Trust have been submitted to the Stock Exchanges at the time of filing of this Draft Red Herring Prospectus.

Details of our Corporate Promoter

AEW Infratech Private Limited (“AIPL”)

Corporate information

AIPL was incorporated on February 19, 2010 as a private limited company under the Companies Act, 1956 pursuant to a certificate of incorporation issued by the Registrar of Companies, Delhi and Haryana. The registered office of AIPL is located at M-11, Badli Industrial Estate, Delhi – 110 042, India. Its CIN is U36912DL2010PTC199287 and its PAN is AAICA6191K.

Nature of Business

AIPL is authorized under its constitutional documents, among other things, to carry on business of sale, purchase, export, import, trade, in all type of electronics and electrical items, appliances, components, apparatus, equipment, instruments, consumable and household items. There has been no change in the business activities of AIPL since its incorporation.

Promoters of AIPL

Ashutosh Goel is the promoter of AIPL. For details in relation to Ashutosh Goel, see “—Details of our Individual Promoters — Ashutosh Goel” on page 292.

Shareholders of AIPL

As at the date of this Draft Red Herring Prospectus, the details of the shareholders of AIPL are as follows:

Name of shareholder	Number of equity shares	Shareholding (in %)
Ashutosh Goel	1	Negligible
Bimla Goel	1	Negligible
RP Goel Family Trust	4,509,998	99.99
Total	4,510,000	100.00

Details of change in control

Except as disclosed below, there has been no change in control of AIPL in the last three years preceding the date of this Draft Red Herring Prospectus.

Pursuant to transfer of shares dated April 22, 2025, and April 28, 2025 by Ashutosh Goel in the favour of Bimla Goel and subsequently, Bimla Goel in the favour of RPGFT, respectively, the control of AIPL has changed from Ashutosh Goel and Bimla Goel to the RPGFT, our Promoter Trust.

Board of directors of AIPL

S. No.	Name	Designation

1.	Ashutosh Goel	Director
2.	Nidhi Goel	Director

Names of natural persons in control of AIPL (i.e. holding 15% or more voting rights)

There are no natural persons in control of AIPL. RPGFT, our Promoter Trust holds 99.99% of shareholding in AIPL.

Change in control of our Company

There has been no change in control of our Company since the date of incorporation. Except Ashutosh Goel who has been our Promoter since incorporation, none of the existing Promoters of the Company are the initial promoters. However, they have not acquired control of our Company in the five years immediately preceding the date of this Draft Red Herring Prospectus.

Pursuant to a resolution dated June 12, 2025, adopted by the Board of Directors, Ashutosh Goel, Nidhi Goel, RP Goel Family Trust and AEW Infratech Private Limited have been identified as promoters of our Company.

Interests of our Promoters

Our Promoters are interested in our Company: (i) to the extent that they have promoted our Company; and (ii) to the extent of their shareholding and the shareholding of their relatives in our Company and the dividend payable upon such shareholding and any other distributions in respect of their shareholding in our Company or the shareholding of their relatives. For further details of shareholding of our Promoters and the Promoter Group, see “*Capital Structure—Details of Build-up, Contribution and Lock-in of Promoters’ Shareholding and Lock-in of other Equity Shares*” on page 90. Additionally, they may be interested in transactions entered into by our Company with them, their relatives or other entities (i) in which they hold shares, or (ii) which are controlled by them.

Our Promoters may also be deemed to be interested to the extent of being the Chairman and Managing Director (Ashutosh Goel) and Non-Executive Director (Nidhi Goel) and the remuneration, benefits, reimbursement of expenses, sitting fees and commission payable to them. For further details, see “*Our Management—Terms of appointment of our Directors*” and “*Our Management—Senior Management of our Company*” on pages 278, and 289, respectively. Further for details of interest of our Promoters as Directors (Ashutosh Goel and Nidhi Goel) of our Company, see “*Our Management—Interest of Directors*” and “*Our Management—Interest of Key Managerial Personnel and Senior Management*” on pages 279 and 290, respectively.

Our Promoters are not interested as a member of a firm or a company, and no sum has been paid or agreed to be paid to our Promoters or to such firm or company in which our Promoters is interested as a member, in cash or shares or otherwise by any person either to induce any such person to become, or qualify him as a director, or otherwise for services rendered by such person or by such firm or company in connection with the promotion or formation of our Company.

Further, our Promoters are also directors on the boards, or shareholders, members or partners of certain entities forming part of the Promoter Group and may be deemed to be interested to the extent of the payments made by our Company, if any, to such entities forming part of the Promoter Group.

Other ventures of our Promoters

Other than as disclosed in “*Promoter Group*” and at “*Our Management*” on pages 296 and 275, our Promoters are not involved in any other ventures. Further, two of our Promoters, Ashutosh Goel and Nidhi Goel have issued a non-compete undertaking dated June 9, 2025 to our Company. Pursuant to the non-compete undertaking, Ashutosh Goel and Nidhi Goel have confirmed that the entities owned and controlled by them and/or other members of the Promoter Group will not engage, directly or indirectly, in any business which is similar to the business, currently, or in future may be, undertaken by our Company in order to avoid any conflict of interest between our Company and other entities controlled by them.

Interest in property, land, construction of building and supply of machinery

Except as disclosed below, our Promoters do not have any interest in any property acquired by our Company in the three years preceding the date of this Draft Red Herring Prospectus or proposed to be acquired by our Company or in any transaction by our Company with respect to the acquisition of land, construction of building or supply of machinery.

Our Registered and Corporate Office at M-11, Badli Industrial Estate Delhi 110 042, Delhi, India has been rented from Ashutosh Goel, our Chairman and Managing Director and Promoter and Bimla Goel, a member of our Promoter Group for a duration of five years from April 1, 2025 for a monthly rent of ₹0.88 million with a yearly raise of rent by 10%.

Further, our manufacturing and research unit at M-22, Badli has been rented from Ashutosh Goel and AIPL, our Corporate Promoter for a period of five years from April 1, 2025 for a monthly rent of ₹0.88 million. Our facility at C-13, G.T. Karnal Road has also been rented from Ashutosh Goel, Bimla Goel and Nidhi Goel, our Non-Executive Director and Promoter for a period of five years from April 1, 2025 for a monthly rent of ₹1.95 million, with a yearly raise of rent by 10%.

For further details in relation to properties leased from our Promoters, see “*Our Business - Properties*” and “*Risk Factors – 48. Our manufacturing facilities, R&D unit and Registered and Corporate Office are not located on land owned by us and we have only leasehold rights. In the event we lose or are unable to renew such leasehold rights, our business, results of operations, financial condition and cash flows may be adversely affected*” on pages 257 and 56, respectively.

Companies or firms with which our Promoters have disassociated in the last three years

Except as disclosed below, our Promoters have not disassociated themselves from any other company or firm in the three years preceding the date of this Draft Red Herring Prospectus.

Name of company or firm from which Promoters have disassociated	Name of Promoter	Reasons and circumstances leading to disassociation	Date of disassociation
AEW Smart Services Private Limited	Ashutosh Goel	Disinvestment of stake due to pre occupation	December 25, 2024

Payment or benefits to Promoters or Promoter Group

Except as stated in “*Restated Financial Information*” and “*Our Management—Terms of appointment of Directors*” at pages 299 and 278, there has been no payment or benefit by our Company to our Promoters or any of the members of the Promoter Group during the two years preceding the date of this Draft Red Herring Prospectus nor is there any intention to pay or give any benefit to our Promoters or Promoter Group as on the date of this Draft Red Herring Prospectus.

Material guarantees given by our Promoters with respect to the Equity Shares

As on the date of this Draft Red Herring Prospectus, our Promoters have not given any material guarantee to any third party with respect to the Equity Shares.

Promoter Group

The individuals and entities that form a part of the Promoter Group of our Company (excluding our Promoters and Subsidiary) in terms of Regulation 2(1) (pp) of the SEBI ICDR Regulations are set out below:

Natural persons who are part of the Promoter Group

The natural persons who are part of the Promoter Group, other than our Promoters, are as follows:

S. No.	Name of the individual	Relationship with the Promoter
Ashutosh Goel		
1.	Nidhi Goel	Spouse
2.	Bimla Goel	Mother
3.	Priyanka Gupta	Sister
4.	Anjali Mangla	Sister
5.	Keshav Goel	Son
6.	Tashvi Goel	Daughter
7.	Krishan Kumar Singhal	Father of the spouse
8.	Santosh Singhal	Mother of the spouse
9.	Ashish Singhal	Brother of the spouse
Nidhi Goel		
1.	Ashutosh Goel	Spouse
2.	Krishan Kumar Singhal	Father
3.	Santosh Singhal	Mother
4.	Ashish Singhal	Brother
5.	Keshav Goel	Son
6.	Tashvi Goel	Daughter
7.	Bimla Goel	Mother of the spouse
8.	Priyanka Gupta	Sister of the spouse
9.	Anjali Mangla	Sister of the spouse

Entities forming part of the Promoter Group

The entities forming part of our Promoter Group are as follows:

Sr. No.	Name of the entities
1.	AEW Smart Services Private Limited
2.	AEW Smart Things Private Limited
3.	Bharat Smartek Private Limited
4.	TGL Engineering Private Limited
5.	Mass Powertech Private Limited
6.	RGM Solution Private Limited
7.	TGL Enterprises Private Limited
8.	Faridabad Forgings Private Limited
9.	Durable Flanges Private Limited
10.	Steelwill Globotech Private Limited
11.	RG Moulders
12.	Vipul Gupta Family Trust

Other Confirmations

Other than as disclosed in “*History and Certain Corporate Matters – Other Confirmations*” on page 274, there is no conflict of interest between the lessors of immovable properties (crucial to the operations of the Company) and our Promoters and members of our Promoter Group.

There is no conflict of interest between suppliers of raw materials or any third-party service providers (crucial to the operations of the Company) and our Promoters and members of our Promoter Group.

DIVIDEND POLICY

The declaration and payment of dividend on the Equity Shares, if any, will be recommended by the Board and approved by the Shareholders at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act. The dividend policy of our Company was adopted and approved by our Board in their meeting held on May 17, 2025 (“**Dividend Policy**”) and the Dividend Policy may be reviewed and amended periodically by our Board.

In terms of the Dividend Policy, the quantum of dividend, if any, and our ability to pay dividends in the future will depend on a number of factors, including but not limited to, our Company’s profits, expected future capital/expenditure requirements of our Company, accumulated reserves including retained earning, organic growth plans, liquidity, our earnings outlook, general financial conditions, general economic conditions, cash flows, any statutory or contractual obligations and restrictions.

Our Company has not declared or paid any dividend on the equity shares in during the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023 and from April 1, 2025 to the date of this Draft Red Herring Prospectus. and there is no guarantee that any dividends will be declared or paid in the future on the Equity Shares. For details of risks in relation to our capability to pay dividend, see “*Risk Factors— 57. Our Company may not be able to pay dividends in the future. Our ability to pay dividends in the future will depend upon our future earnings, financial condition, profit after tax available for distribution, cash flows, working capital requirements and capital expenditure and the terms of our financing arrangements*” on page 60.

SECTION V: FINANCIAL INFORMATION

RESTATED FINANCIAL INFORMATION

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INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED FINANCIAL INFORMATION

The Board of Directors

Allied Engineering Works Limited

(formerly known as "Allied Engineering Works Private Limited")

M-11, Badli Industrial Estate

New Delhi – 110042

Delhi, India

Dear Sir,

1. We have examined the attached restated financial information of Allied Engineering Works Limited *(formerly known as "Allied Engineering Works Private Limited")* (the "**Company**" or the "**Issuer**"), comprising the Restated Statement of Assets and Liabilities as at March 31, 2025, March 31, 2024 and March 31, 2023, the Restated Statement of Profit and Loss (including Other Comprehensive Income), the Restated Statement of Changes in Equity, the Restated Statement of Cash Flows for each of the years ended March 31, 2025, March 31, 2024 and March 31, 2023, Material Accounting Policies to the restated financial information, notes forming part of the financial information (collectively, the "**Restated Financial Information**"), as approved by the Board of Directors of the Company at their meeting held on July 2, 2025, for the purpose of inclusion in the Draft Red Herring Prospectus ("**DRHP**") prepared by the Company in connection with its proposed initial public offering of equity shares of face value of Rs. 5 each, comprising a fresh issue of Equity Shares and offer for sale of Equity Shares (the "**Offer**") prepared in terms of the requirements of:
 - a. Section 26 of Part I of Chapter III of the Companies Act 2013 (the "**Act**");
 - b. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**ICDR Regulations**"); and
 - c. The Guidance Note on Reports in Company Prospectus (Revised 2019) issued by the Institute of Chartered Accountants of India ("**ICAI**"), as amended from time to time (the "**Guidance Note**").
2. The Company's Board of Directors is responsible for the preparation of the Restated Financial Information for the purpose of inclusion in the DRHP to be filed with Securities and Exchange Board of India ("**SEBI**"), National Stock Exchange of India Limited ("**NSE**") and BSE Limited ("**BSE**"). The Restated Financial Information has been prepared by the management of the Company on the basis of preparation stated in Note No. 2.1 to the Restated Financial Information. The responsibility of the 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, the Guidance Note.
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 June 2, 2025 in connection with the Offer.
 - b. The Guidance Note. The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
 - c. Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Information; and
 - d. The requirements of Section 26 of the Act, the SEBI ICDR Regulations.Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the SEBI ICDR Regulations and the Guidance Note in connection with the Offer.
4. These Restated Financial Information have been compiled by the management from:
 - a. The audited Ind AS financial statements of the Company as at and for the financial year ended March 31, 2025, prepared in accordance with the Indian Accounting Standards (referred to as "**Ind AS**") as prescribed under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India which have been approved by the Board of Directors at their meeting held on June 17, 2025;
 - b. The audited special purpose Ind AS financial statements of the Company as at and for the financial year ended March 31, 2024, which were prepared in accordance with the Ind AS and other accounting principles generally accepted in India, which has been approved by the Board of Directors at their meeting held on June 17, 2025;

- c. The audited special purpose Ind AS Financial Statements of the Company as at and for the financial year ended March 31, 2023, which were prepared in accordance with the Ind AS and other accounting principles generally accepted in India, which has been approved by the Board of Directors at their meeting held on June 17, 2025;
 - d. The audited financial statements of the Company as at and for the financial years ended March 31, 2024 and March 31, 2023 audited by previous auditor, Kumar & Bansal, Chartered Accountants which were approved by the Board of Directors in their meetings held on August 2, 2024 and June 23, 2023 respectively.
5. We have also audited the special purpose Ind AS financial statement of the Company for the financial years ended March 31, 2024 and March 31, 2023 prepared by the Company in accordance with the Ind AS for the limited purpose of complying with the requirement of getting its financial statement audited by an audit firm holding a valid peer review certificate issued by the "Peer Review Board" of the ICAI as required by ICDR Regulations in relation to the Offer. We have issued our reports dated June 17, 2025, on these special purpose Ind AS financial statements for the financial years ended March 31, 2024 and March 31, 2023, to the Board of Directors who have approved these in their meeting held on June 17, 2025.
 6. For the purpose of our examination, we have relied on:
 - a) the auditors' report issued by us, dated June 17, 2025, on the audited Ind AS financial statements of the Company as at and for the financial year ended March 31, 2025 as referred in paragraph 4(a) above;
 - b) the auditors' report issued by us, dated June 17, 2025, on the audited special purpose Ind AS financial statements of the Company as at and for the financial year ended March 31, 2024 as referred in paragraph 4(b) above; and
 - c) the auditors' report issued by us, dated June 17, 2025, on the audited special purpose Ind AS financial statements of the Company as at and for the financial year ended March 31, 2023 as referred in paragraph 4(c) above.
 - d) on auditors' reports issued by previous auditor, Kumar & Bansal, Chartered Accountants on the audited financial statements of the Company as at and for the financial years ended March 31, 2024 and March 31, 2023, each dated August 2, 2024 and June 23, 2023, respectively, which were approved by Board of Directors in their meeting dated August 2, 2024 and June 23, 2023 respectively.

The auditor's report on the Ind AS financial statements of the Company as at and for the financial year ended March 31, 2025, included the following Emphasis of Matter paragraph:

As at and for the period ended March 31, 2025

Emphasis of Matter

We draw attention to Note No. 47 of the financial statements which describes the transition to Indian Accounting Standards (Ind AS), including the basis for transition and its impact on the financial position and performance as reported. The financial statements for the year ended 31 March 2025 are the first financial statements prepared in accordance with Ind AS.

Our opinion is not modified in respect of this matter.

7. Based on our examination and according to the information and explanations given to us, we report that the Restated Financial Information:
 - a) have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications (if any) retrospectively in the financial years ended March 31, 2024 and March 31, 2023 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the financial year ended March 31, 2025;
 - b) there are no qualifications in the auditors' reports on (a) the audited Ind AS financial statements of the Company as at and for the financial year ended March 31, 2025; (b) the audited special purpose Ind AS financial statements of the Company as at and for the financial year ended March 31, 2024; and (c) the audited special purpose Ind AS financial statements of the Company as at and for the financial year ended March 31, 2023, which requires any adjustments to the Restated Financial Information.

However, those qualifications in the Companies (Auditor's Report) Order, 2020 issued by the Central Government of India in terms of sub section (11) of section 143 of the Act, which do not require any corrective adjustments in the Restated Financial Information, have been disclosed in Annexure VI to the Restated Financial Information; and

 - c) have been prepared in accordance with the Act, SEBI ICDR Regulations and the Guidance Note.
8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
9. The Restated Financial Information does not reflect the effects of events that occurred subsequent to the respective dates of the reports on the audited Ind AS financial statements of the Company as at and for the financial year ended March 31, 2025.

10. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us or the previous auditors nor should this report be construed as a new opinion on any of the financial statement referred to herein.
11. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
12. Our report is intended solely for use of the Board of Directors for inclusion in the DRHP to be filed with SEBI, BSE and NSE in connection with the Offer. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For O.Aggarwal & Co. Chartered
Accountants Firm Reg. No.: 005755N

CA Shubham Gupta
Partner
Membership Number: 539733
-UDIN: 25539733BMJBDO8413

Place: New Delhi
Date: July 2, 2025

Allied Engineering Works Limited (Formerly known as “Allied Engineering Works Private Limited”)

CIN No. U31900DL2011PLC220430

Annexure I : Restated Statement of Assets and Liabilities

(All amounts in Indian rupees million, unless otherwise stated)

Particulars	Notes	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Assets				
Non- current assets				
Property, plant and equipment	3	197.00	108.21	73.88
Right-of-use assets	4	236.67	36.38	72.77
Other non current financials assets	5	15.22	9.72	4.30
Deferred tax assets (net)	6	-	41.54	5.45
Total non current assets		448.89	195.85	156.40
Current assets				
Inventories	8	1,261.48	824.71	346.68
Financial assets				
Trade receivables	9	2,788.01	1,438.99	865.35
Cash and cash equivalents	10	2.08	107.47	1.27
Bank balance other than cash and cash equivalents	11	453.59	69.17	41.27
Other financials assets	12	521.65	42.11	18.97
Other assets	13	14.16	13.49	52.38
Total current assets		5,040.97	2,495.94	1,325.92
Total assets		5,489.86	2,691.79	1,482.32
Equity and liabilities				
Equity				
Equity share capital	14	550.00	55.00	55.00
Other equity	15	1,585.20	677.53	202.85
Total equity		2,135.20	732.53	257.85
Non-current liabilities				
Financial liabilities				
Borrowings	16	64.33	35.98	23.53
Lease liabilities	17	187.71	-	42.26
Deferred tax liabilities (net)	6	20.13	-	-
Provisions	18	366.29	169.61	71.63
Total non current liabilities		638.46	205.59	137.42
Current liabilities				
Financial liabilities				
Borrowings	19	604.72	245.46	280.47
Lease liabilities	17	50.18	42.27	38.56
Trade payables	20			
- Total outstanding dues of micro enterprises and small enterprises		219.78	149.34	153.08
- Total outstanding dues of creditors other than micro enterprises and small enterprises		1,452.25	1,082.18	462.77

Allied Engineering Works Limited (Formerly known as "Allied Engineering Works Private Limited")**CIN No. U31900DL2011PLC220430****Annexure I : Restated Statement of Assets and Liabilities****(All amounts in Indian rupees million, unless otherwise stated)**

Particulars	Notes	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Other financial liabilities	21	68.36	101.57	94.85
Other liabilities	22	24.81	24.52	13.78
Provisions	23	86.57	55.62	40.23
Income tax liabilities (net)	7	209.53	52.71	3.31
Total current liabilities		2,716.20	1,753.67	1,087.05
Total liabilities		3,354.66	1,959.26	1,224.47
Total equity and liabilities		5,489.86	2,691.79	1,482.32

Note: The above statement should be read with Material Accounting Policies forming part of the Restated Financial Information in Annexure V, Statement of adjustments to Restated Financial Information in Annexure VI and Notes to Restated Financial Information in Annexure VII.

As per our report of even date attached
For O. Aggarwal & Co.
Chartered Accountants
FRN: 005755N

For and on the behalf of board of directors
Allied Engineering Works Limited
(Formerly known as "Allied Engineering Works Private Limited")

Ashutosh Goel
Managing Director
DIN:00499875

Vipul Gupta
Executive Director
DIN:03529058

CA Shubham Gupta
Partner
M.No.:539733

Manish Jain
Chief Financial Officer

Bhavesh Mehra
Company Secretary
M No.:A67896

Place: New Delhi
Date: July 2, 2025

Place: New Delhi
Date: July 2, 2025

Place: New Delhi
Date: July 2, 2025

Allied Engineering Works Limited (Formerly known as “Allied Engineering Works Private Limited”)

CIN No. U31900DL2011PLC220430

Annexure II : Restated Statement of Profit and Loss

(All amounts in Indian rupees million, unless otherwise stated)

Particulars	Notes	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Income				
Revenue from Operations	24	7,171.11	3,484.82	1,629.90
Other Income	25	29.64	13.31	18.70
Total Income		7,200.75	3,498.13	1,648.60
Expenses				
Cost of Materials Consumed	26	4,090.29	2,024.91	1,210.02
Change in Inventories of Finished Goods, Work in Progress and Stock-in-trade	27	(130.62)	(57.45)	(90.74)
Employee Benefits Expense	28	325.14	165.43	94.13
Finance Costs	29	65.33	49.81	36.18
Depreciation and Amortization Expense	30	81.05	60.87	53.80
Other Expenses	31	816.21	624.65	297.92
Total Expenses		5,247.40	2,868.22	1,601.31
Profit Before Tax		1,953.35	629.91	47.29
Tax Expense				
Current Tax		490.00	192.07	18.40
Deferred Tax (Net)		61.64	(36.28)	(4.14)
Tax Pertaining to earlier Years (Net)		(0.89)	-	22.86
Total Tax Expense		550.75	155.79	37.12
Profit for the Year		1,402.60	474.12	10.17
Other Comprehensive Income				
Items that will not to be reclassified to profit or loss in subsequent years:		-		
Re-measurement gains / (losses) on Defined Benefit Plan		0.10	0.75	1.40
Income Tax Effect		(0.03)	(0.19)	(0.35)
Other Comprehensive Income for the Year, Net of Tax		0.07	0.56	1.05
Total Comprehensive Income for the Year		1,402.67	474.68	11.22

Allied Engineering Works Limited (Formerly known as "Allied Engineering Works Private Limited")

CIN No. U31900DL2011PLC220430

Annexure II : Restated Statement of Profit and Loss

(All amounts in Indian rupees million, unless otherwise stated)

Particulars	Notes	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Earnings per Equity Share (Face value of Rs. 5 each)				
Basic	32	12.75	4.32	0.10
Diluted	32	12.75	4.32	0.10

Note: The above statement should be read with Material Accounting Policies forming part of the Restated Financial Information in Annexure V, Statement of adjustments to Restated Financial Information in Annexure VI and Notes to Restated Financial Information in Annexure VII.

As per our report of even date attached
For O. Aggarwal & Co.
Chartered Accountants
FRN: 005755N

For and on the behalf of board of directors
Allied Engineering Works Limited
(Formerly known as "Allied Engineering Works Private Limited")

Ashutosh Goel
Managing Director
DIN:00499875

Vipul Gupta
Executive Director
DIN:03529058

CA Shubham Gupta
Partner
M.No.:539733

Manish Jain
Chief Financial Officer

Bhavesh Mehra
Company Secretary
M No.:A67896

Place: New Delhi
Date: July 2, 2025

Place: New Delhi
Date: July 2, 2025

Place: New Delhi
Date: July 2, 2025

Allied Engineering Works Limited (Formerly known as "Allied Engineering Works Private Limited")

CIN No. U31900DL2011PLC220430

Annexure III : Restated Statement of Cash Flow

(All amounts in Indian rupees million, unless otherwise stated)

Particulars	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	1,953.35	629.91	47.29
Adjustment for:-			
Depreciation and amortisation	81.05	60.87	53.80
<u>Adjustment for Provision created during previous year</u>			
Finance income	(18.66)	(3.95)	(2.07)
Provision for gratuity (Net)	2.80	2.85	1.50
Provision for Bonus	0.69	1.09	0.61
Provision for Warranty	227.79	82.88	26.85
Provision for Leave Encashment	2.62	0.09	0.42
Provision for Expected Credit Loss	0.67	0.86	0.16
Provision for Delay Payment to MSME	0.80	1.11	2.00
Provision for Electricity Expense	1.17	1.21	-
Provision for Penalty	(24.86)	24.86	-
Provision for Expenses	16.12	-	-
Profit on sale/discard of fixed assets (Net)	-	0.66	(0.97)
Finance Cost	65.33	49.81	36.18
Operating Profit Before Working Capital Changes	2,308.87	852.25	165.77
Change in working capital			
(Increase)/decrease in trade Receivable	(1349.68)	(574.50)	(317.83)
(Increase)/decrease in inventories	(436.77)	(478.03)	(216.82)
(Increase)/decrease in other financial assets	(485.04)	(28.56)	16.83
(Increase)/decrease in other assets	(0.67)	38.89	(16.19)
Increase/(decrease) in other financial liabilities	(33.21)	6.72	53.25
Increase/(decrease) in lease liabilities	(45.48)	(38.55)	(28.34)
Increase/(decrease) in trade payables	440.51	615.67	272.69
Increase/(decrease) in Other Provisions	-	(0.03)	(1.19)
Increase/(decrease) in other liabilities	0.29	10.74	8.87
Cash generated/ used in operating activities	398.82	404.60	(62.95)
Income tax paid	332.29	142.66	35.41
Net cash generated/ used in operating activities	66.53	261.94	(98.36)
B. CASH FLOW FROM INVESTING ACTIVITIES			
Purchase of property, plant & equipment and intangible assets	(129.04)	(62.84)	(21.06)
Sale of fixed asset	-	3.37	0.88
Profit on sale of fixed assets	-	-	0.97
Interest income	18.66	3.95	2.07
Investment in deposit	(384.42)	(27.90)	36.77
Net cash generated from investing activities	(494.80)	(83.42)	19.63

Allied Engineering Works Limited (Formerly known as "Allied Engineering Works Private Limited")**CIN No. U31900DL2011PLC220430****Annexure III : Restated Statement of Cash Flow****(All amounts in Indian rupees million, unless otherwise stated)**

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
C. CASH FLOW FROM FINANCING ACTIVITIES			
Proceeds from borrowings	387.61	(22.56)	114.72
Finance cost	(64.73)	(49.76)	(36.14)
Net cash used in financing activities	322.88	(72.32)	78.58
D. Net change in cash & cash equivalents (A+B+C)	(105.39)	106.20	(0.15)
E. Opening balance of cash and cash equivalents	107.47	1.27	1.42
F. Cash & cash equivalents (Closing balance) (D+E)	2.08	107.47	1.27

Reconciliation of cash and cash equivalents:

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Cash on hand	2.00	0.87	1.26
Balances with banks			
- On current accounts	0.08	20.09	0.01
- Cash Credit Accounts having Debit Balance	-	86.51	-
Total	2.08	107.47	1.27

Note: The above statement should be read with Material Accounting Policies forming part of the Restated Financial Information in Annexure V, Statement of adjustments to Restated Financial Information in Annexure VI and Notes to Restated Financial Information in Annexure VII.

As per our report of even date attached
For O. Aggarwal & Co.
Chartered Accountants
FRN: 005755N

For and on the behalf of board of directors
Allied Engineering Works Limited
(Formerly known as "Allied Engineering Works Private Limited")

Ashutosh Goel
Managing Director
DIN:00499875

Vipul Gupta
Executive Director
DIN:03529058

CA Shubham Gupta
Partner
M.No.:539733

Manish Jain
Chief Financial Officer

Bhavesh Mehra
Company Secretary
M No.:A67896

Place: New Delhi
Date: July 2, 2025

Place: New Delhi
Date: July 2, 2025

Place: New Delhi
Date: July 2, 2025

Allied Engineering Works Limited (Formerly known as "Allied Engineering Works Private Limited")

CIN No. U31900DL2011PLC220430

Annexure IV : Restated Statement of Changes in Equity

(All amounts in Indian rupees million, unless otherwise stated)

A. Equity share capital

Particulars	As at 31 March 2025		As at 31 March 2024		As at 31 March 2023	
	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount
Balance at the beginning of the year	5,500,000	55.00	5,500,000	55.00	5,500,000	55.00
Changes in Equity Share Capital during the year	104,500,000	495.00	-	-	-	-
Balance at the end of the year	110,000,000	550.00	5,500,000	55.00	5,500,000	55.00

B. Other Equity

Particulars	Reserves and Surplus Retained Earnings	Total other equity
As at 1st April 2022	191.63	191.63
Profit for the Year	10.17	10.17
Other comprehensive income for the year	1.05	1.05
Premium on shares issued during the year	-	-
Share Issue Expenses	-	-
As at 31 March 2023	202.85	202.85
As at 01 April 2023	202.85	202.85
Profit for the year	474.12	474.12
Other comprehensive income for the year	0.56	0.56
Premium on shares issued during the year	-	-
Share Issue Expenses	-	-
As at 31 March 2024	677.53	677.53
As at 01 April 2024	677.53	677.53
Profit for the Year	1,402.60	1,402.60
Issue of Bonus Share	(495.00)	(495.00)
Other Comprehensive Income for the Year	0.07	0.07
Premium on Shares issued during the Year	-	-
As at 31 March 2025	1,585.20	1,585.20

Note: The above statement should be read with Material Accounting Policies forming part of the Restated Financial Information in Annexure V, Statement of adjustments to Restated Financial Information in Annexure VI and Notes to Restated Financial Information in Annexure VII.

As per our report of even date attached
For O. Aggarwal & Co.
Chartered Accountants
FRN: 005755N

For and on the behalf of board of directors
Allied Engineering Works Limited
(Formerly known as "Allied Engineering Works Private Limited")

Ashutosh Goel
Managing Director
DIN:00499875

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Manish Jain
Chief Financial Officer

Bhavesh Mehra
Company Secretary
M No.:A67896

Place: New Delhi
Date: July 2, 2025

Place: New Delhi
Date: July 2, 2025

Place: New Delhi
Date: July 2, 2025

1. Corporate Information

Allied Engineering Works Limited (referred to as ‘Allied’ or the ‘Company’) (formerly known as *Allied Engineering Works Private Limited*) is a company registered in India. The Company is engaged in the business of manufacturing and providing Metering & Metering solutions and Cable business. The registered office of the Company is located at M-11, Badli Industrial Estate New Delhi-110042.

The Restated Financial Information were authorized for issue in accordance with a resolution of the directors on July 2, 2025.

2. Material Accounting Policies

These notes provides a list of the material accounting policies adopted in the preparation of this Restated Financial Information. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 Statement of compliance and basis of preparation

The restated financial information relates to the company and has been specifically prepared for inclusion in the document to be filed by the Company with the Securities and Exchange Board of India (“SEBI”) in connection with the proposed Initial Public Offer (‘IPO’) of equity shares of the Company (referred to as the “Issue”). The restated financial information comprise Restated Statement of Assets and Liabilities as at March 31, 2025, March 31, 2024 and March 31, 2023 the Restated Statement of Profit and Loss (including Other Comprehensive Income), the Restated Statement of Cash Flows, the Restated Statement of Changes in Equity and Notes forming part of the Restated Financial Information for the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023 (hereinafter collectively referred to as “Restated Financial Information”).

Restated Financial Information has been prepared by the Management of the Company to comply in all material respects with the requirements of:

- a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (“the Act”);
- b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“ICDR Regulations”); and
- c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (ICAI), as amended (the “Guidance Note”).

The Restated Financial Information have been compiled from:

- a. Audited Ind AS financial Statements of the company as at and for the financial year ended March 31, 2025 prepared in accordance with the Indian accounting Standards (referred to as “Ind AS”) as prescribed under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India which have been approved by the Board of Directors at their meeting held on June 17, 2025;
- b. The audited special purpose Ind AS financial statements of the Company as at and for the financial year ended March 31, 2024, which were prepared in accordance with the Ind AS and other accounting principles generally accepted in India, which has been approved by the Board of Directors at their meeting held on June 17, 2025
- c. The audited special purpose Ind AS Financial Statements of the Company as at and for the financial year ended March 31, 2023, which were prepared in accordance with the Ind AS and other accounting principles generally accepted in India, which has been approved by the Board of Directors at their meeting held on June 17, 2025
- d. The audited financial statements of the Company as at and for the financial years ended March 31, 2024 and March 31, 2023 audited by previous auditor, Kumar & Bansal, Chartered Accountants which were approved by the Board of Directors in their meetings held on August 2, 2024 and June 23, 2023, respectively

In pursuance to general directions received from Securities and Exchange Board of India (SEBI) vide their email dated 28 October 2021 received by the Book Running Lead Managers (‘BRLMs’) of the Company through Association of Investment Bankers of India (AIBI), as shared with us, these Special Purpose Financial Statements have been prepared solely for the purpose of preparation of Restated Financial Information for inclusion in Offer

document in relation to the proposed IPO. As such these Special Purpose Financial Statements are not suitable for any other purpose other than for the purpose of preparation of Restated Financial Information and are also not financial statements prepared pursuant to any requirements under section 129 of the Companies Act, 2013, as amended.

The accounting policies have been consistently applied by the company in preparation of the Restated Financial Information and are consistent with those adopted in the preparation of financial statements for the all the period stated. This Restated Financial Information does not reflect the effects of events that occurred subsequent to the respective dates of board meeting held to approve and adopt the audited Special Purpose Financial Statements as mentioned above.

The Restated Financial Information have been prepared so as to contain information / disclosures and incorporating adjustments set out below in accordance with the ICDR Regulations:

- a. Adjustments to the profits or losses of the earlier periods and of the period in which the change in the accounting policy has taken place, recomputed to reflect what the profits or losses of those periods would have been if a uniform accounting policy was followed in each of these periods, if any;
- b. Adjustments for reclassification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the groupings as per the Restated Financial Information of the company for the all the period stated and the requirements of the ICDR Regulations, if any; and
- c. The resultant impact of tax due to the aforesaid adjustments, if any.

The Restated Financial Informations have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value, if any;

- Derivative Financial Instruments
- Certain Financial Assets and Liabilities measured at fair value (refer accounting policies regarding financial instruments)

The Restated Financial Informations are presented in Indian Rupees (Rs.). All values have been rounded off to two decimal places to the nearest Millions (Rs 000,000) except when otherwise stated.

2.2 Summary of Material Accounting Policies

a. 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 realized or intended to be sold or consumed in normal operating cycle,
- Held primarily for the purpose of trading,
- Expected to be realized 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.

All other assets are classified as non-current.

A liability is 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.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

b. **Foreign currencies**

The Restated Financial Informations are presented in Indian rupees (INR), which is the functional currency of the Company.

Transactions and balances

Transactions in foreign currencies are initially recorded by the Company in INR at spot rates at the date the transaction first qualifies for recognition. Monetary assets and liabilities denominated in foreign currencies are translated at INR spot rates of exchange at the reporting date. Exchange differences arising on settlement or translation of monetary items are recognized in the statement of profit and loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. 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 recognized in OCI or profit or loss are also recognized in OCI or profit or loss, respectively).

c. **Fair Value Measurement**

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date. 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 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 at its highest and best use or by selling it to another market participant that would use the asset at 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 the fair value, maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the Restated Financial Informations are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognized in the Restated Financial Informations on a recurring basis,

the Company determines whether transfers have occurred between levels in the hierarchy by re- assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Company determines the policies and procedures for both recurring fair value measurement, such as derivative instruments and unquoted financial assets measured at fair value, and for non-recurring measurement, such as assets held for distribution in discontinued operations.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

d. Revenue from Contract with Customer

Revenue from contracts with customers are recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company has concluded that it is the principal in its revenue arrangements because it typically controls the goods or services before transferring them to the customer.

Ind AS 115 establishes a five-step model to account for revenue arising from contracts with customers and requires that revenue be recognized at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer.

Ind AS 115 requires entities to exercise judgement, taking into consideration all of the relevant facts and circumstances when applying each step of the model to contracts with their customers. The standard also specifies the accounting for the incremental costs of obtaining a contract and the costs directly related to fulfilling a contract. In addition, the standard requires extensive disclosures.

The Goods and service Tax (GST) is not received by the Company on its own account. It is a tax collected on value added to the commodity by the seller on behalf of the government. Accordingly, it has been excluded from revenue.

The specific recognition criteria described below must also be met before revenue is recognized.

Revenue from sale of goods

Revenue from the sale of goods is recognized at a point in time. The performance obligation is completed when control of the asset is transferred to the customer, generally on delivery of the goods. 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.

Revenue from Installation and other services

The Company provides installation services that are bundled together with the sale of products to a customer. The installation services can be obtained from other providers and do not significantly customize or modify the meter or related products manufactured.

Contracts for bundled sales of meters and related products and installation services are comprised of two performance obligations because the promises to transfer equipment and provide installation services are capable of being distinct and separately identifiable.

The Company recognizes revenue from installation services over time, using an input method to measure progress towards complete satisfaction of the service, because the customer simultaneously receives and consumes the benefits provided by the Company. Revenue from the sale of the meters and related products is recognized at a point in time, generally upon delivery of the equipment.

Revenue from Erection Contracts

When the outcome of a construction contract can be estimated reliably, contract revenue and contract costs associated with the construction contract shall be recognized as revenue and expenses respectively by reference

to the stage of completion of the contract activity at the end of the reporting period. The percentage of completion is determined by the proportion that contract costs incurred for work performed up to the reporting date bear to the estimated total contract costs. However, profit is not recognized unless there is reasonable progress on the contract. If the total cost of a contract, based on technical and other estimates, is estimated to exceed the total contract revenue, the foreseeable loss is provided for. The effect of any adjustment arising from revision to estimates is included in the income statement of the year in which revisions are made. Contract revenue earned in excess of billing has been reflected under “Other current assets” and billing in excess of contract revenue has been reflected under “Other current liabilities” in the balance sheet.

Price Escalation and other claims or variations in the contract work are included in contract revenue only when:

- i. Negotiations have reached to an advanced stage such that it is probable that customers will accept the claim; and
- ii. The amount that is probable will be accepted by the customer and can be measured reliably.

Trade receivables/ Unbilled Revenue:

A receivable is recognized if an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).

Contract modifications

Contract modifications are defined as changes in the scope of the work, other than changes envisaged in the original contract, that may result in a change in the revenue associated with that contract. Modifications to the initial contract require the customer’s technical and/or financial approval before billings can be issued and the amounts relating to the additional work can be collected. The Company does not recognize the revenue from such additional work until the customer’s either of the technical or financial approval has been obtained. In cases where the additional work has been approved but the corresponding change in price has not been determined, the requirement described below for variable consideration is applied: namely, to recognize revenue for an amount with respect to which it is highly probable that a significant reversal will not occur.

Claims

A claim is a request for payment of compensation from the customer (for example, for compensation, reimbursement of prolongation costs, etc.) that is rejected and being disputed by the customer under the contract. The revenue relating to claims which are pending before various judicial authorities is not recognized till the time it is established that such amounts are clearly due and enforceable

Interest income

For all financial instrument measured at amortized cost, interest income is recorded using effective interest rate (EIR), which is the rate that exactly discounts the estimated future cash payments or receipts through the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset. Interest income is included under the head “other income” in the statement of profit and loss.

Other Operating Income

The Company presents incentives received related to refunds of indirect taxes as other operating income in the statement of profit and loss. Interest on the contract assets/ financial assets arising from the Company’s principal or ancillary revenue generating activities are classified as ‘Other operating revenue’ in Statement of Profit and Loss.

e. **Government Grants**

Government grants are recognized where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognized as income

and shown as separate item under head “Other Income” on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognized as deduction from the cost of the asset and depreciation is charged on the net cost.

f. Taxes

Tax expense comprises current tax expense 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 rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in India.

Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in OCI or in equity). Current tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provision where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognized for all taxable temporary differences.

Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax assets to be utilized. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period/year when the asset is realized or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in OCI or in equity). Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

The Company offsets deferred tax assets and deferred tax liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity which intends either to settle current tax liabilities and assets on a net basis, or to realize the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

i. Property, Plant & Equipment

Property, plant and equipment and capital work in progress are stated at cost, net of tax / duty credit availed, less accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long- term projects if the recognition criteria are met. 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. All other repair and maintenance costs are recognized in the statement of profit and loss as incurred. Cost includes expenditures that are directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials and other costs directly

attributable to bringing the asset to a working condition for its intended use. Borrowing costs that are directly attributable to the construction or production of a qualifying asset are capitalized as part of the cost of that asset.

Subsequent expenditure related to an item of property, plant and equipment is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance or extends its estimated useful life.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Gains and losses upon disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment and are recognized net within “other (income)/expense, net” in the statement of profit and loss.

Depreciation is calculated on a Written Down Value Method using the rates arrived at based on the useful lives estimated by the management, which is equal to the life prescribed under the Schedule II to the Companies Act, 2013

The lives of the assets are as follows:

Particulars	Plant and Machinery	Electrical Installations & Equipment's	Factory Equipment's	Furniture & fixtures	Office Equipment's	Motor Vehicles
Useful live	15	5	15	10	3	8

No Depreciation has been charged on the cost of Land, if any.

The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

An item of property, plant and equipment and any significant part initially recognized is derecognized 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 derecognized.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial period/year end and adjusted prospectively, if appropriate. incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

j. Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

k. Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low- value assets. The Company recognizes lease liabilities to make lease payments and right- of-use assets representing the right to use the underlying assets.

Right-of-use assets

The Company recognizes right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and

impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

Lease Liabilities

At the commencement date of the lease, the Company recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments. 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 or a change in the assessment of an option to purchase the underlying asset.

Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases of those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option.

l. Inventories

Inventories are valued at the lower of cost and net realizable value. Cost is determined on first in first out basis.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

- Raw materials and Components: Materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition.
- Finished goods and work in progress: cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity, but excluding borrowing costs. Cost of finished goods includes excise duty, if applicable.
- Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

m. Impairment of Non- Financial Assets

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 costs of disposal and its value in use. 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. When 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 costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated.

Impairment losses, including impairment on inventories, are recognized in the statement of profit and loss. An assessment is made at each reporting date to determine whether there is an indication that previously recognized impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognized impairment loss is reversed only if there has

been a change in the assumptions used to determine the asset’s recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior periods/ years. Such reversal is recognized 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.

n. Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event and 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 recognized 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 recognized as a finance cost.

Provisions are reviewed at each Balance Sheet date.

Warranty Provision

Provisions for warranty-related costs are recognized when the product is sold or service provided to the customer. Initial recognition is based on historical experience. The initial estimate of warranty-related costs is revised annually.

Liquidated damages

Provision for liquidated damages are recognized on contracts for which delivery dates are exceeded and computed in reasonable manner.

Other Litigation claims

Provision for litigation related obligation represents liabilities that are expected to materialize in respect of matters in appeal.

Onerous contracts

If the Company has a contract that is onerous, the present obligation under the contract is recognized and measured as a provision. However, before a separate provision for an onerous contract is established, the Company recognizes any impairment loss that has occurred on assets dedicated to that contract.

An onerous contract is a contract under which the unavoidable costs (i.e., the costs that the Company cannot avoid because it has the contract) of meeting the obligations under the contract exceed the economic benefits expected to be received under it. The unavoidable costs under a contract reflect the least net cost of exiting from the contract, which is the lower of the cost of fulfilling it and any compensation or penalties arising from failure to fulfil it.

o. Retirement and other employee benefits

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.

The cost of providing benefits under the defined benefit plan is determined based on actuarial valuation under purchase unit credit method.

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognized immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to statement of profit and loss in subsequent periods.

Past service costs are recognized in statement of profit or loss on the earlier of:

- The date of the plan amendment or curtailment, and
- The date that the Company recognizes related restructuring costs.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognizes 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

The Company treats accumulated leave, as a short-term employee benefit for measurement purposes. The Company presents the entire liability in respect of leave as a current liability in the balance sheet, since it does not have an unconditional right to defer its settlement beyond 12 months after the reporting date.

p. **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

Financial assets are classified, at initial recognition, as subsequently measured at amortized cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

The classification of financial assets at initial recognition 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.

In order for a financial asset to be classified and measured at amortized cost or fair value through OCI, it needs to give rise to cash flows that are ‘solely payments of principal and interest (SPPI)’ on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Company’s business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortized cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows while financial assets classified and measured at fair value through OCI are held within a business model with the objective of both holding to collect contractual cash flows and selling.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Debt instruments at amortized cost
- Debt instruments at fair value through other comprehensive income (FVTOCI)
- Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)

Debt Instrument

A ‘debt instrument’ is measured at the amortized 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.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. 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 EIR. The EIR amortization is included in finance income in the statement of profit and loss. The losses arising from impairment are recognized in the statement of profit and loss. This category generally applies to trade and other receivables.

Debt instrument at FVTOCI

A ‘debt instrument’ is classified as at the FVTOCI if both of the following criteria are met:

- a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- b) The asset’s contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the OCI. However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the statement of profit and loss. On derecognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified from the equity to statement of profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Debt instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL. Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

Equity investments:

All equity investments are measured at fair value except for equity investment in Associates which have been measured at cost. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in OCI subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If an equity instrument is classified as FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to statement of profit and loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity. Equity instruments classified as FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

Impairment of Financial Assets:

In accordance with Ind AS 109, the Company recognizes an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

For trade receivables and contract assets, the Company applies a simplified approach in calculating ECLs. Therefore, the Company does not track changes in credit risk, but instead recognizes 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.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized (i.e. removed from the Company’s balance sheet) when:

- a) the rights to receive cash flows from the asset have expired, or
- b) The Company has transferred its rights to receive cash flows from the asset, and
 - (i) the Company has transferred substantially all the risks and rewards of the asset, or
 - (ii) 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 passthrough 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 recognize the transferred asset to the extent of the Company’s continuing involvement. In that case, the Company also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in statement of profit and loss when the liabilities are derecognized as well as through the EIR 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 EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

Financial Guarantee Contracts

Financial guarantee contracts issued by the company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognized initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as

per impairment requirements of Ind AS 109 and the amount recognized less cumulative amortization.

Derecognition

A financial liability is derecognized when the obligation under the liability 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 recognized in the Statement of Profit and Loss.

Reclassification of financial assets

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognized gains, losses (including impairment gains or losses) or interest.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

q. **Derivative Financial Instruments**

Initial recognition and subsequent measurement

The Company uses derivative financial instruments, such as foreign currency denominated borrowings and foreign exchange forward contracts to manage some of its transaction exposures. Such derivative financial instruments are initially recognized at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss. The foreign exchange forward are not designated as cash flow hedges and are entered into for periods consistent with foreign currency exposure of the underlying transactions.

r. **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, which are 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, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

Dividend

The Company recognizes a liability to pay dividend to equity holders of the parent when the distribution is authorized, and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorized when it is approved by the shareholders. A corresponding amount is recognized directly in equity.

s. **Earnings Per Share**

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the 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 that have changed the number of equity shares outstanding, without a corresponding change in resources.

Diluted EPS amounts are calculated by dividing the net profit or loss attributable to equity shareholders by the weighted average number of Equity shares outstanding during the year plus the weighted average number of equity shares outstanding, for the effects of all dilutive potential shares

t. Segment reporting

The Company's Chief Operating Decision maker is the Senior Management who evaluates Company's performance and allocates resources based on an analysis of various performance indicators by business verticals. The Chief Operating Decision Maker (CODM) reviews the business as one operating segments - 'Metering and Cable Business'. Segment information has been presented in the Restated Financial Information's in accordance with Ind AS 108 notified under the Companies (Indian Accounting Standards) Rules, 2015

Further the geographical segment is based on the areas in which major operating divisions of the Company operates.

u. Contingent Liability and contingent assets

A contingent liability is 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 Company or a present obligation that is not recognized because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognized the contingent liability but discloses its existence in the Restated Financial Information's.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. The Company does not recognized the contingent assets since this may result in the recognition of income that may never be realized but discloses its existence in the Restated Financial Information's. Where an inflow of economic benefits are probable, the Company disclose a brief description of the nature of contingent assets at the end of the reporting period. However, when the realization of income is virtually certain, then the related asset is not a contingent asset and the Company recognize such assets.

Contingent liabilities and Contingent assets are reviewed at each Balance Sheet date.

v. CSR expenditure

The Company charge its CSR expenditure incurred during the year to the statement of profit and loss.

w. Significant accounting judgements, estimates and assumptions

The preparation of Restated Financial Information's as per Ind AS requires management to make judgments, estimates and assumptions in the application of accounting policies that affect the reported amounts of assets, liabilities, income and expenses. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

Estimation of Deferred tax asset recoverable

Deferred tax assets are recognized for unused tax losses to the extent that it is probable that taxable profit will be available against which the same can be utilized. Significant management judgement is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

Effective Interest Rate (EIR) method

The Company's EIR methodology, recognizes interest expense using a rate of return that represents the best

estimate of a constant rate of return over the expected behavioral life of loans taken and recognizes the effect of potentially different interest rates at various stages and other characteristics of the product life cycle (including prepayments and penalty interest and charges). This estimation, by nature, requires an element of judgement regarding the expected behavior and life-cycle of the instruments, as well expected changes to India’s base rate and other fee income/expense.

Allied Engineering Works Limited (Formerly Known as “Allied Engineering Works Private Limited”)
Annexure VI : Statement of Adjustments to Restated Financial Information
(All amounts in Indian rupees million, unless otherwise stated)

For periods up to and including the year ended 31 March 2024, the Company prepared its financial statements in accordance with accounting standards referred to in paragraph 7 of the Companies (Accounts) Rules, 2014 (Previous GAAP) notified under section 133 of the Companies Act, 2013. The Restated Financial Information have been compiled from the audited financial statements of the Company as at and for the year ended 31 March 2025 and the Audited Special Purpose Financial Statements of the Company as at and for the year ended 31 March 2024 & 31 March 2023 (refer basis of preparation para under Note 2.1).

In preparing these financial statements, the Company’s opening balance sheet was prepared as at 01 April 2022, the Company’s date of transition to Ind AS. This note explains the principal adjustments made by the Company in restating its IGAAP financial statements, including the balance sheet as at 01 April 2022 and the financial statements as at and for the year ended 31 March 2024 and how the transition from IGAAP to Ind AS has affected the Company’s financial position, financial performance and cash flows.

There is no difference between Restated Financial Information, Audited Financial Statements and Audited Special Purpose Financial Statements of the Company as referred above. Reconciliations between the Restated Financial Information and Audited Financial Statements (IGAAP) of the Company are set out in the following tables and notes.

A) Reconciliations between the restated financial information and audited financial statements (IGAAP) of the Company.

1 Reconciliation of total equity as at 31 March 2024, 31 March 2023 and 01 April 2022

Particulars	As at 31 March 2024	As at 31 March 2023	As at 01 April 2022
Total equity (shareholder’s funds) as per audited IGAAP Financials of respective years	752.15	309.11	284.74
Adjustment :-			
Adjustment in Trade Receivables (Recognition of ECL)	(11.86)	(11.86)	(11.86)
Adjustment in Provision for Gratuity	(2.81)	(2.81)	(2.81)
Adjustment from Profit & Loss	16.88	(14.20)	0.00
Adjustment of OCI for the year	1.61	1.05	0.00
Adjustment for Prior Period Items	(23.44)	(23.44)	(23.44)
Total Adjustments	(19.62)	(51.26)	(38.11)
Total equity as per financial Statements	732.53	257.85	246.63

2 Reconciliation of Profit and other comprehensive income / (loss) for the year ended 31 March 2024, 31 March 2023

Particulars	As at 31 March 2024	As at 31 March 2023
Profit/(loss) after tax as per audited IGAAP Financials of respective years	443.04	24.37
Adjustments:		
Actual rent paid	44.40	37.20
CSR Expense	0.01	(0.01)
Decrease in Interest Income of FDR due to interest recognised two times	(0.22)	-
Decrease in GST Expense	2.82	-
Decrease in Penalty Provision due to GST Input recognised as Penalty Expenses	4.48	-
Depreciation of ROU assets	(36.39)	(36.39)
Change in Depreciation on PPE	(0.56)	(1.21)
EpF Expense (Rebate) Derecognised	(0.15)	0.03
Fluctuation In Currency Increase / (Decrease)	0.39	5.41
Increase in Deferred Tax Assets	32.77	1.73
Increase in Electricity Expense due to Provision not made	(0.19)	0.00
Increase in EPF Expenses	(0.03)	0.00
Increase in Income Tax Provision	(32.56)	0.00
Increase in Valuation of Closing Stock due to deferment of Revenue	42.27	49.71
Interest on lease liability	(5.84)	(8.87)
Interest Provision on Delayed Payment of MSME	(0.94)	(2.00)

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(All amounts in Indian rupees million, unless otherwise stated)

Interest Cost on Gratuity	(0.05)	(0.04)
Prepaid Expense recognised	8.10	5.35
Unbilled Revenue	25.61	0.00
Prior Period Freight Adjustments	5.57	0.00
Provision of ECL	11.30	(0.16)
Provision on Gratuity	1.91	(1.17)
Revenue Deferement	(71.62)	(63.78)
Total Adjustments	31.08	(14.20)
Porfit for the Year as per Financial Statements	474.12	10.17

Notes to reconciliations between previous GAAP and IND AS

Financial liabilities and related transaction cost at amortised cost:

Borrowings and other financial liabilities which were recognised at historical cost under previous GAAP have been recognised at amortised cost under IND AS with the difference been adjusted to opening retained earnings, if any. Under Previous GAAP, transaction costs incurred in connection with borrowings are amortised upfront and charged to statement of profit or loss or capitalised. Under IND AS, transaction costs are deducted from the initial recognition amount of the financial liability and charged to statement of profit or loss over the tenure of the borrowings using the effective interest rate method

Fair valuation of investments:

Investments in preference shares have been measured at fair value through profit or loss as against cost less diminution of other than temporary nature, if any, under the previous GAAP. Equity investments have been measured at fair value.

Defined benefit liabilities:

Under IND AS, re-measurements i.e. actuarial gains and losses and the return on plan assets, excluding amounts included in the net interest expense on the net defined benefit liability are recognised in other comprehensive income instead of profit and loss in previous GAAP.

Other comprehensive income:

Under IND AS, all items of income and expense recognised in a period should be included in profit or loss for the period, unless a standard requires or permits otherwise. Items of income and expense that are not recognised in profit or loss but are shown in the statement of profit and loss as ‘other comprehensive income’ includes re-measurements of defined benefit plans. The concept of other comprehensive income did not exist under previous GAAP.

Deferred Tax:

Under IND AS, deferred on account of fair value adjustments on other IND AS differences has been appropriately recognised and we followed Balance sheet approach from recognition of deferred tax instead of Profit and Loss approach as per IGAAP.

Allied Engineering Works Limited (Formerly Known as "Allied Engineering Works Private Limited")

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Annexure VI : Statement of Adjustments to Restated Financial Information

(All amounts in Indian rupees million, unless otherwise stated)

3 Impact of restatement adjustment on the cash flows statement for the year ended 31 March 2024 and 31 March 2023

The Ind AS adjustments has not made a material impact on the statement of cash flows

4 Reconciliation of the assets and liabilities presented in the balance sheet prepared as per audited IGAAP financials and as per Ind AS Balance Sheet as follows

Particulars	As at March 31, 2024			As at March 31, 2023		
	IGAAP	Adjustments	Restated	IGAAP	Adjustments	Restated
Assets						
Non- current assets						
Property, plant and equipment	103.94	4.27	108.21	69.06	4.82	73.88
Right-of-use assets	-	36.38	36.38	-	72.77	72.77
Other non current financials assets	-	9.72	9.72	0.30	4.00	4.30
Deferred tax assets (net)	7.62	33.92	41.54	4.08	1.37	5.45
Total non current assets	111.56	84.29	195.85	73.44	82.96	156.40
Current assets						
Inventories	732.73	91.98	824.71	296.97	49.71	346.68
Financial assets						
Trade receivables	1546.1	(107.11)	1,438.99	943.72	(78.37)	865.35
Cash and cash equivalents	90.36	17.11	107.47	42.54	(41.27)	1.27
Bank balance other than cash and cash equivalents		69.17	69.17		41.27	41.27
Other financials assets	33.66	8.45	42.11	12.92	6.05	18.97
Other assets	10.67	2.82	13.49	52.38		52.38
Total current assets	2413.52	82.42	2495.94	1,348.53	(22.61)	1,325.92
Total assets	2,525.08	166.71	2,691.79	1,421.97	60.35	1,482.32
Equity and liabilities						
Equity						
Equity share capital	55	-	55.00	55.00		55.00
Other equity	697.15	(19.62)	677.53	254.11	(51.26)	202.85
Total equity	752.15	(19.62)	732.53	309.11	(51.26)	257.85
Non-current liabilities						
Financial liabilities						
Borrowings	35.98	-	35.98	22.73	0.80	23.53
Lease liabilities					42.26	42.26
Deferred tax liabilities (net)						
Provisions	179.93	(10.32)	169.61	92.29	(20.66)	71.63
Total non current liabilities	215.91	(10.32)	205.59	115.02	22.40	137.42

Allied Engineering Works Limited (Formerly Known as "Allied Engineering Works Private Limited")

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Annexure VI : Statement of Adjustments to Restated Financial Information

(All amounts in Indian rupees million, unless otherwise stated)

Particulars	As at March 31, 2024			As at March 31, 2023		
	IGAAP	Adjustments	Restated	IGAAP	Adjustments	Restated
Current liabilities						
Financial liabilities						
Borrowings	162.99	82.47	245.46	281.43	(0.96)	280.47
Lease liabilities		42.27	42.27		38.56	38.56
Trade payables						
- Total outstanding dues of micro enterprises and small enterprises		149.34	149.34		153.08	153.08
- Total outstanding dues of creditors other than micro enterprises and small enterprises	1212.56	(130.38)	1,082.18	597.89	(135.12)	462.77
Other financial liabilities	100.89	0.68	101.57	98.14	(3.29)	94.85
Other liabilities	24.52	-	24.52	13.81	(0.03)	13.78
Provisions	35.91	19.71	55.62	3.28	36.95	40.23
Income tax liabilities (net)	20.15	32.56	52.71	3.31		3.31
Total current liabilities	1,557.02	196.65	1,753.67	997.86	89.19	1,087.05
Total liabilities	1,772.93	186.33	1,959.26	1,112.88	111.59	1,224.47
Total equity and liabilities	2,525.08	166.71	2,691.79	1,421.99	60.33	1,482.32

5 Reconciliation of the income and expenses presented in the statemnets of profit and loss prepared as per audited IGAAP financials and as per Ind AS financials Statements as belows

Particulars	For the year ended 31 March 2024			For the year ended 31 March 2023		
	IGAAP*	Adjustments	Restated	IGAAP*	Adjustments	Restated
Income						
Revenue from Operations	3530.83	(46.01)	3,484.82	1,693.68	(63.78)	1,629.90
Other Income	9.32	3.99	13.31	1.93	16.77	18.70
Total Income	3540.15	(42.02)	3498.13	1,695.61	(47.01)	1,648.60
Expenses						
Cost of Materials Consumed	2024.91	-	2,024.91	1,210.02	-	1,210.02
Change in Inventories of Finished Goods, Work in Progress and Stock-in-trade	(15.19)	(42.26)	(57.45)	(41.03)	(49.71)	(90.74)
Employee Benefits Expense	167.17	(1.74)	165.43	92.99	1.14	94.13
Finance Costs	52.02	(2.21)	49.81	32.61	3.57	36.18
Depreciation and Amortization Expense	23.93	36.94	60.87	16.20	37.60	53.80
Other Expenses	687.28	(62.63)	624.65	320.63	(22.71)	297.92
Total Expenses	2,940.12	(71.90)	2,868.22	1,631.42	(30.11)	1,601.31
Profit Before Tax	600.03	29.88	629.91	64.19	(16.90)	47.29
Tax Expense						
Current Tax	159.51	32.56	192.07	18.40	-	18.40
Deferred Tax (Net)	(3.54)	(32.74)	(36.28)	(2.42)	(1.72)	(4.14)
Tax Pertaining to earlier Years (Net)					22.86	22.86
Total Tax Expense	155.97	(0.18)	155.79	15.98	21.14	37.12
Profit for the Year	444.06	30.06	474.12	48.21	(38.04)	10.17
Other Comprehensive Income						
Items that will not to be reclassified to profit or loss in subsequent years:						
Re-measurement gains / (losses) on Defined Benefit Plan		0.75	0.75		1.40	1.40
Income Tax Effect		(0.19)	(0.19)		(0.35)	(0.35)
Other Comprehensive Income for the Year, Net of Tax		0.56	0.56		1.05	1.05
Total Comprehensive Income for the Year	444.06	30.62	474.68	48.21	(36.99)	11.22

* The audited financial statements figures have been reclassified to conform to Ind AS presentation requirements for the purposes of this note.

PART B: NON-ADJUSTING EVENTS

A. Qualifications in Auditors' Report, which do not require any corrective adjustments in the Restated Financial Information

There are no audit qualifications in the auditor's report for the years ended March 31, 2025, March 31, 2024 and March 31, 2023 respectively.

B. Audit Qualifications in Annexure to Auditors' Report, which do not require any corrective adjustments in the Restated Financial Information

Statements/comments included in the Companies (Auditor's Report) Order, 2020, which do not require any corrective

In addition to the audit opinion on the financial statements, the auditors are required to comment upon the matters included in the Companies (Auditor's Report) Order, 2020 issued by the Central Government of India under sub-section (11) of Section 143 of Companies Act, 2013 on the financial statements as at and for the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023 respectively. Certain statements/comments included in the CARO in the financial statements, which do not require any adjustments in the Restated Financial Information are reproduced below in respect of the financial statements presented.

For the year ended March 31, 2025

Clause 7 (b) of CARO 2020 Order

According to the information and explanations given to us and on the basis of our examination of the books of account, there are no statutory dues of provident fund, employees' state insurance, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess which have not been deposited on account of any dispute. The particulars of other statutory dues referred to in sub-clause (a) as at March 31, 2025 which have not been deposited on account of a dispute, are as follows:

Name of the Statute	Nature of the Dues	Amount (in million)	Period to Which Amount Relates (Financial year)	Forum where dispute is pending
CGST Act 2017	Goods and Services Tax	9.90	2017-18	The matter is pending with Commissioner (Appeals), CGST, Delhi
CGST Act 2017	Goods and Services Tax	0.55	2017-18	The matter is pending with Commissioner (Appeals), CGST, Delhi
Income Tax Act 1962	Income Tax	17.19	2020-21	Vide Order No. W.P.(C) 10939/2023 dated 18th August 2023, Delhi High Court has set aside the impugned Order. Liberty is however given to the Assessing Officer to pass a fresh order after giving personal hearing opportunity to the Assessee
Income Tax Act 1962	Income Tax	21.38	2017-18	Pending at CIT (A)

For the year ended March 31, 2024

Clause 7 (b) of CARO 2020 Order

7(i) According to information and explanations given to us, the company has an outstanding liabilities of Rs 2,13,81,020/- to Income-tax Authorities which arose due to passing of order under section 147 of Income-Tax Act, 1961 for assessment year 2018-19 on 21.03.2023 for which appeal has been filed with the relevant authorities.

7(ii) According to information and explanations given to us, the company has an outstanding liabilities of Rs 1,92,58,294/- to Income-tax Authorities which arose due to passing of order under section 270A of Income-Tax Act, 1961 for assessment year 2021-22 on 23.06.2023 for which appeal has been filed with the relevant authorities.

Clause 14 of CARO 2020 Order

14(a) The company does not have any internal audit system;

14(b) There is no report on Internal Audit System available.

For the year ended March 31, 2023

Clause 7 (b) of CARO 2020 Order

According to information and explanations given to us, the company has an outstanding liabilities of Rs 2,13,81,020/- to Income-tax Authorities which arose due to passing of order under section 147 of Income-Tax Act, 1961 for assessment year 2018-19 on 21.03.2023 for which appeal has been filed with the relevant authorities.

Clause 14 (a), (b) of CARO 2020 Order

14(a) The company does not have any internal audit system;

14(b) There is no report on Internal Audit System available

3 Property, Plant and Equipment

Particulars	Plant and Machinery	Electrical Installations & Equipments	Factory Equipments	Furniture & fixtures	Office Equipments	Motor Vehicles	Total
As at 01 April 2022	146.24	2.86	0.07	1.65	6.26	6.32	163.40
Additions	21.72	-	-	1.77	3.51	-	27.00
Grant Received	(5.94)	-	-	-	-	-	(5.94)
Disposals	(5.57)	-	-	-	-	-	(5.57)
As at 31 March 2023	156.45	2.86	0.07	3.42	9.77	6.32	178.89
Additions	59.00	-	-	0.26	3.81	7.51	70.58
Grant Received	(7.74)	-	-	-	-	-	(7.74)
Disposals	(7.53)	-	-	-	-	-	(7.53)
As at 31 March 2024	200.18	2.86	0.07	3.68	13.58	13.83	234.20
Additions	111.40	-	-	3.14	8.35	6.15	129.04
Grant Received	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-
As at 31 March 2025	311.58	2.86	0.07	6.82	21.93	19.98	363.24
Depreciation							
As at 01 April 2022	79.75	2.12	0.05	1.15	4.47	4.75	92.29
Charge for the year	14.81	0.13	-	0.55	1.43	0.49	17.41
Disposals	(4.69)	-	-	-	-	-	(4.69)
As at 31 March 2023	89.87	2.25	0.05	1.70	5.90	5.24	105.01
Charge for the year	20.12	0.11	-	0.53	2.75	0.97	24.48
Disposals	(3.50)	-	-	-	-	-	(3.50)
As at 31 March 2024	106.49	2.36	0.05	2.23	8.65	6.21	125.99
Charge for the year	29.99	0.09	-	0.85	5.04	4.28	40.25
Disposals	-	-	-	-	-	-	-
As at 31 March 2025	136.48	2.45	0.05	3.08	13.69	10.49	166.24
Net Book value							
As at 01 April 2022	66.49	0.74	0.02	0.50	1.79	1.57	71.11
As at 31 March 2023	66.58	0.61	0.02	1.72	3.87	1.08	73.88
As at 31 March 2024	93.69	0.50	0.02	1.45	4.93	7.62	108.21
As at 31 March 2025	175.10	0.41	0.02	3.74	8.24	9.49	197.00

Note:

a.) On transition to Ind AS (i.e., 01 April 2022) the Company has selected 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 costs of property plant and equipment:

	Plant and Machinery	Electrical Installations & Equipments	Factory Equipments	Furniture & fixtures	Office Equipments	Motor Vehicles	Total
Gross block	146.24	2.86	0.07	1.65	6.26	6.32	163.40
Accumulated depreciation	79.75	2.12	0.05	1.15	4.47	4.75	92.29
Net book value as per previous GAAP	66.49	0.74	0.02	0.50	1.79	1.57	71.11
Deemed Cost	66.49	0.74	0.02	0.50	1.79	1.57	71.11

There has been no revaluation of property plant and equipment assets during the financial year beginning from 1 April 2022 till financial year ending 31 March 2025.

4 Right-of-use assets

Particulars	Buildings	Total
As at 01 April 2022	109.16	109.16
Additions	-	-
Disposals	-	-
As at 31 March 2023	109.16	109.16
Additions	-	-
Disposals	-	-
As at 31 March 2024	109.16	109.16
Additions	241.09	241.09
Disposals	-	-
As at 31 March 2025	350.25	350.25
Depreciation		
As at 01 April 2022	-	-
Charge for the year	36.39	36.39
Disposals	-	-
As at 31 March 2023	36.39	36.39
Charge for the year	36.39	36.39
Disposals	-	-
As at 31 March 2024	72.78	72.78
Charge for the year	40.80	40.80
Disposals	-	-
As at 31 March 2025	113.58	113.58
Net Book value		
As at 31 March 2023	72.77	72.77
As at 31 March 2024	36.38	36.38
As at 31 March 2025	236.67	236.67

Note:

The aggregate depreciation expense in right-of-use assets is included under the depreciation and amortisation expense in the Restated Statement of Profit and Loss account.

There has been no revaluation of right-of-use assets during the financial year beginning from 1 April 2022 till financial year ending 31 March 2025.

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Annexure VII : Notes Forming Part of Restated Financial Information

(All amounts in Indian rupees million, unless otherwise stated)

5 Other Non Current Financial Assets

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Deposits with maturity period of more than 12 months	6.32	-	-
Prepaid Expense	8.90	9.72	4.00
Security deposits	-	-	0.30
Total	15.22	9.72	4.30

6 Deferred Tax Assets/Liabilities (Net)

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Deferred tax asset	-	42.08	5.80
	-	42.08	5.80
Deferred tax liability	20.13	0.54	0.35
	20.13	0.54	0.35
Deferred Tax Assets/ Liabilities (Net)	(20.13)	41.54	5.45

7 Income Tax Assets/ Liabilities (Net)

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Advance tax and self assessment tax	303.00	135.00	29.50
Tax deducted at source	10.03	4.36	3.28
Provision for Income-tax- Retention Money (reversal) for FY 2021-22	-	-	(17.69)
Provision for income tax	(522.56)	(192.07)	(18.40)
Total	(209.53)	(52.71)	(3.31)

8 Inventories

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Raw materials	938.70	663.97	243.39
Raw materials (Stock in Transit)	31.42	-	-
Finished Goods	238.56	68.77	53.58
Work in progress	41.80	-	-
Finished Goods (Stock in Transit)	11.00	91.97	49.71
Total	1,261.48	824.71	346.68

9 Trade Receivables

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Unsecured and current			
Trade receivables considered good	2,724.93	1,549.50	941.15
Deferred Revenue	(20.62)	(135.40)	(63.78)
Unbilled Revenue	85.09	25.61	-
	2,789.40	1,439.71	877.37
Less: Expected credit loss allowance	(1.39)	(0.72)	(12.02)
Total	2,788.01	1,438.99	865.35

Note:

Trade Receivables are non-interest bearing and are generally on terms of 60 to 150 days

Trade receivables ageing schedule as at 31 March 2025

Particulars	Outstanding for following periods from due date of payment						
	Not Due	Less than 6 months	6 Months to 1 Year	1 - 2 Years	2 -3 Years	More than 3 Years	Total
(i) Undisputed trade receivables – considered good	-	2,436.40	293.86	26.03	25.46	-	2,781.75
(ii) Undisputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed trade receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed trade receivables considered good	-	-	-	-	-	-	-
(v) Disputed trade receivables – which have significant increase in credit risk	-	-	-	-	7.65	-	7.65
(vi) Disputed trade receivables – credit impaired	-	-	-	-	-	-	-

Trade receivables ageing schedule as at 31 March 2024

Particulars	Outstanding for following periods from due date of payment						
	Not Due	Less than 6 months	6 Months to 1 Year	1 - 2 Years	2 -3 Years	More than 3 Years	Total
(i) Undisputed trade receivables – considered good	599.81	749.46	74.30	7.57	0.92	-	1,432.06
(ii) Undisputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed trade receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed trade receivables considered good	-	-	-	-	-	-	-
(v) Disputed trade receivables – which have significant increase in credit risk	-	-	-	7.65	-	-	7.65
(vi) Disputed trade receivables – credit impaired	-	-	-	-	-	-	-

Trade receivables ageing schedule as at 31 March 2023

Particulars	Outstanding for following periods from due date of payment						
	Not Due	Less than 6 months	6 Months to 1 Year	1 - 2 Years	2 -3 Years	More than 3 Years	Total
(i) Undisputed trade receivables – considered good	229.22	574.63	68.65	1.04	2.82	1.01	877.37
(ii) Undisputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed trade receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed trade receivables considered good	-	-	-	-	-	-	-
(v) Disputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed trade receivables – credit impaired	-	-	-	-	-	-	-

10 Cash and Cash Equivalents

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Cash in hand	2.00	0.87	1.26
Balances with banks			
- Current accounts	0.08	20.09	0.01
- Cash Credit Accounts having Debit Balance	-	86.51	-
Total	2.08	107.47	1.27

11 Bank Balances other than Cash and Cash Equivalents

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Deposits with original maturity of more than 3 months but less than 12 months including interest Accrued thereon*	308.11	36.51	25.29
Deposits with original maturity of more than 12 months including interest Accrued thereon*	145.48	32.66	15.98
Total	453.59	69.17	41.27

*Out of the fixed deposits amounts Rs 183.09 millions as at 31 March 2025, Rs 69.17 millions as at 31 March 2024, Rs 41.27 millions as at 31 March 2023 held as lien by banks towards the bank guarantees issued.

12 Other Current Financial Assets

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Loan and Advances	-	0.03	-
Advance to Employees	2.63	4.56	2.75
Security Deposit/Earnest Money Deposit	9.73	7.62	7.24
Advance for Capital Assets*	462.57	-	-
Advance to Vendors	16.91	23.39	6.61
Prepaid Expenses	29.81	6.51	2.37
Total	521.65	42.11	18.97

*The Company has given advance to Haryana State Industrial & Infrastructure Development Corporation (HSIIDC) for the purchase of two plots of land in Rai, Haryana amounting Rs 323.57 millions, and to the Cobb Apparels Private Limited (who was the original allottee of land in Kundli in an auction conducted by HSIIDC. As of 31 March 2025, the Company was in process to buy that allotted land from Cobb Apparels Private Limited) for the purchase of land in Kundli, Haryana amounting Rs 139.00 millions during the year ended 31 March 2025.

For details on transactions with related parties, Refer note 38

13 Other Current Assets

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Balance with Government authorities	14.16	13.49	52.38
Others assets	-	-	-
Total	14.16	13.49	52.38

14 Share Capital

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
	Amount	Amount	Amount
Authorised Share Capital			
15,20,00,000 equity shares of Face value Rs.5/- each (Previous year 2024: 60,00,000, Previous year 2023: 60,00,000 equity shares of Face value Rs.10/- each)	760.00	60.00	60.00
	760.00	60.00	60.00
Issued, Subscribed and Fully Paid-up Shares			
11,00,00,000 equity shares of Face value Rs.5/- each (Previous year 2024: 55,00,000 Previous year 2023: 55,00,000 equity shares of Face value Rs.10/- each)	550.00	55.00	55.00
	550.00	55.00	55.00

a) Movements in Equity Share Capital:

Particulars	As at 31 March 2025		As at 31 March 2024		As at 31 March 2023	
	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount
Outstanding at the beginning of the year	5,500,000	55.00	5,500,000	55.00	5,500,000	55.00
Add: Shares issued during the year	104,500,000	495.00	-	-	-	-
Outstanding at the end of the year	110,000,000	550.00	5,500,000	55.00	5,500,000	55.00

b) Terms and rights attached to equity shares:

The Company has only one class of equity shares having a Face value Rs. 5/- per share. The holders of the equity shares are entitled to receive dividends as declared from time to time and are entitled to voting rights proportionate to their share holding at the meetings of shareholders.

c) Details of Shareholders Holding More than 5% Shares in the Company:

Name of Shareholders	As at 31 March 2025		As at 31 March 2024		As at 31 March 2023	
	No. of shares	% age of total shares	No. of shares	% age of total shares	No. of shares	% age of total shares
Ashutosh Goel	75,641,260	68.76%	3,782,063	68.76%	3,782,063	68.76%
AEW Infratech Pvt Ltd	21,725,800	19.75%	1,086,290	19.75%	1,086,290	19.75%
Bimla Goel	12,632,940	11.48%	631,647	11.48%	631,647	11.48%
Total	110,000,000	100.00%	5,500,000	100.00%	5,500,000	100.00%

d) Shares Held by Promoters as at 31 March 2025

Promoter Name	As at 31 March 2025			As at 31 March 2024		
	No. of shares	% age of total shares	Change during the year	No. of shares	% age of total shares	Change during the year
Ashutosh Goel	75,641,260	68.76%	-	3,782,063	68.76%	-
AEW Infratech Pvt Ltd	21,725,800	19.75%	-	1,086,290	19.75%	-
Bimla Goel (refer note below)	12,632,940	11.48%	-	631,647	11.48%	-
Total	110,000,000	100.00%	-	5,500,000	100%	-

Allied Engineering Works Limited (Formerly known as “Allied Engineering Works Private Limited”)**CIN No. U31900DL2011PLC220430****Annexure VII : Notes Forming Part of Restated Financial Information****(All amounts in Indian rupees million, unless otherwise stated)****e) Shares held by Promoters as at 31 March 2024**

Promoter Name	As at 31 March 2024			As at 31 March 2023		
	No. of shares	% age of total shares	Change during the year	No. of shares	% age of total shares	Change during the year
Ashutosh Goel	3,782,063	68.76%	-	3,782,063	68.76%	-
AEW Infratech Pvt Ltd	1,086,290	19.75%	-	1,086,290	19.75%	-
Bimla Goel (refer note below)	631,647	11.48%	-	631,647	11.48%	-
Total	5,500,000	100%	-	5,500,000	100%	-

e) Shares held by Promoters as at 31 March 2023

Promoter Name	As at 31 March 2023			As at 01 April 2022		
	No. of shares	% age of total shares	Change during the year	No. of shares	% age of total shares	Change during the year
Ashutosh Goel	3,782,063	68.76%	-	3,782,063	68.76%	-
AEW Infratech Pvt Ltd	1,086,290	19.75%	-	1,086,290	19.75%	-
Bimla Goel (refer note below)	631,647	11.48%	-	631,647	11.48%	-
Total	5,500,000	100.00%	-	5,500,000	100%	-

Note:

On 12 June 2025, Board has taken note of 37,50,000 equity shares transferred by Bimla Goel to Vipul Gupta Family Trust and 51,32,940 equity shares to RP Goel Family Trust, respectively

Pursuant to board resolution dated 12 June 2025, Mrs. Bimal Goel will not be categorized as promoter of the Company. Ashutosh Goel, Nidhi Goel, AEW Infratech Private Limited and RP Goel Family Trust have been categorized as the promoters of the Company.

14.1 Terms/ rights attached to Equity shares

The Company has only one class of equity shares having face value of Rs.5/- per share. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to approval of the Shareholders in the ensuring Annual General Meeting, except in the case of interim dividend.

As per the Companies Act, 2013 the holders of equity shares will be entitled to receive remaining assets of the Company, after the distribution of all preferential amounts in the event of the liquidation of the Company. The distribution will be in proportion to the number of equity shares held by the Shareholders.

14.2 a) Split of Equity Shares

During the year, the Company has sub-divided (split) its equity shares of face value of Rs.10 each into equity shares of face value of Rs.5 each, as approved by the shareholders in the EGM held on 1 March 2025. Consequently, the number of equity shares increased from 55,00,000 to 1,10,00,000 without any change in the total paid-up share capital of the Company

Date of Split: 1 March 2025

Face Value Before Split: Rs.10

Face Value After Split: Rs.5

Total Number of Shares Before Split: 55,00,000

Total Number of Shares After Split: 1,10,00,000

Paid-up Share Capital Before and After Split: 5,50,00,000

b) Issue of Bonus Shares

The Company has issued bonus shares in the ratio of 1:9 (i.e., Nine bonus share for every one share held) by capitalizing its reserves during the year, as approved by the shareholders in the EGM held on 13 March 2025

Date of Bonus Issue: 13 March 2025

Bonus Ratio: 1:9

Number of Bonus Shares Issued: 9,90,00,000

Face Value per Share: Rs.5

Amount Capitalized from Reserves: Rs.495.00 million

The bonus shares were issued to existing shareholders in the same proportion as their shareholding and rank pari-passu in all respects with the existing equity shares.

15 Other Equity

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Retained Earnings			
Balance as the beginning of reporting year	677.53	202.85	191.63
Profit for the year	1,402.60	474.12	10.17
Issue of Bonus Share	(495.00)	-	-
Other comprehensive income for the year (net)	0.07	0.56	1.05
Balance as the end of reporting year	1,585.20	677.53	202.85
Total	1,585.20	677.53	202.85

Retained earnings refer to the portion of the earnings left with the company after the distribution of dividend to its shareholders. Retention of earnings is from the profits of the business for a financial year.

Other Comprehensive Income refers to items of income and expenses that are not recognized as a part of the profit and loss account This Income appears as a line item below the income statement.

16 Long Term Borrowings

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Secured			
Term loans (See Note No.16.1 below)			
- From Banks and Financial Institutions	64.33	35.98	23.53
Total	64.33	35.98	23.53

Note No. 16.1

Yes Bank Limited- Term Loan of Rs. 100.00 million

Secured against Hypothecation over Plant and machinery. further collaterally secured against Second Paripassu charge by way of Equitable mortgage of Immovable property in the name of directors ,relatives of the director and in the name of related party . Term Loan is also secured by personal guarantee of directors and their relatives of the company. Term Loan also secured by Corporate Guarantee of AEW Infratech Private Limited. The loan of Rs. 100.00 Million to be repaid in 36 Equated Monthly Instalment.

HDFC BANK - Rs. 3.01 million Car Loan

Secured against Hypothecation of car of the company. The entire loan of Rs. 3.01 million to be repaid in 39 Equated Monthly Instalment.

SIDBI-Term Loan-Rs. 51.50 million

Secured against first charge by way of Equitable mortgage of Immovable property in the name of director and first charge by way of hypothecation in favour of SIDBI of the Movable Assets and all other assets which has been acquired and to be Acquired under the project funded by SIDBI and is also secured by personal guarantee of directors and their relatives of the company. Term Loan also secured by Corporate Guarantee of AEW Infratech Private Limited. The loan of Rs. 51.50 million to be repaid in 79 Equated Monthly Instalment.

SIDBI-Term Loan-Rs. 10.00 million

Secured against Extension of first charge by way of Equitable mortgage of Immovable property in the name of director and Extension of first charge by way of hypothecation in favour of SIDBI of the Fixed Assets and all other assets which has been acquired and to be Acquired under the project funded by SIDBI and is also secured by personal guarantee of directors and their relatives of th company. Term Loan also secured by Corporate Guarantee of AEW Infratech Private Limited. The loan of Rs. 10.00 million to be repaid in 54 Equated Monthly Instalment.

SIDBI-WCTL Under ECLGS Loan-Rs. 3.00 million

Secured against Extension of first charge by way of Equitable mortgage of Immovable property in the name of director and Extension of first charge by way of hypothecation in favour of SIDBI of the Fixed Assets and all other assets which has been acquired and to be Acquired under the project funded by SIDBI and is also secured by personal guarantee of directors and their relatives of th company. Term Loan also secured by Corporate Guarantee of AEW Infratech Private Limited. The loan of Rs. 3.00 million to be repaid in 36 Equated Monthly Instalment.

SIDBI- Term Loan-Rs. 25.40 million

Secured against first charge by way of Equitable mortgage of Immovable property in the name of director and first charge by way of hypothecation in favour of SIDBI of the Movable Assets, Fixed Deposit of Rs. 5.10 million and all other assets which has been acquired and to be Acquired under the project funded by SIDBI and is also secured by personal guarantee of directors and their relatives of the company. Term Loan also secured by Corporate Guarantee of AEW Infratech Private Limited. The loan of Rs. 25.40 million to be repaid in 54 Equated Monthly Instalment.

SIDBI-WCTL under ECLGS Loan-Rs. 5.90 million

Secured against Extension of first charge by way of Equitable mortgage of Immovable property in the name of director and Extension of first charge by way of hypothecation in favour of SIDBI of the Fixed Assets and all other assets which has been acquired and to be Acquired under the project funded by SIDBI and is also secured by personal guarantee of directors and their relatives of th company. Term Loan also secured by Corporate Guarantee of AEW Infratech Private Limited. The loan of Rs. 5.90 million to be repaid in 36 Equated Monthly Instalment.

SIDBI- Soft Term Loan-Rs. 2.00 million

Secured against first charge by way of Equitable mortgage of Immovable property in the name of director and first charge by way of hypothecation in favour of SIDBI of the Movable Assets and all other assets which has been acquired and to be Acquired under the project funded by SIDBI and is also secured by personal guarantee of directors and their relatives of the company. Term Loan also secured by Corporate Guarantee of AEW Infratech Private Limited. The loan of Rs. 2.00 million to be repaid in 75 Equated Monthly Instalment.

State Bank of India -GECL WCTL Loan of Rs. 17.30 million

Secured against Hypothecation of first charge on entire present and future current assets of the company in favour of the bank for the credit facilities sanctioned to the company and further collaterally secured against Equitable mortgage of Immovable property in the name of directors and relatives of the director of the company . Term Loan also secured by personal guarantee of director and their relatives and Corporate Guarantee of AEW Infratech Private Limited. The loan of Rs. 17.30 million to be repaid in 36 Equated Monthly Instalment.

State Bank of India -GECL Loan of Rs. 9.40 million

Secured against Hypothecation of first charge on entire present and future current assets of the company in favour of the bank for the credit facilities sanctioned to the company and further collaterally secured against First Paripassu charge by way of Equitable mortgage of Immovable property in the name of directors and relatives of the director of the company . Term Loan also secured by personal guarantee of director and their relatives and Corporate Guarantee of AEW Infratech Private Limited. The loan of Rs. 9.40 million to be repaid in 36 Equated Monthly Instalment.

STATE BANK OF INDIA - Rs. 4.80 million Car Loan

Secured against Hypothecation of car of the company. The entire loan of Rs. 4.80 million to be repaid in 60 Equated Monthly Instalment.

HDFC BANK - Rs. 2.01 million Car Loan

Secured against Hypothecation of car of the company. The entire loan of Rs. 2.01 million to be repaid in 39 Equated Monthly Instalment.

HDFC BANK - Rs. 4.01 million Car Loan

Secured against Hypothecation of car of the company. The entire loan of Rs. 4.01 million to be repaid in 39 Equated Monthly Instalment.

The above term loan figures represent Total long term loan outstanding excluding current maturities of Long term Borrowing.

As of the date of this financial statement, the company has not defaulted on any of its outstanding loans or financial obligations. All loan payments have been made in accordance with the terms and conditions outlined in the respective agreements. The company remains in compliance with all relevant debt covenants and continues to meet its obligations in a timely manner.

Allied Engineering Works Limited (Formerly known as "Allied Engineering Works Private Limited")

CIN No. U31900DL2011PLC220430

Annexure VII : Notes Forming Part of Restated Financial Information**(All amounts in Indian rupees million, unless otherwise stated)****17 Lease Liabilities**

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Non - current	187.71	-	42.26
Current	50.18	42.27	38.56
Total	237.89	42.27	80.82

18 Long Term**Provisions**

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Provision for Gratuity Long Term	11.32	8.02	6.18
Provision for Leave Encashment - Long Term	-	-	-
Provision for Warranties	354.97	161.59	65.45
Total	366.29	169.61	71.63

19 Short Term Borrowings

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Secured (refer note 19.1 below)			
Loan payable on demand from Bank	533.64	186.80	228.94
Others	-	11.45	-
Unsecured (refer note 19.1 below)			
From Bank	-	-	-
From Related Parties	31.55	35.00	35.00
Current maturities of long term borrowing			
- From Banks and Financial Institutions	39.53	12.21	16.53
Total	604.72	245.46	280.47

Note 19.1**Terms and Conditions of Short Term Borrowing for the F.Y 2024-25****State Bank of India- Cash Credit Limit-Rs. 305.00 millions**

Secured against Hypothecation & Pari Pasu of first charge on entire present and future Stock , Book Debts of the company in favour of the bank for the credit facilities sanctioned to the company and further collaterally secured against First Paripassu charge by way of Equitable mortgage of Immovable property in the name of directors ,relatives of the director and in the name of related party. Cash Credit Limit is also secured by personal guarantee of director, their relatives and Corporate Guarantee of AEW Infratech Private Limited.

HDFC Bank Limited- Cash Credit Limit Rs. 125.00 million.

Secured against Hypothecation of first charge on entire present and future current assets of the company in favour of the bank for the credit facilities sanctioned to the company and further collaterally secured against First Paripassu charge by way of Equitable mortgage of Immovable property in the name of directors ,relatives of the director and in the name of related party. Cash Credit Limit is also secured by personal guarantee of director, their relatives and Corporate Guarantee of AEW Infratech Private Limited.

ICICI Bank Limited- Cash Credit Limit Rs. 110.00 million.

Secured against Hypothecation of first Pari Pasu charge on entire current assets and movable fixed Assets of the company in favour of the bank for the credit facilities sanctioned to the company and further collaterally secured against First Paripassu charge by way of Equitable mortgage of Immovable property in the name of directors ,relatives of the director and in the name of related party. Cash Credit Limit is also secured by personal guarantee of director, their relatives and Corporate Guarantee of AEW Infratech Private Limited.

Yes Bank Limited- Cash Credit Limit Rs. 250.00 million

Secured against first pari pasu Charge by way of Hypothecation on Current Assets of the borrower (both Present and future) and Hypothecation of first pari pasu charge on all immovable fixed Assets of the borrower and further collaterally secured against First Paripassu charge by way of Equitable mortgage of Immovable property in the name of directors ,relatives of the director and in the name of related party. Cash Credit Limit is also secured by personal guarantee of director, their relatives and Corporate Guarantee of AEW Infratech Private Limited.

Yes Bank Limited- Working Capital Demand Loan Rs. 250.00 million

Secured against first pari pasu Charge by way of Hypothecation on Current Assets of the borrower (both Present and future) and Hypothecation of first pari pasu charge on all immovable fixed Assets of the borrower and further collaterally secured against First Paripassu charge by way of Equitable mortgage of Immovable property in the name of directors ,relatives of the director and in the name of related party. Cash Credit Limit is also secured by personal guarantee of director, their relatives and Corporate Guarantee of AEW Infratech Private Limited.

Unsecured Loan from Related Parties Rs. 31.55 million

Unsecured loan from related Parties are interest free and are repayable on demand

Terms and Conditions of Short Term Borrowing for the F.Y 2023-24

State Bank of India- Cash Credit Limit-Rs. 305.00 million.

Secured against Hypothecation of first charge on entire present and future current assets of the company in favour of the bank for the credit facilities sanctioned to the company and further collaterally secured against First Paripassu charge by way of Equitable mortgage of Immovable property in the name of directors ,relatives of the director and in the name of related party. Cash Credit Limit is also secured by personal guarantee of director, their relatives and Corporate Guarantee of AEW Infratech Private Limited.

HDFC Bank Limited- Cash Credit Limit Rs. 125.00 million.

Secured against Hypothecation of first charge on entire present and future current assets of the company in favour of the bank for the credit facilities sanctioned to the company and further collaterally secured against First Paripassu charge by way of Equitable mortgage of Immovable property in the name of directors ,relatives of the director and in the name of related party. Cash Credit Limit is also secured by personal guarantee of director, their relatives and Corporate Guarantee of AEW Infratech Private Limited.

ICICI Bank Limited- Cash Credit Limit Rs. 110.00 million.

Secured against Hypothecation of first charge on entire present and future current assets of the company in favour of the bank for the credit facilities sanctioned to the company and further collaterally secured against First Paripassu charge by way of Equitable mortgage of Immovable property in the name of directors ,relatives of the director and in the name of related party. Cash Credit Limit is also secured by personal guarantee of director, their relatives and Corporate Guarantee of AEW Infratech Private Limited.

Yes Bank Limited- Cash Credit Limit Rs. 100.00 million.

Secured against Hypothecation of first charge on entire present and future current assets of the company in favour of the bank for the credit facilities sanctioned to the company and further collaterally secured against First Paripassu charge by way of Equitable mortgage of Immovable property in the name of directors ,relatives of the director and in the name of related party. Cash Credit Limit is also secured by personal guarantee of director, their relatives and Corporate Guarantee of AEW Infratech Private Limited.

Loan from Others (SBI Global Factors Ltd ('NBFC')) Rs. 11.45 million

The Company has availed Domestic Factoring Facility from SBI Global Factors Ltd ('NBFC') whereby two of its customer's receivables are assigned to the NBFC with recourse to the Company. These are secured by personal guarantee of the director and their relative.

Unsecured Loan from Related Parties Rs. 35.00 million

Unsecured loan from related Parties are interest free and are repayable on demand

Terms and Condition of Short Term Borrowings for the F.Y 2022-23

State Bank of India- Cash Credit Limit Rs. 220.00 million.

Secured against Hypothecation of first charge on entire present and future current assets of the company in favour of the bank for the credit facilities sanctioned to the company and further collaterally secured against First Paripassu charge by way of Equitable mortgage of Immovable property in the name of directors ,relatives of the director and in the name of related party. Cash Credit Limit is also secured by personal guarantee of director, their relatives and Corporate Guarantee of AEW Infratech Private Limited.

HDFC Bank Limited- Cash Credit Limit Rs. 50.00 million

Secured against Hypothecation of first charge on entire present and future current assets of the company in favour of the bank for the credit facilities sanctioned to the company and further collaterally secured against First Paripassu charge by way of Equitable mortgage of Immovable property in the name of directors ,relatives of the director and in the name of related party. Cash Credit Limit is also secured by personal guarantee of director, their relatives and Corporate Guarantee of AEW Infratech Private Limited.

Unsecured Loan from Related Parties Rs. 35.00 million

Unsecured loan from related Parties are interest free and are repayable on demand

For details on transactions with related parties, Refer note 38

20 Trade Payables

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Trade Payables			
- Total outstanding dues of micro enterprises and small enterprises (refer note *)	219.78	149.34	153.08
- Total outstanding dues of creditors other than micro enterprises and small enterprises	1,452.25	1,082.18	462.77
Total	1,672.03	1,231.52	615.85

Note*

- a) For information required to be furnished as per Section 22 of the Micro, small, and medium Enterprises Development Act 2006 (MSMED Act) and Schedule III of the companies Act 2013, Refer note 44
- b) For details on transactions with related party, Refer note 38
- c) Trade payables are payables in respect of the amount due on account of goods purchased or services received in the normal course of business.
- d) The MSMED status of the creditors is given to the extent it is available with the company

Ageing of Trade Payable Outstanding as at 31 March 2025 is as follows :

Particulars	Outstanding for following periods from due date of payment						
	Unbilled	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	170.85	48.93	-	-	-	219.78
(ii) Others	-	-	1,405.82	39.91	-	6.52	1,452.25
(iii) Disputed dues - MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-
Total	-	170.85	1,454.75	39.91	-	6.52	1,672.03

Ageing of Trade Payable Outstanding as at 31 March 2024 is as follows :

Particulars	Outstanding for following periods from due date of payment						
	Unbilled	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	144.14	5.20	-	-	-	149.34
(ii) Others	-	-	1,052.34	3.89	1.80	24.15	1,082.18
(iii) Disputed dues - MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-
Total	-	144.14	1,057.54	3.89	1.80	24.15	1,231.52

Ageing of Trade Payable Outstanding as at 31 March 2023 is as follows :

Particulars	Outstanding for following periods from due date of payment						
	Unbilled	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	152.71	0.37	-	-	153.08
(ii) Others	-	-	434.14	3.48	3.00	22.15	462.77
(iii) Disputed dues - MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-
Total	-	-	586.85	3.85	3.00	22.15	615.85

21 Other Current Financial Liabilities

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Interest Payable on Loan	0.78	4.99	0.16
Other Payables:			
-MSME	2.48	6.22	-
-Others	47.04	46.89	91.91
Advance from customers	17.43	42.31	1.96
Capital creditors			
- MSME	0.21	-	-
- others	0.42	1.16	0.82
Total	68.36	101.57	94.85

For details on transactions with related parties, Refer note 38

22 Other Current Liabilities

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Statutory dues	24.81	24.52	13.78
Total	24.81	24.52	13.78

23 Short Term**Provisions**

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Provision for Gratuity	0.47	0.47	0.16
Provision for Leave Encashment	4.14	1.52	1.43
Provision for bonus	3.61	2.92	1.82
TDS/TCS Unadjusted as per 26AS FY 2022-23	-	-	0.03
Provision for Electricity Expenses	2.38	1.21	-
Provision for Penalty	-	24.86	-
Provision for Interest Payable to MSME	3.91	3.11	2.00
Provision for Corporate Social Responsibility	-	-	-
Provision for Expenses	16.12	-	-
Provision for Warranty	55.94	21.53	34.79
Total	86.57	55.62	40.23

Allied Engineering Works Limited (Formerly known as "Allied Engineering Works Private Limited")

CIN No. U31900DL2011PLC220430

Annexure VII : Notes Forming Part of Restated Financial Information

(All amounts in Indian rupees million, unless otherwise stated)

24 Revenue From Operations

Particulars	For the period ended 31 March 2025	For the period ended 31 March 2024	For the period ended 31 March 2023
Sales of Products	6,843.03	3,504.70	1,631.65
Sales of services	153.82	26.13	62.03
Unbilled Revenue	59.48	25.61	-
Add: Previous Year Deferred Revenue	135.40	63.78	-
Less: Deferred Revenue for the Year	20.62	135.40	63.78
Total of Revenue from Operations	7,171.11	3,484.82	1,629.90

25 Other Income

Particulars	For the period ended 31 March 2025	For the period ended 31 March 2024	For the period ended 31 March 2023
Interest income			
From banks	18.35	3.53	1.71
From other	0.31	0.42	0.36
Discount on Purchases	2.13	2.53	0.04
Gain on RODTEP and ROSTCL Scheme	0.64	-	-
Net foreign exchange gain	6.83	4.04	4.46
GST Refund	1.38	-	-
Duty Drawback on Exports	-	-	0.80
Other Research & Development Grant	-	2.76	10.36
Profit on Sale of Asset	-	-	0.97
Reversal of Excess Provision	-	0.03	-
Total of Other Income	29.64	13.31	18.70

26 Cost of Materials Consumed

Particulars	For the period ended 31 March 2025	For the period ended 31 March 2024	For the period ended 31 March 2023
Opening Stock of Raw Material	663.97	243.39	117.31
Add: Purchases	4,396.44	2,445.49	1,340.33
	5,060.41	2,688.88	1,457.64
Less: Stock Lost by fire	-	-	4.23
Less: Closing Stock Raw Material	938.70	663.97	243.39
Less: Stock in Transit	31.42	-	-
Total of Raw Material Consumed	4,090.29	2,024.91	1,210.02

27 Change in Inventories of Work in Progress, Finished Goods and Stock-in-trade

Particulars	For the period ended 31 March 2025	For the period ended 31 March 2024	For the period ended 31 March 2023
<i>Inventories at the beginning of the year:</i>			
Work in Progress	-	-	-
<i>Inventories at the end of the year:</i>			
Work in Progress	41.80	-	-
<i>Inventories at the beginning of the year:</i>			
Finished Goods	68.77	53.58	12.55
Stock in Transit	91.97	49.71	-
<i>Inventories at the end of the year:</i>			
Finished Goods	238.56	68.77	53.58
Stock in Transit	11.00	91.97	49.71
Total of Change in Inventories of Finished Goods, WIP and Stock-in-trade	(130.62)	(57.45)	(90.74)

28 Employee Benefits Expense

Particulars	For the period ended 31 March 2025	For the period ended 31 March 2024	For the period ended 31 March 2023
*Salaries, Wages, Bonus & Allowances	308.02	153.58	88.41
Contribution to Provident & Other Funds	7.19	4.73	2.14
Gratuity	3.08	2.93	1.86
Leave Encashment	3.53	1.34	0.43
Staff Welfare Expense	3.32	2.05	1.29
Incentive PLI	-	0.80	-
Total Employee benefits expense	325.14	165.43	94.13

*Includes Research and Development Salary : F.Y 2024-25: Rs. 10.50 Million, F.Y 2023-24: Rs. 9.40 Million and F.Y 2022-23 Rs. 6.55 Million)

29 Finance Costs

Particulars	For the period ended 31 March 2025	For the period ended 31 March 2024	For the period ended 31 March 2023
Interest	56.89	31.97	25.15
Bank Charges	8.44	17.84	11.03
Total of Finance Cost	65.33	49.81	36.18

30 Depreciation and Amortization Expense

Particulars	For the period ended 31 March 2025	For the period ended 31 March 2024	For the period ended 31 March 2023
Depreciation of Property, Plant and Equipment (Refer Note No. 3)	40.25	24.48	17.41
Depreciation on Right of Use Assets (Refer Note No. 4)	40.80	36.39	36.39
Total of Depreciation and Amortization Expense	81.05	60.87	53.80

31 Other Expenses

Particulars	For the period ended 31 March 2025	For the period ended 31 March 2024	For the period ended 31 March 2023
Advertisement and Sales Promotion	4.65	1.30	0.49
Auditor's Remuneration	2.80	0.94	0.90
Bad Debts	-	124.47	-
Commission	2.68	6.94	4.30
Consumer Index Expenses	26.82	-	-
Consumption of Stores, Spares and Consumables	0.80	1.13	0.42
Corporate Guarantee Fees	20.88	-	-
CSR Expenses	4.85	1.03	0.97
Deduction by Customers	1.66	25.99	5.27
Demand Paid on GST	-	1.83	0.42
Design & Development Charges	-	-	4.34
Donations	0.11	-	-

Allied Engineering Works Limited (Formerly known as “Allied Engineering Works Private Limited”)**CIN No. U31900DL2011PLC220430****Annexure VII : Notes Forming Part of Restated Financial Information****(All amounts in Indian rupees million, unless otherwise stated)****31 Other Expenses**

Particulars	For the period ended 31 March 2025	For the period ended 31 March 2024	For the period ended 31 March 2023
Erection Charges	8.75	28.21	60.63
Exhibition Charges	5.14	-	-
Festival & Event Expenses	2.31	2.86	-
Filling Fees	6.30	-	-
Freight, Custom, Clearing and Forwarding	64.33	39.19	15.30
Installation Charges	9.60	-	-
Insurance Expense	5.95	2.07	1.16
Interest	0.84	1.17	2.83
Job Work	98.46	55.48	31.21
Late Fees and Penalty Charges	-	0.25	0.70
Legal and Professional	40.57	73.25	63.09
Licence & Registration Expenses	4.58	3.08	3.54
Loss on Hedging (MTM)	3.32	-	-
Loss on RODTEP & ROSTCL License	1.73	-	-
Loss on Sale of Fixed Assets	-	0.66	-
Membership Fees & Subscription Fees	0.59	0.34	-
Miscellaneous Expenses	1.05	4.93	1.56
Office Expenses	3.81	2.26	0.88
Postage and Courier Charges	1.44	0.79	0.60
Power & Fuel	23.02	19.23	14.03
Printing and Stationery	0.89	0.40	0.25
Project Site Expenses	-	0.10	0.40
Provision for ECL	0.67	0.86	0.16
Rates & Taxes	0.04	1.88	1.17
Rent	5.61	2.74	1.84
Repair & Maintenance	12.04	5.85	4.84
Research & Development Expenses	69.18	8.29	24.22
Retainership Charges	3.48	6.92	1.92
Sitting Fees (refer note 38)	0.60	-	-
Software Expense	86.79	52.34	0.69
Stock Lost by Fire (Net after Insurance Claim Set Off)	-	-	1.71
Tender Fees	0.18	1.41	0.65
Testing & Calibration , Inspection Charges	1.66	7.12	7.24
Travelling and Conveyance	12.41	11.86	4.53
Utilities Charges	13.40	20.49	-
Vehicle Repair & Maintenance	1.24	0.58	0.38
Warranty Expenses on Meters	260.98	106.41	35.28
Total of Other Expenses	816.21	624.65	297.92

Auditor's Remuneration

Particulars	For the period ended 31 March 2025	For the period ended 31 March 2024	For the period ended 31 March 2023
Audit Fees	2.80	0.94	0.90
Others	0.02	-	-
Total	2.82	0.94	0.90

32 Earnings per share ['EPS']

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the Company by the weighted average number of equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

The following reflects the income and share data used in the basic and diluted EPS computations:

Particulars	For the period ended 31 March 2025	For the period ended 31 March 2024	For the period ended 31 March 2023
Basic and Diluted EPS			
Profit after tax attributable to equity holders of the Company (a)	1,402.67	474.68	11.22
Weighted average number of equity shares outstanding during the year for BEPS (b)	110,000,000	110,000,000	110,000,000
Weighted average number of equity shares outstanding during the year for DEPS (c)	110,000,000	110,000,000	110,000,000
Basic earnings per share (a/b) (BEPS)	12.75	4.32	0.10
Basic earnings per share (a/c) (DEPS)	12.75	4.32	0.10

Shareholder have approved the below at extra-ordinary general meeting held on 01st March 2025

a) Share split of one equity share having face value of Rs. 10 each into 2 shares of Rs. 5 each and;

b) Issue of fully paid bonus shares of Rs. 5 each in proportion of nine equity shares for every one existing equity shares

Original No. of Equity Shares (Post Share Split)	11,000,000	11,000,000	11,000,000
Add: Impact of Bonus Share	99,000,000	99,000,000	99,000,000
Weighted Average No. of Equity Shares for Calculating Basic EPS	110,000,000	110,000,000	110,000,000
Weighted Average No. of Equity Shares for Calculating Diluted EPS	110,000,000	110,000,000	110,000,000

33 Contingent liability

No provision has been made against the GST demand and Income Tax demand as the company has filed an appeal against the below demand.

Name of the Statute	Period to Which Amount Relates (Financial Year)	Gross Amount (In Million)	Amount deposit under Protest	Net Amount (In Million)	Remarks
CGST Act 2017	2017-18	9.90	-	9.90	The matter is pending with Commissioner (Appeals), CGST , Delhi
CGST Act 2017	2017-18	0.55	-	0.55	The matter is pending with Commissioner (Appeals), CGST , Delhi
Income Tax Act 1962	2017-18	21.38	-	21.38	Pending at CIT (A)
Income Tax Act 1962	2020-21	17.19	-	17.19	Vide Order No. W.P.(C) 10939/2023 dated 18th August 2023, Delhi High Court has set aside the impugned Order. Liberty is however given to the Assessing Officer to pass a fresh order after giving personal hearing opportunity to the Assessee

Financial Bank Guarantee issued on behalf of Company of Rs. 11 Million as on 31 March 2025 (of Rs. 3 Million as on 31 March 2024, of Rs. Nil as on 31 March 2023)

34 Capital Commitments

Particulars	Year ended 31 March 2025	Year ended 31 March 2024	Year ended 31 March 2023
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of capital advances)	23.00	-	-
Total	23.00	-	-

35 Government Grant

The Company has received Grant as Per the details mentioned below:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024	Year ended 31 March 2023
Towards Revenue Expenses	-	2.76	10.36
Towards Capital Assets	-	7.74	5.94

Grants related to income are presented as as part of profit or loss, under general heading such as 'Other income' (Refer Note No. 25)

Grants related to Property, Plant & Equipment has been reduced from the Cost of Asset and the grant is recognised in profit or loss over the life of a depreciable asset as a reduced depreciation expense (Refer Note No. 3)

36 Segment reporting

The Company is engaged into the business of manufacturing of smart energy meters and wires and cables. Information reported to and evaluated regularly by the Chief Operational Decision Maker (CODM) for the purpose of resource allocation and assessing performance focuses on business as a whole. The CODM reviews the Company's performance on the analysis profit before tax at overall level. Accordingly, there is no other separate reportable segmental as defined by IND AS 108 "Segment Reporting".

37 Employee benefit obligations

The Company has classified various employee benefits as under:

a. Defined contribution plans

- i) Employee State Insurance Scheme
- ii) Employee Provident Fund

The Company has recognised the following amounts in the Statement of Profit and Loss for the year: (Refer Note- 28)

Particulars	31 March 2025	31 March 2024	31 March 2023
Contribution to Provident Fund	5.73	3.32	1.42
Contribution to Employee State Insurance Scheme	1.45	1.23	0.75
Total	7.18	4.55	2.17

b. Defined benefit plans

- i.) Gratuity

c. Other long-term employee benefits

- ii.) Leave encashment

Gratuity is payable to eligible employees as per the Company’s policy and The Payment of Gratuity Act, 1972. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit (PUC) method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligations.

Liability with respect to the gratuity is determined based on an actuarial valuation done by an independent actuary at the year end and is charged to Statement of Profit and Loss.

Actuarial gains and losses comprise experience adjustments and the effects of changes in actuarial assumptions and are recognized immediately in the Other Comprehensive Income as income or expense.

Other disclosures required under IND AS 19 “Employee benefits” are given below:

Principal Actuarial Assumptions at the Balance Sheet date

Particulars	Year ended 31 March 2025	Year ended 31 March 2024	Year ended 31 March 2023
Discount rate (per annum)	6.80%	7.10%	7.40%
Rate of increase in compensation levels	7.00%	7.00%	7.00%
Retirement age	60 yrs	60 yrs	60 yrs
Mortality table	Indian Assured Lives Mortality (2012-14)		
Average withdrawal rate	3% per annum	4% per annum	4% per annum

The discount rate has been assumed at 7.35% p.a. (Previous year 6.96% p.a.) based upon the market yields available on Government bonds at the accounting date for remaining life of employees. The estimates of future salary increase, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market on long term basis.

I) Changes in the Present Value of Defined Benefit Obligation

Particulars	Year ended 31 March 2025	Year ended 31 March 2024	Year ended 31 March 2023
Present value of defined benefit obligation as at the beginning of the year	8.49	6.34	6.20
Acquisition adjustment	-	-	-
Interest cost	0.60	0.47	0.45
Past service cost	-	-	-
Current service cost	3.08	2.51	1.46
Contribution by plan participants	-	-	-
Curtailment cost/(credit)	-	-	-
Settlement cost/(credit)	-	-	-
Benefit paid	(0.28)	(0.08)	(0.36)
Change in financial assumption	-	-	-
Experience variance	-	-	-
Remeasurements (gains)/losses	-	-	-
Actuarial (gains)/losses arising from changes in demographic assumptions	0.14	NIL	(0.05)
Actuarial (gains)/losses arising from changes in financial assumptions	0.48	0.29	(0.76)
Actuarial (gains)/losses arising from experience adjustments	(0.73)	(1.05)	(0.59)
Actuarial (gains)/loss	-	-	-
Present value of Defined Benefit Obligation as at the end of the year	11.78	8.48	6.35
Current	0.47	0.47	0.16
Non current	11.31	8.01	6.19
Total	11.78	8.48	6.35

II) Reconciliation of the Present Value of Defined Benefit Obligation and the Fair Value of Assets

Particulars	Year ended 31 March 2025	Year ended 31 March 2024	Year ended 31 March 2023
Present value of funded obligation as at the end of the year	-	-	-
Fair value of plan assets as at the end of the year	-	-	-
Funded (asset)/liability recognised in the balance sheet	-	-	-
Present value of unfunded obligation as at the end of the year	11.78	8.48	6.35
Unfunded net liability recognised in the balance sheet	11.78	8.48	6.35

III) Expenses recognised in the Statement of Profit and Loss Account

Particulars	Year ended 31 March 2025	Year ended 31 March 2024	Year ended 31 March 2023
Current service cost	3.08	2.51	1.46
Past service cost	-	-	-
Acquisition adjustment	-	-	-
Interest cost	0.60	0.47	0.45
Expected return on plan assets	-	-	-
Curtailement cost/(credit)	-	-	-
Settlement cost/(credit)	-	-	-
Benefit paid	-	-	-
Remeasurement	-	-	-
Net actuarial (gains)/loss	-	-	-
Employees contribution	-	-	-
Total expenses recognised in the Statement of Profit & Loss account	3.68	2.98	1.91

IV) Remeasurements of the net defined benefit liability (asset) in other comprehensive income.

Particulars	Year ended 31 March 2025	Year ended 31 March 2024	Year ended 31 March 2023
Return on plan assets (excluding amounts included in net interest expense)	-	-	-
Actuarial (gains)/losses arising from changes in demographic assumptions	0.14	-	(0.05)
Actuarial (gains)/losses arising from changes in financial assumptions	0.48	0.29	(0.76)
Actuarial (gains)/losses arising from experience adjustments	(0.73)	(1.05)	(0.59)
Components of defined benefit costs recognised in other comprehensive income	(0.11)	(0.76)	(1.40)

V) Maturity Profile of Defined Benefit Obligation	Year ended 31 March 2025	Year ended 31 March 2024	Year ended 31 March 2023
Year	Gratuity (Unfunded)	Gratuity (Unfunded)	Gratuity (Unfunded)
0 to 1 Year	0.48	0.48	0.17
1 to 2 Year	0.27	0.28	0.45
2 to 3 Year	0.63	0.31	0.26
3 to 4 Year	0.45	0.61	0.29
4 to 5 Year	0.66	0.45	0.56
5 Year onwards	36.02	24.21	17.36
Total	38.51	26.34	19.09

VI) Sensivity Analysis of the Defined Benefit Obligation:-

Particulars	Year ended 31 March 2025	Year ended 31 March 2024	Year ended 31 March 2023
Impact of change in discount rate			
Present value of Defined benefit obligation at the end of the year	11.78	8.49	6.34
a) Decrease in defined benefit obligation due to increase of +1%	1.50	0.97	0.72
b) Increase in Defined benefit obligation due to decrease of -1%	1.84	1.18	0.86
Impact of change in salary rate			
Present value of Defined benefit obligation at the end of the year	11.78	8.49	6.34
a) Increase in defined benfit obligation due to increase of +1%	1.76	1.15	0.86
b) decrease in defined benefit obligation due to decrease of -1%	1.50	0.98	0.72

Description of Risk Exposures :

Risks associated with the plan provisions are actuarial risks. These risks are:- (i) investment risk, (ii) interest risk (discount rate risk), (iii) mortality risk and (iv) salary risk.

- i) Investment Risk- The present value of the defined benefit plan liability is calculated using a discount rate determined by reference to Government bonds yield. If plan liability is funded and return on plan assets is below this rate, it will create a plan deficit.
- ii) Interest Risk (discount rate risk) – A decrease in the bond interest rate (discount rate) will increase the plan liability.
- iii) Mortality Risk - The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants. For this report we have used Indian Assured Lives Mortality (2012-14) ultimate table. A change in mortality rate will have a bearing on the plan's liability.
- iv) Salary Risk – The present value of the defined benefit plan liability is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

38 Related party disclosures as per IND AS 24

(a) Names of related parties and description of relationship:

Description of Relationship	Name of Related Parties
Key Management Personnel (KMP)	Mr. Ashutosh Goel - Managing Director Mr. Vipul Gupta - Executive Director Mrs. Nidhi Goel - Non-Executive Director Mr. Pradeep Kumar Pujari - Independent Director (w.e.f. 25 December 2024) Mr. Marur Narasimha Aravind Kumar - Independent Director (w.e.f. 19 October 2024) Mr. Manish Jain - Chief Financial Officer (w.e.f. 29 March 2025) Mr. Bhavesh Mehra - Company Secretary and Compliance Officer (w.e.f. 29 March 2025)
Relative of Key Management Personnel (KMP)	Mrs. Bimla Goel - Relative of KMP (Mother of Mr. Ashutosh Goel) Mr. Ashish Singhal - Relative of KMP (Brother of Mrs. Nidhi Goel)
Entities in which KMP / Relatives of KMP can exercise significant influence	TGL Enterprises Private Limited Mass Powertech Private Limited AEW Infratech Private Limited Bharat Smartek Private Limited RGM Solution Private Limited AEW Smart Services Private Limited AEW Smart things Private Limited TGL Engineering Private Limited RG Moulders

(b) Particular of transactions with Related parties during the year

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
AEW Infratech Private Limited			
Rent Paid	5.25	5.25	3.70
Loan taken from the Company	-	-	2.27
Loan repaid to the Company	-	-	2.27
Corporate Guarnatee Taken	2,151.00	1,699.50	1,211.90
Corporate Guarnatee Fees	20.88	-	-
AEW Smart things Private Limited			
Purchases	33.78	0.47	-
Purchase of Fixed Assets	17.75	-	-
AEW Smart Services Private Limited			
Sales	0.17	-	-
Services Taken for Meter Installation	26.82	11.35	-
Purchase of Fixed Assets	0.70	-	-

Allied Engineering Works Limited (Formerly known as “Allied Engineering Works Private Limited”)

CIN No. U31900DL2011PLC220430

Annexure VII : Notes Forming Part of Restated Financial Information

(All amounts in Indian rupees million, unless otherwise stated)

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Mass Powertech Private Limited			
Loan taken from the Company	-	7.01	1.08
Loan repaid to the Company	0.01	7.00	1.11
Purchases	-	2.64	-
RGM Solution Private Limited			
Purchases	87.03	10.32	-
Job Work	39.34		
TGL Engineering Private Limited			
Loan taken from the Company	-	8.42	-
Loan repaid to the Company	0.03	8.39	-
TGL Enterprises Private Limited			
Purchases	-	0.22	-
Sales	-	-	0.41
RG Moulders			
Purchases	0.56	3.16	2.61
Sales	-	2.21	-
Job Work	32.67	34.09	23.86
Mr. Ashutosh Goel			
Rent Paid	22.20	22.20	18.60
Loan taken by Company (included in short term borrowings)	41.50	2.64	80.38
Loan repaid by Company (included in short term borrowings)	49.95	2.99	90.73
Mrs. Nidhi Goel			
Rent Paid	3.98	3.98	5.05
Receipt of Loan	5.00	3.40	44.96
Repayment of Loan	-	4.25	34.61
Consultancy Fees	14.40	4.80	3.60
Mrs. Bimla Goel			
Rent Paid	16.36	14.77	11.65
Loan taken by Company (included in short term borrowings)	-	3.11	15.80
Loan repaid by Company (included in short term borrowings)	-	1.92	15.80

Allied Engineering Works Limited (Formerly known as “Allied Engineering Works Private Limited”)

CIN No. U31900DL2011PLC220430

Annexure VII : Notes Forming Part of Restated Financial Information

(All amounts in Indian rupees million, unless otherwise stated)

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Mr. Ashutosh Goel Employee Benefits Expense	120.00	44.50	24.00
Mr. Vipul Gupta Employee Benefits Expense	30.00	21.50	2.40
Mrs. Bimla Goel Employee Benefits Expense	-	-	12.00
Mr. Ashish Singhal Employee Benefits Expense	7.50	-	-
Mr. Manish Jain Employee Benefits Expense	3.11	-	-
Mr. Bhavesh Mehra Employee Benefits Expense	0.63	-	-
Mr. Pradeep Kumar Pujari Director Sitting Fees	0.25	-	-
Mr. Aravindkumar Narasimha Marur Director Sitting Fees	0.35	-	-

(c) Balances outstanding as at year end

Particulars	Account	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
AEW Infratech Private Limited	Advance to Suppliers	-	-	-
	Rent Payable	0.95	-	-
	Corporate Guarantee Fees Payable	18.38	-	-
AEW Smart things Private Limited	Trade Payables	15.48	-	-
	Advance to Suppliers	-	3.10	-
AEW Smart Services Private Limited	Trade Payables	8.39	4.48	-
Mass Powertech Private Limited	Advance to Suppliers	-	0.01	-
RG Moulders	Trade Payables	2.04	6.30	8.41
RGM Solutions Pvt Ld	Trade Payables	43.02	11.44	-
TGL Engineering Pvt Ltd	Loan Receivable	-	0.03	-

Allied Engineering Works Limited (Formerly known as “Allied Engineering Works Private Limited”)**CIN No. U31900DL2011PLC220430****Annexure VII : Notes Forming Part of Restated Financial Information****(All amounts in Indian rupees million, unless otherwise stated)**

Particulars	Account	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
TGL Enterprises Pvt Ltd	Trade Payables	6.81	12.99	12.73
Mr. Ashutosh Goel	Unsecured Loan A/c	15.85	24.30	24.65
	Rent Payable	0.02	-	0.40
	Salary Payable	0.07	2.41	12.08
	Advance for Rent	-	0.70	-
Mr. Nidhi Goel	Unsecured Loan A/c	14.50	9.50	10.35
	Rent Payable	1.07	0.70	1.69
	Consultancy Payable	0.69	1.30	2.89
Mr. Vipul Gupta	Salary Payable	1.50	2.09	0.88
Mr. Bimla Goel	Unsecured Loan A/c	1.20	1.20	-
	Rent Payable	-	-	3.08
	Salary Payable	-	-	4.46
Mr. Manish Jain	Salary Payable	0.29	-	-
Mr. Bhavesh Mehra	Salary Payable	0.10	-	-
Mr. Pradeep Kumar Pujari	Salary Payable	0.10	-	-
Mr. Aravindkumar Narasimha Marur	Salary Payable	0.10	-	-

***Note:** The elimination table for related party transactions is not applicable to the company, as there are no such transaction which needs to be eliminated in restated summary statement .*

All outstanding balances are unsecured and are repayable/receivable in cash and all the transactions with these related parties are priced on arm's length basis

39 Fair valuation measurements

A. Financial instruments by category				As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
S.No.	Particulars	Note No.	Level of Hierarchy	Amortized cost	Amortized cost	Amortized cost
	<u>Financial assets</u>					
	Non-current					
	Other financial assets	5	3	15.22	9.72	4.30
	Current					
1	Trade receivables	9	3	2,788.01	1,438.99	865.35
2	Cash & cash equivalents	10	3	2.08	107.47	1.27
3	Bank balances other than cash & cash equivalents	11	3	453.59	69.17	41.27
4	Other financial assets	12	3	521.65	42.11	18.97
	Total financial assets			3,780.55	1,667.46	931.16
	<u>Financial liability</u>					
	Non-current					
1	Borrowings including current maturities	16	3	64.33	35.98	23.53
2	Lease liabilities	17	3	187.71	-	42.26
	Current					
1	Borrowings including current maturities	19	3	604.72	245.46	280.47
2	Trade & other payables	20	3	1,672.03	1,231.52	615.85
3	Lease liabilities	17	3	50.18	42.27	38.56
4	Other financial liabilities	21	3	68.36	101.57	94.85
	Total financial liabilities			2,647.33	1,656.80	1,095.52

The management assessed that fair value of cash and short-term deposits, trade receivables, trade payables, and other current financial assets and

liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

Fair valuation of financial assets and liabilities with short term maturities is considered as approximate to respective carrying amount due to the short term maturities of these instruments.

The following is the hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

- Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

There have been no transfers among level 1, level 2 and Level 3 during the year

40 Financial risk management

The Company activities expose it to market risk, liquidity risk and credit risk. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk.

Risk	Exposure arising from	Measurement	Management
Credit risk	Trade receivables	Ageing analysis	Monitoring the credit limits of customers
Liquidity risk	Borrowings	Cash flow forecasts managed by finance team under the overview of Senior Management.	Working capital management by Senior Management. The excess liquidity is channelised through bank deposits.

The Company's risk management is carried out by the Senior Management under policies approved by the Board of Directors. The Board of Directors provides guiding principles for overall risk management, as well as policies covering specific areas such as credit risk and liquidity risk.

Risk management framework

The board of directors have overall responsibility for the risk management framework. The board of directors are responsible for developing and monitoring the risk management policies. The board of directors monitors the compliance with the risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company.

The risk management policies are to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

i) 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 credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments.

a) Trade receivables

Customer credit risk is managed subject to the Company's established policy, procedures and control relating to customer credit risk management. Outstanding customer receivables are regularly monitored by the management.

An impairment analysis is performed at each reporting date on an individual basis for major customers.

The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in note 39. The Company does not hold collateral as security.

The ageing analysis of trade receivables as of the reporting date is as follows:

Particulars	Past due but not impaired		Total
	180 days or less	Above 180 days	
Trade receivables as of 31 March 2025	2,436.40	351.61	2,788.01
Trade receivables as of 31 March 2024	1,349.27	89.72	1,438.99
Trade receivables as of 31 March 2023	803.85	73.52	877.37

b) Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the Company's finance department in accordance with the Company's policy.

ii) 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.

The table below provides details regarding the undiscounted contractual maturities of significant financial liabilities:

As at 31 March 2025

Particulars	Carrying value	Less than 1 year	1-5 years	More than 5 years	Total
Borrowings including current maturities	669.05	604.72	64.33	-	669.05
Trade & other payables	1,672.03	1,672.03	-	-	1,672.03
Lease liabilities	237.89	50.18	187.71	-	237.89
Other financial liabilities	68.36	68.36	-	-	68.36
Total	2,647.33	2,395.29	252.04	-	2,647.33

As at 31 March 2024

Particulars	Carrying value	Less than 1 year	1-5 years	More than 5 years	Total
Borrowings including current maturities	281.44	245.46	35.98	-	281.44
Trade & other payables	1,231.52	1,231.52	-	-	1,231.52
Lease liabilities	42.27	42.27	-	-	42.27
Other financial liabilities	101.57	101.57	-	-	101.57
Total	1,656.80	1,620.82	35.98	-	1,656.80

As at 31 March 2023

Particulars	Carrying value	Less than 1 year	1-5 years	More than 5 years	Total
Borrowings including current maturities	304.00	280.47	23.53	-	304.00
Trade & other payables	615.85	615.85	-	-	615.85
Lease liabilities	80.82	38.55	42.27	-	80.82
Other financial liabilities	94.85	94.85	-	-	94.85
Total	1,095.52	1,029.72	65.80	-	1,095.52

The Company has secured loans from bank that contain loan covenants. A future breach of covenant may require the Company to repay the loan earlier than indicated in the above table.

iii) **Market risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include borrowings and derivative financial instruments.

a) **Interest rate 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 group exposure to the risk of changes in market interest rates relates primarily to the group's long-term debt obligations with floating interest rates.

Exposure to Interest rate risk

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Variable rate borrowings*	637.50	246.44	269.00

*It excludes unsecured loans from related parties being non-interest bearing.

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings. With all other variables held constant, the group's profit before tax is affected through the impact on floating rate borrowings, as follows:

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Sensitivity			
1% decrease in variable rate	6.38	2.46	2.69
1% increase in variable rate	(6.38)	(2.46)	(2.69)

b) **Foreign currency risk**

Foreign currency 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. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue or expense is denominated in a different currency from the Company's functional currency).

The following table demonstrates the sensitivity to a reasonably possible change in the USD exchange rate (or any other material currency), with all other variables held constant, of the Company's profit before tax (due to changes in the fair value of monetary assets and liabilities). The Company's exposure to foreign currency changes for all other currencies is not material.

Particulars	Amount in USD	Equivalent amount in Rs for USD
31 March 2025		
Trade receivable	0.03	2.72
Trade payable	8.86	758.62
31 March 2024		
Trade receivable	0.03	2.65
Trade payable	7.51	626.42
31 March 2023		
Trade receivable	0.53	43.32
Trade payable	2.17	177.95

Foreign currency sensitivity analysis

The following table demonstrates the sensitivity to a reasonably possible change in the US dollar exchange rate (or any other material currency), with all other variables held constant, of the Company's profit before tax (due to changes in the fair value of monetary assets and liabilities). The Company's exposure to foreign currency changes for all other currencies is not material.

Particulars	Change in currency exchnage rate	Currency	Profit or loss		Equity, net of tax	
			Strengthening	Weakening	Strengthening	Weakening
31 March 2025	5%	USD	(37.80)	37.80	(28.28)	28.28
31 March 2024	5%	USD	(31.19)	31.19	(23.34)	23.34
31 March 2023	5%	USD	(6.73)	6.73	(5.04)	5.04

41 Capital Management

The Board's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Board of Directors monitors the return on capital, which the Company defines as result from operating activities divided by total shareholders' equity. The Board of Directors also monitors the level of dividends to equity shareholders.

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders. The primary objective of the group's capital management is to maximize the shareholder value and to ensure the Company's ability to continue as a going concern.

The Company has not distributed any dividend to its shareholders. The Company monitors gearing ratio i.e. total debt in proportion to its overall financing structure, i.e. equity and debt. Total debt comprises of non-current and current borrowing from banks, financial institutions and others. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets.

The debt to adjusted capital ratio at the end of the reporting period was as follows:

Particulars	As at	As at	As at
	31 March 2025	31 March 2024	31 March 2023
Total Debt (refer note 16 and 19)	669.05	281.44	304.00
Less: Cash and cash equivalent and bank balances (free)	272.58	107.47	1.27
Adjusted net debt (A)	396.47	173.97	302.73
Total Equity (B)	2,135.20	732.53	257.85
Capital and net debt (C=A+B)	2,531.67	906.50	560.58
Gearing Ratio (A/C)	15.66%	19.19%	54.00%

In order to achieve this overall objective, the group'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. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

No changes were made in the objectives, policies or processes for managing capital during the period/years ended 31 March 2025, 31 March 2024 and 31 March 2023.

42 Leases

The movement in lease liabilities is as follows :

Particulars	Year ended 31 March 2025	Year ended 31 March 2024	Year ended 31 March 2023
Opening balance	42.27	80.82	109.16
Add : Lease assets during the period	241.09	-	-
Add : Interest expense during the period	3.20	5.84	8.87
Less: Cash outflows	48.67	44.39	37.20
Closing lease liability at the end of the period	237.89	42.27	80.82

43 Auditor's Remunerations

Particulars	Year ended 31 March 2025	Year ended 31 March 2024	Year ended 31 March 2023
Statutory Audit Fees	1.80	0.94	0.90
Other Fees including Internal Audit Fees	1.02	-	-
	2.82	0.94	0.90

44 Suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006

Particulars	Year ended 31 March 2025	Year ended 31 March 2024	Year ended 31 March 2023
The Principal amount remaining unpaid to any supplier as at the end of each accounting year	222.47	155.56	153.08
The Interest due thereon remaining unpaid to any supplier as at the end of each accounting year	3.91	3.11	2.00
The amount of interest paid by the buyer in terms of Section 16 of the MSMED Act 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	Nil	Nil	Nil
The amount of interest accrued and remaining unpaid at the end of each accounting year	3.91	3.11	2.00
The amount of further interest remaining due and payable even in the succeeding years, 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 of the MSMED Act 2006	Nil	Nil	Nil

45 Disclosure required under section 186(4) of the Companies Act 2013 :-

i Particulars of loan given

Sr. No.	Particulars	Purpose	Year ended 31 March 2025	Year ended 31 March 2024	Year ended 31 March 2023
1	TGL Engineering Private Limited	Business Purpose	-	0.03	-

Interest Free Loan provided to the group company which is related over which KMP has significant Control

- 46 In accordance with the requirements of Section 135 of the Companies Act, 2013, during the financial year ending March 31 2025, March 31st 2024 & March 31st 2023 the Company has obligation to spend in pursuance of its Corporate Social Responsibility policy as follows:

Corpoarte Social Responsibility		Year ended 31 March 2025	Year ended 31 March 2024	Year ended 31 March 2023
i)	Disclosure related to Corporate Social Responsibility (CSR)			
a)	Amount required to be Spent by the company during the Year	4.83	1.03	0.97
b)	Amount of expenditure incurred,	4.85	1.03	0.97
c)	Shortfall at the end of the year	(0.02)	-	-
d)	Total of previous years shortfall	-	-	-
e)	Reason for shortfall	NA	Nil	NA
f)	Nature of CSR activities			
	For Promoting Education Skill Development, Vocational Courses	4.85	1.03	0.97
	Total	4.85	1.03	0.97

47 Deferred Tax

Income taxes

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred taxes are recognised in statement of profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively.

Current income taxes

The current income tax expense includes income taxes payable by the Company having its branches in India and overseas where it operates. The current tax payable by the Company in India is Indian income tax payable on income after taking credit for tax relief available for export operations in Special Economic Zones (SEZs). Current income tax payable by overseas branches of the Company is computed in accordance with the tax laws applicable in the jurisdiction in which the respective branch operates. The taxes paid are generally available for set off against the Indian income tax liability of the Company's worldwide income. Advance taxes and provisions for current income taxes are presented in the balance sheet after off-setting advance tax paid and income tax provision arising in the same tax jurisdiction and where the relevant tax paying unit intends to settle the asset and liability on a net basis.

Deferred income taxes

Deferred income tax is recognised using the balance sheet approach. Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount, except when the deferred income tax arises from the initial recognition of an asset or liability in a transaction that is not a business combination, affects neither accounting nor taxable profit or loss at the time of the transaction. Deferred income tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised. The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised. Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be received or settled. For operations carried out in SEZs, deferred tax assets or liabilities, if any, have been established for the tax consequences of those temporary differences between the carrying values of assets and liabilities and their respective tax bases that reverse after the tax holiday ends.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the relevant entity intends to settle its current tax assets and liabilities on a net basis.

Deferred tax assets include Minimum Alternate Tax (MAT) paid in accordance with the tax laws in India, to the extent it would be available for set off against future current income tax liability. Accordingly, MAT is recognised as deferred tax asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will be realised.

Allied Engineering Works Limited (Formerly known as "Allied Engineering Works Private Limited")**CIN No. U31900DL2011PLC220430****Annexure VII : Notes Forming Part of Restated Financial Information****(All amounts in Indian rupees million, unless otherwise stated)**

The income tax expense consists of the following:

Current tax	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
Current tax expense for current year	490.00	192.07	18.40
Current tax expense/(benefit) pertaining to prior year	(0.89)	-	22.86
	489.11	192.07	41.26

48 Subsequent events

- a) The company has converted itself from Private Limited to Public Limited pursuant to a special resolution passed in the extraordinary general meeting of the shareholders of the company held on 22nd April 2025 and consequently the name of the company has changed to "Allied Engineering Works Limited" pursuant to a fresh certificate of incorporation issued by ROC as on 1st May 2025
- b) The Company has made an Overseas Direct Investment in a Company in Thailand vide Board Resolution dated 22 April 2025 in the form of an acquisition of an existing company name Advance Technology and Electrics Co. Ltd. ('foreign entity'), by acquiring 10,000 Equity Shares of THB 100 each, partly paid up THB 25 each, at the book value according to the valuation performed by an certified independent valuer, by investing THB 0.25 million, which is 49% of ownership in foreign entity. The remaining 51% is held by P&M Chomthong Holdings Co., Ltd., On 19 June 2025, the Company has entered into an agreement with P&M Chomthong Holdings Co., Ltd., Pursuant to this agreement, the Company has obtained 100% control over the foreign entity by virtue of having the entire decision making rights and economic benefit of 100% in profit or loss of the foreign entity. Accordingly, the foreign entity will be considered as a subsidiary of the Company.
- c) Further, the Company has given unsecured loan to the Advance Technology and Electrics Co. Ltd., amounting THB 3.00 million on 29 May 2025, which was authorised by the Board vide Board Resolution dated 22 April 2025.

49 Expenditures in foreign currency in INR (on accrual basis)

Particulars	Year ended 31 March 2025	Year ended 31 March 2024	Year ended 31 March 2023
Purchases	1,980.49	1,043.80	401.74
Travelling Expenses	1.14	3.05	0.97
Transportation Charges	-	-	0.36
Capital Assets	57.84	29.76	-
Other Expenses	5.09	-	-
Total	2,044.56	1,076.61	403.07

50 Earning in foreign currency in INR

Particulars	Year ended 31 March 2025	Year ended 31 March 2024	Year ended 31 March 2023
Earning from Sale of Products	-	-	61.59
Total	-	-	61.59

51 Additional Regulatory Information

Ratios

Ratio	Numerator	Denominator	2024-25	2023-24	2022-23	Variance
Current ratio (in times)	Total current assets	Total current liabilities	1.86	1.42	1.22	0.30
Debt-Equity ratio (in times)	Debt consist of borrowings & lease liabilities	Total equity	0.42	0.44	1.49	(0.04)
Debt Services Coverage ratio (in times)	Earning for debt service= Net profit after taxes+ Non - Cash operating expenses+interest+other non-cash adjustments	Debt service = interest & lease payments + principal repayments	16.62	12.01	2.02	0.38
Return on equity ratio (in %)	Profit for the year after tax less preference dividend	Average trade equity	98%	96%	4%	0.02
Inventory Turnover ratio (in times)	Revenue from operations	Average inventory	6.87	5.95	6.84	0.16
Trade Receivable turnover ratio (in times)	Revenue from operations	Average trade receivables	3.39	3.02	2.31	0.12
Trade Payables turnover ratio (in times)	Credit purchase during the period	Average trade payables	3.03	2.65	2.80	0.14
Net Capital turnover ratio (in times)	Revenue from operations	Average working capital (total current assets less total current liabilities)	4.68	7.10	6.60	(0.34)
Net profit ratio (in %)	Net profit after tax	Revenue from operations	19.56%	13.61%	0.62%	0.44
Return on Capital employed (in %)	Profit before tax & finance cost	Capital employed (Tangible Net Worth Plus Total Debt and Deferred Tax Liability)	71.47%	67.04%	14.86%	0.07
Return on investment (in %)	Income generated from investment	Average invested funds in treasury investments	NA	NA	NA	

Explanation for change in ratio by more then 25%

Current Ratio : Current assets increased during the year in comparison to Current Liabilities

Debt Service Coverage Ratio: Due to increase in Profit

Net Capital turnover Ratio : Lower ratio on account of increase in higher average Working Capital

Net Profit Ratio : Higher ratio on account of increase in profit during current year

52 Other statutory information

- (i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- (ii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory Period, except mentioned below

Name of Banker	Charge Details for which charge or satisfaction to be registered	Reason
Yes Bank	Charge ID 101010960 was created by Yes Bank for Rs. 100 million is yet to be satisfied and charges to be modified by SBI Cap Trustee Company Limited by the enhancement amount of Rs. 40 Millions	Due to oversight
Yes Bank	Charge ID 101010963 was created by Yes Bank for Rs. 360 million is yet to be satisfied and Charge to be modified by SBI Cap Trustee Company Limited by the enhancement amount of Rs. 260 Millions	Due to oversight
ICICI Bank	Charge ID 101034258 was created by ICICI Bank for Rs. 450 million is yet to be satisfied and Charge to be modified by SBI Cap Trustee Company Limited by the enhancement amount of Rs. 250 Millions	Due to oversight
SBI CAP Trustee Company Limited	Charge to be modified by Rs. 300 Millions due to enhancement of limit by Yes Bank and Charge to be modified by Rs 250 Millions due to enhancement of Limit by ICICI Bank	Due to oversight
State Bank of India	Charge to be created for GECL Loan 9.4 Millions	Due to oversight
State Bank of India	Charge to be created for Car Loan 4.8 Millions	Due to oversight
SIDBI	Charge ID 100111187 for Rs. 5.9 Millions is to be satisfied.	Due to oversight
SIDBI	Charge ID 100111187 for Rs. 5.35 Millions is to be satisfied.	Due to oversight

- (iii) The Company has not traded or invested in Crypto currency or Virtual currency during the financial year.
- (iv) The Company has not advanced or loaned or invested funds to any other person(s) or entity (ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or,
 - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- (v) The Company has not received any fund from any person(s) or entity (ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
- Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - Provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,
- (vi) The Company has no such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.
- (vii) The Company has not been declared as 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 Reserve Bank of India.
- (viii) during the year, Company does not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956

Allied Engineering Works Limited (Formerly known as "Allied Engineering Works Private Limited")

CIN No. U31900DL2011PLC220430

Annexure VII : Notes Forming Part of Restated Financial Information

(All amounts in Indian rupees million, unless otherwise stated)

- (ix) the Company has borrowings from banks or financial institutions on the basis of security of current assets and the quarterly returns or statements of current assets filed by the Company with such banks or financial institutions are materially in agreement with the books of accounts of the Company, of the respective quarters
- (x) The Company does not have any borrowings from banks and financial institutions that are used for any other purpose other than the specific purpose for which it was taken at the reporting balance sheet date
- (xi) There are no scheme of arrangements which have been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013 during the financial year
- (xii) The company has neither declared nor paid any dividend during the financial year
- (xiii) The company does not have any immovable property, hence disclosure in respect of Title deeds of Immovable Property in name of the Company is not required.
- (xiv) The company has not revalued its property, plant and equipment during the Financial year

53 The figures of the previous year have been re-Companyed / re-classified to render them comparable with the figures of the current year.

As per our report of even date attached
For O. Aggarwal & Co.
Chartered Accountants
FRN: 005755N

For and on the behalf of board of directors
Allied Engineering Works Limited
(Formerly known as "Allied Engineering Works Private Limited")

Ashutosh Goel
Managing Director
DIN:00499875

Vipul Gupta
Executive Director
DIN:03529058

CA Shubham Gupta
Partner
M.No.:539733

Manish Jain
Chief Financial Officer

Bhavesh Mehra
Company Secretary
M No.:A67896

Place: New Delhi
Date: July 2, 2025

Place: New Delhi
Date: July 2, 2025

Place: New Delhi
Date: July 2, 2025

OTHER FINANCIAL INFORMATION

Accounting Ratios

The accounting ratios derived from the Restated Financial Information as required under Clause 11 of Part A of Schedule VI of the SEBI ICDR Regulations are given below:

Particulars	As of and for the financial year ended March 31,		
	2025	2024	2023
<i>Earnings per share of face value of ₹5 each</i>			
- Basic, computed on the basis of profit attributable to equity holders (₹)	12.75	4.32	0.10
- Diluted, computed on the basis of profit attributable to equity holders (₹)	12.75	4.32	0.10
RoNW (%)	65.69%	64.72%	3.94%
Net asset value per Equity Share (₹)	19.41	6.66	2.34
EBITDA (₹ million)	2070.09	727.28	118.57

Notes: The ratios have been computed as under:

1. Basic EPS = Basic earnings per share are calculated by dividing the net restated profit or loss for the year attributable to equity shareholders by the weighted average number of Equity Shares outstanding during the year.
2. Diluted EPS = Diluted earnings per share are calculated by dividing the net restated profit or loss for the year attributable to equity shareholders by the weighted average number of Equity Shares outstanding during the year as adjusted for the effects of all dilutive potential Equity Shares outstanding during the year.
3. Return on Net Worth (%) = net restated profit or loss for the year divided by equity at the end of the year derived from Restated Financial Information.
4. Net Asset Value per share = Total Equity derived from the Restated Financial Information divided by number of equity shares outstanding as at the end of year.
5. EBITDA = Restated profit for the year plus tax, depreciation and amortization and finance cost, less other income.

Other Financial Information

In accordance with the SEBI ICDR Regulations, the audited financial statements of our Company as at and for the Fiscals 2025, 2024 and 2023 and the reports thereon (collectively, the “**Audited Financial Statements**”) are available on our website at www.aewinfra.com/investor/. The definitions of turnover, net-worth and profits before tax have the same meaning as ascribed to them in the Companies Act, 2013.

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 do not constitute, (i) a part of this Draft Red Herring Prospectus; or (ii) a prospectus, a statement in lieu of a prospectus, an offering circular, an offering memorandum, an advertisement, an offer or a solicitation of any offer or an offer document or recommendation or solicitation to purchase or sell any securities under the Companies Act, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere. The Audited Financial Statements 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.

Further, the disclosure in relation to the non material acquisition of ATECL in relation to fact of investment, consideration paid and mode of financing have been certified by J.C. Bhalla & Co., Chartered Accountants, having firm registration number 001111N, pursuant to their certificate dated July 4, 2025. For more details please see “*History and Certain Corporate Matters—Shareholders’ Agreements and Other Agreements—Other Material Agreements*” on page 272.

For details of the related party transactions, as per the requirements under applicable Accounting Standards i.e., Ind AS 24 ‘Related Party Disclosures’ as of and for the Financial Years ended March 31, 2025, March 31, 2024 and March 31, 2023, and as reported in the Restated Financial Information, see Note 38 to the “*Restated Financial Information*” on page 356.

MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This Draft Red Herring Prospectus may include forward-looking statements that involve risks and uncertainties, and our actual financial performance may materially vary from the conditions contemplated in such forward-looking statements as a result of various factors, including those described below and elsewhere in this Draft Red Herring Prospectus. For further information, see “Forward-Looking Statements” on page 28. Also read “Risk Factors” and “- Significant Factors Affecting our Results of Operations and financial condition” on pages 30 and 372, respectively, for a discussion of certain factors that may affect our business, financial condition or results of operations.

Our Company’s financial year commences on April 1 and ends on March 31 of the subsequent year, and references to a particular Fiscal are to the 12 months ended March 31 of that year. Unless otherwise stated or the context otherwise requires, the financial information for Fiscal 2025, 2024 and 2023 included in this section has been derived from our Restated Financial Information included in this Draft Red Herring Prospectus. For further information, see “Restated Financial Information” on page 299.

Unless otherwise indicated, industry and market data used in this section has been derived from the industry report titled “Market assessment of smart meters, IIOT automation and wires and cables” dated July, 2025 (the “**Crisil Report**”) prepared and issued by Crisil Intelligence, appointed by us on June 12, 2025 and exclusively commissioned and paid for by us for the purposes of confirming our understanding of the industry, in connection with the Offer. Unless otherwise indicated, financial, operational, industry and other related information derived from the Crisil Report and included herein with respect to any particular year refers to such information for the relevant calendar year. A copy of the Crisil Report is available on the website of our Company at www.aewinfra.com/investor/. For more information, see “Risk Factors – 51. Certain sections of this Draft Red Herring Prospectus disclose information from the Crisil Report which is a paid report and commissioned and paid for by us exclusively in connection with the Offer and any reliance on such information for making an investment decision in the Offer is subject to inherent risks.” on page 58. Also see, “Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation – Industry and Market Data” on page 27.

OVERVIEW

For details regarding the overview of the Company, see “Our Business – Overview” on page 225.

SIGNIFICANT FACTORS AFFECTING OUR RESULTS OF OPERATIONS AND FINANCIAL CONDITION

Government policies

The Government of India’s Smart Meter National Programme (“**SMNP**”) under the RDSS is a key driving factor for the installation of smart energy meters. RDSS is a reform-based and result-linked scheme for improving the quality and reliability of power supply to consumers through a financially sustainable and operationally efficient distribution sector. (Source: *Crisil Report*) The programme focuses on modernizing the electricity distribution infrastructure through the large-scale deployment of smart energy meters and aims to replace 250 million conventional meters with smart energy meters, enhancing energy management, reducing transmission and distribution losses, and improving consumer engagement. As of March 31, 2025, approximately 227.86 million smart energy meters have been sanctioned, of which approximately 142.75 million smart energy meters have been awarded and approximately 27 million smart energy meters have been installed, representing 11.9% of the total sanctioned smart energy meters. (Source: *Crisil Report*)

The table below sets forth details of our revenues from the sale of smart energy meters for the years indicated:

Products	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

Single phase smart meters (I)	4,737.15	66.06%	1,726.14	49.53%	356.63	21.88%
DT smart meters (II)	1,269.18	17.70%	3.23	0.09%	Nil	Nil
Other smart meters including three phase and HT smart meters (III)	675.09	9.41%	692.46	19.88%	50.80	3.12%
Revenue from smart meters (IV) = (I) + (II) + (III)	6,681.42	93.17%	2,421.83	69.50%	407.43	25.00%

While we believe that the government will continue to focus on the growth of smart metering infrastructure in India, however, any adverse policy change, variations in economic conditions, political instability, and regulatory environments could have an adverse effect on our business, results of operations, financial condition and cash flows.

Cost and availability of raw materials

Our cost of materials consumed is the most significant aspect of our total expenses. In Fiscal 2025, 2024 and 2023, our cost of materials consumed was ₹ 4,090.29 million, ₹ 2,024.91 million and ₹ 1,210.02 million, respectively, which represented 57.04%, 58.11% and 74.24% of our revenue from operations for the respective Fiscals. Our primary raw materials include switch-mode power supplies - IC (“**SMPS-IC**”) for power integration, micro controller, cylindrical battery, coin cell battery, LCD display, relay driver, double pole relay, 3D hall sensor, current transformer, general packet radio service (“**GPRS**”) module. We typically procure such materials through purchase orders and do not enter into any long-term agreements with our suppliers. We are thus exposed to fluctuations in availability and prices of our raw materials and we may not be able to effectively pass on all increases in cost of raw materials to our customers, which may affect our margins, results of operations and cash flows. The price of our raw materials may fluctuate due to several reasons including market fluctuations, currency fluctuations given some of our vendors are situated globally, production and transportation costs and changes in domestic and international trade policies. Any inability on our part to procure sufficient quantities of raw materials and on commercially acceptable terms, could have an adverse impact on our sales volume and profit margins.

Further, we import certain raw materials such as micro controller from Singapore, LCD display from China and cylindrical battery from Korea. The table below sets forth details of raw materials imported, which is also expressed as a percentage of total purchase of raw materials in the years indicated:

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Cost of raw materials imported (₹ million)	2,123.63	1,168.23	410.57
Total purchase of raw materials (₹ million)	4,396.44	2,445.49	1,340.33
Cost of raw materials as a percentage of total purchase of raw materials	48.30%	47.77%	30.63%

Note: The above numbers represent the cost of raw materials purchased which include both the material consumed for production and inventory. While the cost of imported raw materials represents a significant portion of the total purchase, not all of these imported raw materials are in production as some are held in inventory due to longer lead times for future use.

Any restrictions imposed by the Government of India or changes in regulations on the import of raw materials or geopolitical factors or any embargoes on the jurisdictions where our suppliers are located, or any increases in import duties on these raw materials, exchange rate fluctuations, may adversely affect our business, results of operations and prospects.

Our expansion plans

Our future results of operations will be affected by our expansion plans. We intend to set up two manufacturing facilities for the production of (a) smart gas meters, smart water meters, IoT solutions at our land situated at Kundli Industrial Estate, Haryana, 131 028, Haryana, India (“**Kundli Facility**”) and, (ii) smart electricity meters at our land situated at Rai Industrial Estate, Haryana, India (“**Rai Facility**”) and together with the Kundli Facility, “**Proposed Manufacturing Facilities**”). We intend to deploy ₹ 2,164.61 million from the Net Proceeds towards setting up the Proposed Manufacturing Facilities. For further information, see “*Objects of the Offer – 1. Part financing the capital*”

expenditure requirements for setting up the (a) Kundli Facility; and (b) Rai Facility” on page 105. In the event that there is an oversupply of smart energy meters in the markets, we may be required to reduce production volumes and may not be able to realize the benefits of expanding our manufacturing capacities. Similarly, if the demand for smart water and gas meters and IoT solutions do not meet our expectations, we may face challenges in fully utilizing our production capacities for these products.

Ability to enhance operating efficiency and managing our operating expenses

Our ability to enhance operating efficiency and manage our operating expenses is a critical factor in achieving sustainable growth and maintaining our competitive edge. The table below sets forth details of our cost of materials consumed, change in inventories of finished goods, work in progress and stock in trade, employee benefits expense, finance costs, depreciation and amortization expense and other expenses as a percentage of our total expenses:

Particulars	Fiscal					
	2025		2024		2023	
	Amount (₹ million)	Percentage of Total expenses (%)	Amount (₹ million)	Percentage of Total expenses (%)	Amount (₹ million)	Percentage of Total expenses (%)
Cost of materials consumed	4,090.29	77.95%	2,024.91	70.60%	1,210.02	75.56%
Change in inventories of finished goods, work in progress and stock in trade	(130.62)	(2.49)%	(57.45)	(2.00)%	(90.74)	(5.67)%
Employee benefits expense	325.14	6.20%	165.43	5.77%	94.13	5.88%
Finance Costs	65.33	1.24%	49.81	1.74%	36.18	2.26%
Depreciation and amortization expense	81.05	1.54%	60.87	2.12%	53.80	3.36%
Other expenses	816.21	15.55%	624.65	21.78%	297.92	18.60%
Total expenses	5,247.40	100.00%	2,868.22	100.00%	1,601.31	100.00%

Our revenue from operations has grown at a CAGR of 109.76% between Fiscal 2023 and Fiscal 2025. Our results of operations have been, and will continue to be, affected by our ability to improve our operating efficiency and managing our operating expenses. As our business continues to expand, it is essential to focus on optimizing key areas of our operations to ensure long-term success. For example, it is essential to implement optimum supply chain management techniques, negotiate better terms with suppliers, or explore alternative materials to reduce cost of materials, invest in technology and process improvements to improve efficiency, streamline inventory management to minimize waste and ensure that materials are used optimally, and provide continuous training and development opportunities to employees to enhance work-force productivity.

PRESENTATION OF FINANCIAL INFORMATION

Our Restated Financial Information are derived from the following:

- Audited Ind AS financial Statements of the Company as at and for the year ended March 31, 2025 prepared in accordance with the Indian accounting Standards (“**Ind AS**”) as prescribed under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India;
- Audited special purpose IND AS Financial Statements of the Company as at and for the year ended March 31, 2024 which were prepared in accordance with the Ind AS and other accounting principles generally accepted in India; and
- Audited special purpose IND AS Financial Statements of the Company as at and for the year ended March 31, 2023 which were prepared in accordance with the Ind AS and other accounting principles generally accepted in India.

MATERIAL ACCOUNTING POLICIES

Below are the details in relation to our material accounting policies:

Revenue from Contract with Customer

Revenue from contracts with customer are recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company has concluded that it is the principal in its revenue arrangements because it typically controls the goods or services before transferring them to the customer.

Ind AS 115 establishes a five-step model to account for revenue arising from contracts with customers and requires that revenue be recognized at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer.

Ind AS 115 requires entities to exercise judgement, taking into consideration all of the relevant facts and circumstances when applying each step of the model to contracts with their customers. The standard also specifies the accounting for the incremental costs of obtaining a contract and the costs directly related to fulfilling a contract. In addition, the standard requires extensive disclosures.

The Goods and service Tax (GST) is not received by the Company on its own account. It is a tax collected on value added to the commodity by the seller on behalf of the government. Accordingly, it has been excluded from revenue.

The specific recognition criteria described below must also be met before revenue is recognized.

Revenue from sale of goods

Revenue from the sale of goods is recognized at a point in time. The performance obligation is completed when control of the asset is transferred to the customer, generally on delivery of the goods. 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.

Revenue from Installation and other services

The Company provides installation services that are bundled together with the sale of products to a customer. The installation services can be obtained from other providers and do not significantly customize or modify the meter or related products manufactured.

Contracts for bundled sales of meters and related products and installation services are comprised of two performance obligations because the promises to transfer equipment and provide installation services are capable of being distinct and separately identifiable.

The Company recognizes revenue from installation services over time, using an input method to measure progress towards complete satisfaction of the service, because the customer simultaneously receives and consumes the benefits provided by the Company. Revenue from the sale of the meters and related products is recognized at a point in time, generally upon delivery of the equipment.

Revenue from Erection Contracts

When the outcome of a construction contract can be estimated reliably, contract revenue and contract costs associated with the construction contract shall be recognized as revenue and expenses respectively by reference to the stage of completion of the contract activity at the end of the reporting period. The percentage of completion is determined by the proportion that contract costs incurred for work performed up to the reporting date bear to the estimated total contract costs. However, profit is not recognized unless there is reasonable progress on the contract. If the total cost of a contract, based on technical and other estimates, is estimated to exceed the total contract revenue, the foreseeable loss is provided for. The effect of any adjustment arising from revision to estimates is included in the income statement of the year in which revisions are made. Contract revenue earned in excess of billing has been reflected under “Other current assets” and billing in excess of contract revenue has been reflected under “Other current liabilities” in the balance sheet.

Price Escalation and other claims or variations in the contract work are included in contract revenue only when:

- i. Negotiations have reached to an advanced stage such that it is probable that customers will accept the claim; and

- ii. The amount that is probable will be accepted by the customer and can be measured reliably.

Trade receivables/ Unbilled Revenue:

A receivable is recognized if an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).

Contract modifications

Contract modifications are defined as changes in the scope of the work, other than changes envisaged in the original contract, that may result in a change in the revenue associated with that contract. Modifications to the initial contract require the customer's technical and/or financial approval before billings can be issued and the amounts relating to the additional work can be collected. The Company does not recognize the revenue from such additional work until the customer's either of the technical or financial approval has been obtained. In cases where the additional work has been approved but the corresponding change in price has not been determined, the requirement described below for variable consideration is applied: namely, to recognize revenue for an amount with respect to which it is highly probable that a significant reversal will not occur.

Claims

A claim is a request for payment of compensation from the customer (for example, for compensation, reimbursement of prolongation costs, etc) that is rejected and being disputed by the customer under the contract. The revenue relating to claims which are pending before various judicial authorities is not recognized till the time it is established that such amounts are clearly due and enforceable

Interest income

For all financial instrument measured at amortized cost, interest income is recorded using effective interest rate (EIR), which is the rate that exactly discounts the estimated future cash payments or receipts through the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset. Interest income is included under the head "other income" in the statement of profit and loss.

Other Operating Income

The Company presents incentives received related to refunds of indirect taxes as other operating income in the statement of profit and loss. Interest on the contract assets/ financial assets arising from the Company's principal or ancillary revenue generating activities are classified as 'Other operating revenue' in Statement of Profit and Loss.

Government Grants

Government grants are recognized where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognized as income and shown as separate item under head "Other Income" on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognized as deduction from the cost of the asset and depreciation is charged on the net cost.

Taxes

Tax expense comprises current tax expense 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 rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in India.

Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in OCI or in equity). Current tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which

applicable tax regulations are subject to interpretation and establishes provision where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognized for all taxable temporary differences.

Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax assets to be utilised. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period/year when the asset is realized or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in OCI or in equity). Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

The Company offsets deferred tax assets and deferred tax liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity which intends either to settle current tax liabilities and assets on a net basis, or to realize the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Property, Plant & Equipment

Property, plant and equipment and capital work in progress are stated at cost, net of tax / duty credit availed, less accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long- term projects if the recognition criteria are met. 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. All other repair and maintenance costs are recognized in the statement of profit and loss as incurred. Cost includes expenditures that are directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials and other costs directly attributable to bringing the asset to a working condition for its intended use. Borrowing costs that are directly attributable to the construction or production of a qualifying asset are capitalized as part of the cost of that asset.

Subsequent expenditure related to an item of property, plant and equipment is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance or extends its estimated useful life.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Gains and losses upon disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment and are recognized net within “other (income)/expense, net” in the statement of profit and loss.

Depreciation is calculated on a Written Down Value Method using the rates arrived at based on the useful lives estimated by the management, which is equal to the life prescribed under the Schedule II to the Companies Act, 2013

The lives of the assets are as follows:

Particulars	Plant and Machinery	Electrical Installations & Equipments	Factory Equipments	Furniture & fixtures	Office Equipments	Motor Vehicles
Useful live	15	5	15	10	3	8

No Depreciation has been charged on the cost of Land, if any.

The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

An item of property, plant and equipment and any significant part initially recognized is derecognized 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 derecognized.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial period/year end and adjusted prospectively, if appropriate. incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low- value assets. The Company recognizes lease liabilities to make lease payments and right- of-use assets representing the right to use the underlying assets.

Right-of-use assets

The Company recognizes right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right- of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

Lease Liabilities

At the commencement date of the lease, the Company recognizes lease liabilities measured at the present value of

lease payments to be made over the lease term. The lease payments include fixed payments. 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 or a change in the assessment of an option to purchase the underlying asset.

Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases of those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option.

Inventories

Inventories are valued at the lower of cost and net realizable value. Cost is determined on first in first basis.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

- Raw materials and Components: Materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition.
- Finished goods and work in progress: cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity, but excluding borrowing costs. Cost of finished goods includes excise duty, if applicable.
- Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

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 costs of disposal and its value in use. 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. When 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 costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated.

Impairment losses, including impairment on inventories, are recognized in the statement of profit and loss. An assessment is made at each reporting date to determine whether there is an indication that previously recognized impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior periods/ years. Such reversal is recognized 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.

Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event and 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 recognized 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 recognized as a finance cost.

Provisions are reviewed at each Balance Sheet date.

Warranty Provision

Provisions for warranty-related costs are recognized when the product is sold or service provided to the customer. Initial recognition is based on historical experience. The initial estimate of warranty-related costs is revised annually.

Liquidated damages

Provision for liquidated damages are recognized on contracts for which delivery dates are exceeded and computed in reasonable manner.

Other Litigation claims

Provision for litigation related obligation represents liabilities that are expected to materialize in respect of matters in appeal.

Onerous contracts

If the Company has a contract that is onerous, the present obligation under the contract is recognized and measured as a provision. However, before a separate provision for an onerous contract is established, the Company recognizes any impairment loss that has occurred on assets dedicated to that contract.

An onerous contract is a contract under which the unavoidable costs (i.e., the costs that the Company cannot avoid because it has the contract) of meeting the obligations under the contract exceed the economic benefits expected to be received under it. The unavoidable costs under a contract reflect the least net cost of exiting from the contract, which is the lower of the cost of fulfilling it and any compensation or penalties arising from failure to fulfil it.

Retirement and other employee benefits

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.

The cost of providing benefits under the defined benefit plan is determined based on actuarial valuation under purchase unit credit method.

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognized immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not

reclassified to statement of profit and loss in subsequent periods.

Past service costs are recognized in statement of profit or loss on the earlier of:

- The date of the plan amendment or curtailment, and
- The date that the Company recognizes related restructuring costs.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognizes 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

The Company treats accumulated leave, as a short-term employee benefit for measurement purposes. The Company presents the entire liability in respect of leave as a current liability in the balance sheet, since it does not have an unconditional right to defer its settlement beyond 12 months after the reporting date.

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

Financial assets are classified, at initial recognition, as subsequently measured at amortized cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

The classification of financial assets at initial recognition 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.

In order for a financial asset to be classified and measured at amortized cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Company's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows while financial assets classified and measured at fair value through OCI are held within a business model with the objective of both holding to collect contractual cash flows and selling.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Debt instruments at amortized cost

- Debt instruments at fair value through other comprehensive income (FVTOCI)
- Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)

Debt Instrument

A 'debt instrument' is measured at the amortized 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.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. 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 EIR. The EIR amortization is included in finance income in the statement of profit and loss. The losses arising from impairment are recognized in the statement of profit and loss. This category generally applies to trade and other receivables.

Debt instrument at FVTOCI

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- a. The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- b. The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the OCI. However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the statement of profit and loss. On derecognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified from the equity to statement of profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Debt instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL. Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

Equity investments:

All equity investments are measured at fair value except for equity investment in Associates which have been measured at cost. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in OCI subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If an equity instrument is classified as FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to statement of profit and loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity. Equity instruments classified as FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

Impairment of Financial Assets:

In accordance with Ind AS 109, the Company recognizes an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

For trade receivables and contract assets, the Company applies a simplified approach in calculating ECLs. Therefore, the Company does not track changes in credit risk, but instead recognizes 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.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized (i.e. removed from the Company's balance sheet) when:

- a. the rights to receive cash flows from the asset have expired, or
- b. the Company has transferred its rights to receive cash flows from the asset, and
 - (i) the Company has transferred substantially all the risks and rewards of the asset, or
 - (ii) 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 passthrough 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 recognize the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in statement of profit and loss when the liabilities are derecognized as well as through the EIR 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 EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

Financial Guarantee Contracts

Financial guarantee contracts issued by the company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognized initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognized less cumulative amortization.

Derecognition

A financial liability is derecognized when the obligation under the liability 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 recognized in the Statement of Profit and Loss.

Reclassification of financial assets

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognized gains, losses (including impairment gains or losses) or interest.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

Derivative Financial Instruments

Initial recognition and subsequent measurement

The Company uses derivative financial instruments, such as foreign currency denominated borrowings and foreign exchange forward contracts to manage some of its transaction exposures. Such derivative financial instruments are initially recognized at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss. The foreign exchange forward are not designated as cash flow hedges and are entered into for periods consistent with foreign currency exposure of the underlying transactions.

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, which are 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, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

Dividend

The Company recognizes a liability to pay dividend to equity holders of the parent when the distribution is authorized, and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorized when it is approved by the shareholders. A corresponding amount is recognized directly in equity.

Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the 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 that have changed the number of equity shares outstanding, without a corresponding change in resources.

Diluted EPS amounts are calculated by dividing the net profit or loss attributable to equity shareholders by the weighted average number of Equity shares outstanding during the year plus the weighted average number of equity shares outstanding, for the effects of all dilutive potential shares

Segment reporting

The Company's Chief Operating Decision maker is the Senior Management who evaluates Company's performance and allocates resources based on an analysis of various performance indicators by business verticals. The Chief Operating Decision Maker (CODM) reviews the business as one operating segments - 'Metering and Cable Business'. Segment information has been presented in the Restated Financial Information in accordance with Ind AS 108 notified under the Companies (Indian Accounting Standards) Rules, 2015

Further the geographical segment is based on the areas in which major operating divisions of the Company operates.

Contingent Liability and contingent assets

A contingent liability is 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 Company or a present obligation that is not recognized because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize the contingent liability but discloses its existence in the Restated Financial Information.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. The Company does not recognize the contingent assets since this may result in the recognition of income that may never be realized but discloses its existence in the Restated Financial Information. Where an inflow of economic benefits are probable, the Company disclose a brief description of the nature of contingent assets at the end of the reporting period. However, when the realization of income is virtually certain, then the related asset is not a contingent asset and the Company recognize such assets.

Contingent liabilities and Contingent assets are reviewed at each Balance Sheet date.

CSR expenditure

The Company charge its CSR expenditure incurred during the year to the statement of profit and loss.

CHANGES IN ACCOUNTING POLICIES

There have been no changes in our accounting policies in Fiscal 2025, 2024 and 2023.

NON-GAAP MEASURES

EBITDA, EBITDA Margin, PAT Margin, Return on capital employed and Return on equity (together, “**Non-GAAP Measures**”), presented in this section is a supplemental measure of our performance and liquidity that is not required by, or presented in accordance with, Ind AS, Indian GAAP, IFRS or US GAAP. Further, these Non-GAAP Measures are not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, IFRS or US GAAP and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the years/ period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, IFRS or US GAAP. In addition, these Non-GAAP Measures are not standardised 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

Reconciliation for EBITDA and EBITDA Margin

EBITDA is calculated as restated profit before tax plus finance costs, depreciation and amortisation expense less other income, while EBITDA Margin is calculated as EBITDA divided by revenue from operations.

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
	(₹ million, except percentages)		
Restated profit before tax (I)	1,953.35	629.91	47.29
Finance cost (II)	65.33	49.81	36.18
Depreciation and Amortization Expense (III)	81.05	60.87	53.80
Other income (IV)	(29.64)	(13.31)	(18.70)
EBITDA (V = I + II + III – IV)	2,070.09	727.28	118.57
Revenue from operations (VI)	7,171.11	3,484.82	1,629.90
EBITDA Margin (V/VI)	28.87%	20.87%	7.27%

Reconciliation for PAT Margin

PAT Margin is calculated as restated profit for the year divided by revenue from operations.

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
	(₹ million, except percentages)		
Restated profit for the year (I)	1,402.60	474.12	10.17
Revenue from operations (II)	7,171.11	3,484.82	1,629.90
PAT Margin (III = I/II)	19.56%	13.61%	0.62%

Reconciliation for Return on Capital Employed

Return on Capital Employed is calculated as EBIT divided by capital employed. EBIT is calculated as restated profit before tax plus finance costs while capital employed is calculated as the sum of total equity plus total debt and deferred tax liability less deferred tax assets.

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
	(₹ million, except percentages)		
Total equity (I)	2,135.20	732.53	257.85
Total debt (II)	669.05	281.44	304.00
Deferred tax liability (III)	20.13	-	-
Deferred tax assets (IV)	-	(41.54)	(5.45)

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
	(₹ million, except percentages)		
Capital Employed (V = I + II + III - IV)	2,824.38	972.43	556.40
Restated profit before tax (V)	1,953.35	629.91	47.29
Finance cost (VI)	65.33	49.81	36.18
EBIT (VII = V + VI)	2,018.68	679.72	83.47
Return on capital employed (VII/V)	71.47%	69.90%	15.00%

Reconciliation of Return on Equity

Return on equity is calculated as restated profit for the year attributable to owners of our Company divided by total equity attributable to owners of our Company.

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
	(₹ million, except percentages)		
Total equity attributable to owners of the Company (I)	2,135.20	732.53	257.85
Restated profit for the period/year attributable to the owners of our Company (II)	1,402.60	474.12	10.17
Return on Equity (II)/(I)	65.69%	64.72%	3.94%

PRINCIPAL COMPONENTS OF INCOME AND EXPENDITURE

Total Income

Our total income comprises our revenue from operations and other income.

Revenue from Operations

Revenue from operations comprise (i) sales of products; (ii) sales of services; (iii) unbilled revenue; and (iv) previous year deferred revenue less of deferred revenue for the year.

Other Income

Other income comprise (i) interest income, which includes (a) interest income from banks, and (b) interest income from other; (ii) discount on purchases; gain on remission of duties and taxes on export products (“**RODTEP**”) and rebate of state and central taxes and levies (“**ROSTCL**”) Scheme; (iii) net foreign exchange gain; (iv) GST Refund; (v) duty drawback on exports; (vi) other research and development grant; (vii) profit on sale of asset; and (viii) reversal of excess provision.

Expenses

Expenses comprise (i) cost of materials consumed; (ii) changes in inventories of work in progress, finished goods and stock-in-trade; (iii) employee benefits expense; (iv) finance costs; (v) depreciation and amortization expenses; and (vi) other expenses.

Cost of Materials Consumed

Cost of materials consumed comprise (i) opening stock of raw material; and (ii) purchases; less (i) stock lost by fire; (ii) closing stock of raw material and (iii) stock in transit.

Change in Inventories of Work in Progress, Finished Goods and Stock-in-trade

Our changes in inventories of work-in-progress, finished goods and stock-in-trade are computed by taking the inventories at beginning of the year less the inventories at the end of the year.

Employee Benefits Expense

Employee benefits expense comprise (i) salaries, wages, bonus and allowances which includes research and development salary; (ii) contribution to provident and other funds; (iii) gratuity; (iv) leave encashment; (v) staff welfare expense; and (vi) incentive production linked incentive (“**PLI**”).

Finance Costs

Finance costs comprise (i) interest expenses and; (ii) bank charges.

Depreciation and Amortization Expenses

Depreciation and amortization expenses comprise (i) depreciation of property, plant and equipment; and (ii) depreciation of right-of-use assets.

Other Expenses

Other expenses comprise (i) advertisement and sales promotion; (ii) auditor's remuneration; (iii) bad debts; (iv) commission; (v) consultancy expenses; (vi) consumer index expenses; (vii) consumption of stores, spares and consumables; (viii) corporate guarantee fees; (ix) CSR expenses; (x) deduction by customers; (xi) demand paid on GST; (xii) design and development charges; (xiii) donations; (xiv) erection charges; (xv) exhibition charges; (xvi) festival and event expenses; (xvii) filing fees; (xviii) freight, custom, clearing and forwarding; (xix) installation charges; (xx) insurance expense; (xxi) interest; (xxii) job work; (xxiii) late fees and penalty charges; (xxiv) legal and professional; (xxv) license and registration expenses; (xxvi) loss on hedging mark-to market (“**MTM**”); (xxvii) loss on RODTEP and ROSTCL license; (xxviii) loss on sale of fixed assets; (xxix) membership fees and subscription fees; (xxx) miscellaneous expenses; (xxxi) office expenses; (xxxii) postage and courier charges; (xxxiii) power and fuel; (xxxiv) printing and stationery; (xxxv) project site expenses; (xxxvi) provision for expected credit loss (“**ECL**”); (xxxvii) rates and taxes; (xxxviii) rent; (xxxix) repair and maintenance; (xl) research and development expenses; (xli) retainership charges; (xlii) sitting fees; (xliii) software expense; (xliv) stock lost by fire (net after insurance claim set off); (xlv) tender fees; (xlvi) testing and calibration, inspection charges; (xlvii) travelling and conveyance; (xlviii) utilities charges; (xlix) vehicle repair and maintenance; and (l) warranty expenses on meters.

RESULTS OF OPERATIONS FOR FISCAL 2025, 2024 AND 2023

The following table sets forth certain information with respect to our results of operations on a consolidated basis for Fiscal 2025, 2024 and 2023:

Particulars	Fiscal					
	2025		2024		2023	
	Amount (₹ million)	Percentage of Total Income (%)	Amount (₹ million)	Percentage of Total Income (%)	Amount (₹ million)	Percentage of Total Income (%)
Income						
Revenue from operations	7,171.11	99.59%	3,484.82	99.62%	1,629.90	98.87%
Other income	29.64	0.41%	13.31	0.38%	18.70	1.13%
Total Income	7,200.75	100.00%	3,498.13	100.00%	1,648.60	100.00%
Expenses						
Cost of materials consumed	4,090.29	56.80%	2,024.91	57.89%	1,210.02	73.40%
Change in inventories of finished goods, work in progress and stock in trade	(130.62)	(1.81)%	(57.45)	(1.64)%	(90.74)	(5.50)%
Employee benefits expense	325.14	4.52%	165.43	4.73%	94.13	5.71%
Finance Costs	65.33	0.91%	49.81	1.42%	36.18	2.19%
Depreciation and amortization expense	81.05	1.13%	60.87	1.74%	53.80	3.26%
Other expenses	816.21	11.34%	624.65	17.86%	297.92	18.07%
Total expenses	5,247.40	72.87%	2,868.22	81.99%	1,601.31	97.13%

Particulars	Fiscal					
	2025		2024		2023	
	Amount (₹ million)	Percentage of Total Income (%)	Amount (₹ million)	Percentage of Total Income (%)	Amount (₹ million)	Percentage of Total Income (%)
Profit before tax	1,953.35	27.13%	629.91	18.01%	47.29	2.87%
Tax Expenses						
Current tax (Net)	490.00	6.80%	192.07	5.49%	18.40	1.12%
Deferred tax credit (Net)	61.64	0.86%	(36.28)	(1.04)%	(4.14)	(0.25)%
Previous year tax (Net)	(0.89)	(0.01)%	-	-	22.86	1.39%
Total tax expense	550.75	7.65%	155.79	4.45%	37.12	2.25%
Profit for the year	1,402.60	19.48%	474.12	13.55%	10.17	0.62%

FISCAL 2025 COMPARED TO FISCAL 2024

Income

Total income increased by 105.85% from ₹ 3,498.13 million in Fiscal 2024 to ₹ 7,200.75 million in Fiscal 2025, primarily due to an increase in revenue from operations and other income.

Revenue from Operations

Our revenue from operations, increased by 105.78% from ₹ 3,484.82 million in Fiscal 2024 to ₹ 7,171.11 million in Fiscal 2025 primarily on account of (i) an increase in sale of products from ₹ 3,504.70 million in Fiscal 2024 to ₹ 6,843.03 million in Fiscal 2025 due to an increase in the business volume of smart meters (particularly single phase and DT smart meters), (ii) an increase in sale of services from ₹ 26.13 million in Fiscal 2024 to ₹ 153.82 million in Fiscal 2025 on account of an increase in the business volume of our Company as an AMISP, specifically through services provided to Punjab State Power Corporation Limited; and (iii) an increase in unbilled revenue of from ₹ 25.61 million in Fiscal 2024 to ₹ 59.48 million in Fiscal 2025.

The table below sets forth details of revenues from the sale of smart energy meters, static meters, and wires and cables for the years indicated:

Products	Fiscal 2025		Fiscal 2024	
	Amount (in ₹ million)	Percentage of revenue from operations	Amount (in ₹ million)	Percentage of revenue from operations
Single phase smart meters (I)	4,737.15	66.06%	1726.14	49.53%
DT smart meters (II)	1269.18	17.70%	3.23	0.09%
Other smart meters including three phase and HT smart meters (III)	675.09	9.41%	692.46	19.88%
Revenue from smart meters (IV) = (I) + (II) + (III)	6,681.42	93.17%	2,421.83	69.50%
Static meters (V)	79.42	1.11%	781.55	22.43%
Others including wires and cables (VI)	410.27	5.72%	281.44	8.07%
Revenue from operations (VII) = (IV) + (V) + (VI)	7,171.11	100.00%	3,484.82	100.00%

Note: Revenue from smart meters includes revenue from services provided to Punjab State Power Corporation Limited as AMISP.

Other Income

Other income increased by 122.69% from ₹ 13.31 million in Fiscal 2024 to ₹ 29.64 million in Fiscal 2025 primarily due to an increase in interest income from banks from ₹ 3.53 million in Fiscal 2024 to ₹ 18.35 million in Fiscal 2025 on account of increase in volume of fixed deposits with banks which was primarily for margin money against bank

guarantees and as a corpus against warranty liability of our Company on energy meters, increase in net foreign exchange gain from ₹ 4.04 million in Fiscal 2024 to ₹ 6.83 million in Fiscal 2025, increase in GST refund from nil in Fiscal 2024 to ₹ 1.38 million in Fiscal 2025 and increase in gain on remission of duties and taxes on export products (“**RODTEP**”) and rebate of state and central taxes and levies (“**ROSTCL**”) scheme from nil in Fiscal 2024 to ₹ 0.64 million in Fiscal 2025. These were partially offset by a decrease in discount on purchases from ₹ 2.53 million in Fiscal 2024 to ₹ 2.13 million in Fiscal 2025 and a decrease in other research and development grant from ₹ 2.76 million in Fiscal 2024 to nil in Fiscal 2025.

Expenses

Total expenses increased by 82.95% from ₹ 2,868.22 million in Fiscal 2024 to ₹ 5,247.40 million in Fiscal 2025 primarily due to increase in cost of materials consumed, employee benefits expenses, depreciation and amortization expenses and other expenses.

Cost of Materials Consumed

Cost of materials consumed increased by 102.00% from ₹ 2,024.91 million in Fiscal 2024 to ₹ 4,090.29 million in Fiscal 2025 primarily on account of increase in the volume of the business.

Employee Benefits Expense

Employee benefits expense increased by 96.54% from ₹ 165.43 million in Fiscal 2024 to ₹ 325.14 million in Fiscal 2025, primarily due to an increase in salaries, wages, bonus and allowances from ₹ 153.58 million in Fiscal 2024 to ₹ 308.02 million in Fiscal 2025. This increase was due to an increase in the number of employees employed by us and annual compensation increments.

Finance Costs

Finance costs increased by 31.16% from ₹ 49.81 million in Fiscal 2024 to ₹ 65.33 million in Fiscal 2025, primarily due to an increase in interest – others from ₹ nil million in Fiscal 2024 to ₹ 27.01 million in Fiscal 2025 due to interest on discounting of customer letters of credit. This was partially offset by a decrease in bank charges from ₹ 17.84 million in Fiscal 2024 to ₹ 8.44 million in Fiscal 2025, primarily due to a reduction in the bank guarantee issuance charges and annual working capital facility charges.

Depreciation and Amortization Expenses

Depreciation and amortization expenses increased by 33.15% from ₹ 60.87 million in Fiscal 2024 to ₹ 81.05 million in Fiscal 2025, primarily due to an increase in depreciation of property, plant and equipment from ₹ 24.48 million in Fiscal 2024 to ₹ 40.25 million in Fiscal 2025, primarily due to increase in addition of property, plant and equipment year on year and increase in depreciation on right of use assets from ₹ 36.39 million in Fiscal 2024 to ₹ 40.80 million in Fiscal 2025, primarily due to addition of lease premises.

Other Expenses

Other expenses increased by 30.67% from ₹ 624.65 million in Fiscal 2024 to ₹ 816.21 million in Fiscal 2025, primarily due to (i) an increase in research and development expenses from ₹ 8.29 million in Fiscal 2024 to ₹ 69.18 million in Fiscal 2025 primarily due to activities related to the development of new products and automation solutions, (ii) an increase in job work expenses from ₹ 55.48 million in Fiscal 2024 to ₹ 98.46 million in Fiscal 2025 primarily due to increase in the business volume of smart energy meters; and (iii) an increase in the warranty expenses on meters from ₹ 106.41 million in Fiscal 2024 to ₹ 260.98 million in Fiscal 2025 primarily due to increase in the business volume of smart energy meters on which warranty period is 10 years. These increase in other expenses was in line with the increase in revenues from operations.

Profit before Tax

As a result of the foregoing, profit before tax was ₹ 1,953.35 million in Fiscal 2025 compared to profit before tax of ₹ 629.91 million in Fiscal 2024.

Tax Expenses

Current tax was ₹ 490.00 million in Fiscal 2025 compared to current tax of ₹ 192.07 million in Fiscal 2024 on account of primarily due to an increase in profit before tax. Deferred tax (net) was ₹ (36.28) million in Fiscal 2024 compared to ₹ 61.64 million in Fiscal 2025 primarily on account of additions made to property, plant and equipment, major part of which is entitled to additional depreciation under the Income Tax Act, 1961. As a result, total tax expense increased by 253.52% from ₹ 155.79 million in Fiscal 2024 to ₹ 550.75 million in Fiscal 2025.

Profit for the Year

We recorded a profit for the year of ₹ 1,402.60 million in Fiscal 2025 as compared to ₹ 474.12 million in Fiscal 2024.

FISCAL 2024 COMPARED TO FISCAL 2023

Income

Total income increased from ₹ 1,648.60 million in Fiscal 2023 to ₹ 3,498.13 million in Fiscal 2024, primarily due to an increase in revenue from operations.

Revenue from Operations

Revenue from operations increased by 113.81% from ₹ 1,629.90 million in Fiscal 2023 to ₹ 3,484.82 million in Fiscal 2024, primarily due to an increase in sales of products from ₹ 1,631.65 million in Fiscal 2023 to ₹ 3,504.70 million in Fiscal 2024. In Fiscal 2023, our revenue from operations was predominantly driven by the sale of static meters. However, our strategic pivot towards the production of smart energy meters in Fiscal 2023 led to a significant increase in the business volume of smart energy meters, particularly single-phase smart energy meters in Fiscal 2024. Our revenues from the sale of single-phase smart meters increased from ₹ 356.63 million in Fiscal 2023 to ₹ 1,726.14 million in Fiscal 2024.

The table below sets forth details of revenues from the sale of smart energy meters, static meters, and wires and cables for the years indicated:

Products	Fiscal 2024		Fiscal 2023	
	Amount (in ₹ million)	Percentage of revenue from operations	Amount (in ₹ million)	Percentage of revenue from operations
Single phase smart meters (I)	1726.14	49.53%	356.63	21.88%
DT smart meters (II)	3.23	0.09%	Nil	NA
Other smart meters including three phase and HT smart meters (III)	692.46	19.88%	50.80	3.12%
Revenue from smart meters (IV) = (I) + (II) + (III)	2,421.83	69.50%	407.43	25.00%
Static meters (V)	781.55	22.43%	859.65	52.74%
Others including wires and cables (VI)	281.44	8.07%	362.82	22.26%
Revenue from operations (VII) = (IV) + (V) + (VI)	3,484.82	100.00%	1,629.90	100.00%

Note: Revenue from smart meters includes revenue from services provided to Punjab State Power Corporation Limited as AMISP.

Other Income

Other income decreased by 28.82% from ₹ 18.70 million in Fiscal 2023 to ₹ 13.31 million in Fiscal 2024 primarily due to a decrease in other research and development grant from ₹ 10.36 million in Fiscal 2023 to ₹ 2.76 million in Fiscal 2024, as the majority of the grant was received in Fiscal 2023 when most of the related research and

development activities occurred, with the remainder received in Fiscal 2024. This was marginally offset by an increase in interest income – from banks from ₹ 1.71 million in Fiscal 2023 to ₹ 3.53 million in Fiscal 2024.

Expenses

Total expenses increased by 79.12% from ₹ 1,601.31 million in Fiscal 2023 to ₹ 2,868.22 million in Fiscal 2024, primarily due to increase in cost of materials consumed, software and server charges, employee benefit expenses, finance costs, depreciation and amortization expenses and other expenses.

Cost of Materials Consumed

Cost of materials consumed increased by 67.35% from ₹ 1,210.02 million in Fiscal 2023 to ₹ 2,024.91 million in Fiscal 2024 primarily due to increase in the volume of the business.

Change in Inventories of Finished Goods, Work in Progress and Stock in Trade

Our inventories of finished goods, work-in-progress and stock-in-trade increased by 36.69% from ₹ (90.74) million in Fiscal 2023 to ₹ (57.45) million in Fiscal 2024. This change in inventories of finished goods, work-in-progress and stock-in-trade was primarily due to increase in the volume of the business.

Employee Benefits Expense

Employee benefits expense increased by 75.75% from ₹94.13 million in Fiscal 2023 to ₹ 165.43 million in Fiscal 2024, primarily due to an increase in salaries, wages, bonus and allowances from ₹ 88.41 million in Fiscal 2023 to ₹ 153.58 million in Fiscal 2024, primarily due to an increase in the number of employees employed by us and annual compensation increments.

Finance Costs

Finance costs increased by 37.67% from ₹ 36.18 million in Fiscal 2023 to ₹ 49.81 million in Fiscal 2024, primarily due to an increase in interest from ₹ 25.15 million in Fiscal 2023 to ₹ 31.97 million in Fiscal 2024 primarily due to increase in the interest on term loans.

Depreciation and Amortization Expenses

Depreciation and amortization expenses increased by 13.14% from ₹ 53.80 million in Fiscal 2023 to ₹ 60.87 million in Fiscal 2024, primarily due to an increase in depreciation of property, plant and equipment from ₹ 17.41 million in Fiscal 2023 to ₹ 24.48 million in Fiscal 2024 primarily due to addition of property, plant and equipment.

Other Expenses

Other expenses increased by 109.67% from ₹ 297.92 million in Fiscal 2023 to ₹ 624.65 million in Fiscal 2024, primarily due to an increase in bad debts from nil in Fiscal 2023 to ₹ 124.47 million in Fiscal 2024 primarily due to bad debts written-off against outstanding balances of a few customers; increase in warranty expenses on meters from ₹ 35.28 million in Fiscal 2023 to ₹ 106.41 million in Fiscal 2024 on account of increase in the business volume of smart energy meters on which warranty period is 10 years; and increase in software expense from ₹ 0.69 million in Fiscal 2023 to ₹ 52.34 million in Fiscal 2024 on account of increase in the volume of business. This was partially offset by decrease in erection charges from ₹ 60.63 million in Fiscal 2023 to ₹ 28.21 million in Fiscal 2024 primarily due to decrease in the erection charges for mounting and construction of structures designated for energy meter installation and consumer indexing (survey of old meter site) and associated installation service charges in Fiscal 2024.

Profit before Tax

As a result of the foregoing, profit before tax was ₹ 47.29 million in Fiscal 2023 compared to ₹ 629.91 million in Fiscal 2024.

Tax Expenses

Current tax was ₹ 192.07 million in Fiscal 2024 compared to current tax of ₹ 18.40 million in Fiscal 2023 on account of primarily due to an increase in profit before tax. Deferred tax (net) was ₹ (36.28) million in Fiscal 2024 compared to ₹ (4.14) million in Fiscal 2023 on account of additions made to property, plant and equipment, major part of which is entitled to additional depreciation under the Income Tax Act, 1961. As a result, total tax expense increased by 319.69% from ₹ 37.12 million in Fiscal 2023 to ₹ 155.79 million in Fiscal 2024.

Profit for the Year

We recorded a profit for the year of ₹ 474.12 million in Fiscal 2024 as compared to profit for the year of ₹ 10.17 million in Fiscal 2023.

Liquidity and Capital Resources

For Fiscals 2025, 2024 and 2023, we met our funding requirements, including capital expenditure, satisfaction of debt obligations, investments, taxes, working capital requirements and other cash outlays, principally with funds generated from operations and optimisation of operating working capital, with the balance principally met using external borrowings.

The following table sets forth information on cash and cash equivalents and bank balances as at the dates indicated:

Particulars	Fiscal		
	2025	2024	2023
	(₹ million)		
Cash and cash equivalents and bank balances at the end of the period / year	455.67	176.64	42.54

CASH FLOWS

The following table sets forth certain information relating to our cash flows in the periods indicated:

Particulars	Fiscal		
	2025	2024	2023
	(₹ million)		
Net cash flow (used in)/ generated from operating activities	66.53	261.94	(98.36)
Net cash (used in)/ generated from investing activities	(494.80)	(83.42)	19.63
Net cash (used in)/ generated from financing activities	322.88	(72.32)	78.58
Net change in cash and cash equivalents	(105.39)	106.20	(0.15)
Cash and cash equivalents at the end of the year	2.08	107.47	1.27

Operating Activities

Fiscal 2025

In Fiscal 2025, net cash generated from operating activities was ₹ 66.53 million. Our profit before tax was ₹ 1,953.35 million which was primarily adjusted for depreciation and amortisation of ₹ 81.05 million, finance cost of ₹ 65.33 million, provision for warranty of ₹ 227.79 million, provision for expenses of ₹ 16.12 million, finance income of ₹ (18.66) million and provision for penalty of ₹ (24.86) million. As a result of the aforesaid adjustments, our operating profit before working capital changes was ₹ 2,308.87 million. Our movements in working capital primarily consisted of increase in trade receivables of ₹ 1,349.68 million, increase in inventories of ₹ 436.77 million, increase in other financial assets of ₹ 485.04 million, increase in trade payables of ₹ 440.51 million, decrease in lease liabilities of ₹ 45.48 million and decrease in other financial liabilities of ₹ 33.21 million. Cash generated from operating activities for Fiscal 2025 amounted to ₹ 398.82 million. Income tax paid amounted to ₹ 332.29 million.

Fiscal 2024

In Fiscal 2024, net cash generated from operating activities was ₹ 261.94 million. Our profit before tax was ₹ 629.91 million which was primarily adjusted for depreciation and amortisation of ₹ 60.87 million, finance cost of ₹ 49.81 million, provision for warranty of ₹ 82.88 million and provision for penalty of ₹ 24.86 million. As a result of the aforesaid adjustments, our operating profit before working capital changes was ₹ 852.25 million. Our movements in working capital primarily consisted of increase in trade receivables of ₹ 574.50 million, increase in inventories of ₹ 478.03 million, increase in trade payables of ₹ 615.67 million, decrease in other assets of ₹ 38.89 million, decrease in lease liabilities of ₹ 38.55 million and increase in other financial assets of ₹ 28.56 million. Cash generated from operating activities for Fiscal 2024 amounted to ₹ 404.60 million. Income tax paid amounted to ₹ 142.66 million.

Fiscal 2023

In Fiscal 2023, net cash used in operating activities was ₹ 98.36 million. Our profit before tax was ₹ 47.29 million which was primarily adjusted for depreciation and amortisation of ₹ 53.80 million, finance cost of ₹ 36.18 million and provision for warranty of ₹ 26.85 million. As a result of the aforesaid adjustments, our operating profit before working capital changes was ₹ 165.77 million. Our movements in working capital primarily consisted of increase in trade receivables of ₹ 317.83 million, increase in inventories of ₹ 216.82 million, increase in trade payables of ₹ 272.69 million, decrease in trade payables of ₹ 272.69 million, decrease in lease liabilities of ₹ 28.34 million and increase in other financial liabilities of ₹ 53.25 million. Cash used in operating activities for Fiscal 2023 amounted to ₹ 62.95 million. Income tax paid amounted to ₹ 35.41 million.

Investing Activities

Fiscal 2025

Net cash used in investing activities was ₹ 494.80 million in Fiscal 2025, primarily on account of investment in deposit of ₹ 384.42 million and purchase of property, plant and equipment and intangible assets of ₹ 129.04 million. This was partially offset by interest income of ₹ 18.66 million.

Fiscal 2024

Net cash used in investing activities was ₹ 83.42 million in Fiscal 2024, primarily on account of purchase of property, plant and equipment, intangible assets of ₹ 62.84 million and investment in deposit of ₹ 27.90 million. This was partially offset by interest income of ₹ 3.95 million and sale of fixed asset of ₹ 3.37 million.

Fiscal 2023

Net cash generated from investing activities was ₹ 19.63 million in Fiscal 2023, primarily on account of maturity of deposits of ₹ 36.77 million, interest income of ₹ 2.07 million, profit on sale of fixed assets of ₹ 0.97 million and sale of fixed assets of ₹ 0.88 million. This was partially offset on account of purchase of property, plant and equipment, intangible assets of ₹ 21.06 million.

Financing Activities

Fiscal 2025

Net cash generated in financing activities was ₹ 322.88 million Fiscal 2025, primarily on account of proceeds from borrowings of ₹ 387.61 million which was partially offset by finance costs paid of ₹ 64.73 million.

Fiscal 2024

Net cash used in financing activities was ₹ 72.32 million Fiscal 2024, primarily on account of primarily on account of repayment of borrowings of ₹ 22.56 million and finance costs of ₹ 49.76 million.

Fiscal 2023

Net cash generated in financing activities was ₹ 78.58 million Fiscal 2023, primarily on account of proceeds from borrowings of ₹ 114.72 million which was partially offset by finance costs paid of ₹ 36.14 million.

INDEBTEDNESS

As of March 31, 2025, we had total borrowings (consisting of current and non-current borrowings) of ₹ 669.05 million.

The following table sets forth certain information relating to our outstanding indebtedness as of March 31, 2025, and our repayment obligations in the periods indicated:

Particulars	As of March 31, 2025				
	Payment due by period				
	(₹ million)				
	Total	Not later than 1 year	1-3 years	3 -5 years	More than 5 years
Current borrowings					
Loan payable on demand from banks	533.64	533.64	-	-	-
Unsecured loans from related parties	31.55	31.55	-	-	-
Non-current borrowings					
Term loans from banks and financial institutions	103.86	39.53	64.33	-	-
Total Borrowings	669.05	604.72	64.33	-	-

CONTRACTUAL OBLIGATIONS AND OFF-BALANCE SHEET ARRANGEMENTS

As of March 31, 2025, we did not have any contractual obligations in our Restated Financial Information. We do not have any off-balance sheet arrangements, derivative instruments or other relationships with other entities that would have been established for the purpose of facilitating off-balance sheet arrangements.

CONTINGENT LIABILITIES AND CAPITAL COMMITMENTS

As of March 31, 2025, our contingent liabilities were as follows:

Name of statute	Financial Year	Amount (₹ million)	Net Amount (₹ million)
Contingent liability, not provided for			
CGST Act 2017 ⁽¹⁾	2017-2018	9.90	9.90
CGST Act 2017 ⁽¹⁾	2017-2018	0.55	0.55
Income Tax Act 1961 ⁽²⁾	2017-2018	21.38	21.38
Income Tax Act 1961 ⁽³⁾	2020-2021	17.19	17.19
Financial Bank guarantees	As on March 31, 2025	11.00	11.00

(1) The matter is pending with Commissioner (Appeals), CGST, Delhi.

(2) Pending at CIT (A).

(3) Vide order no. W.P.(C)10939/2023 dated August 18, 2023, Delhi High Court has set aside the impugned order. Liberty is however given to the assessing officer to pass a fresh order after giving personal hearing opportunity to the assessee.

As of March 31, 2025, our capital commitments were as follows:

Particulars	Amount
	(₹ million)
Capital Commitments	
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of capital advances)	23.00

For further information on our contingent liabilities and capital commitments, see “Restated Financial Information – Note 33 – Contingent Liability” and “Restated Financial Information – Note 34 – Capital Commitments”, each on page 351.

CAPITAL EXPENDITURES

Below are the additions to the property, plant and equipment during Fiscals 2025, 2024 and 2023:

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Plant and machinery	111.40	59.00	21.72
Electrical installations and equipments	-	-	-
Factory equipments	-	-	-
Furniture and fixtures	3.14	0.26	1.77
Office equipments	8.35	3.81	3.51
Motor vehicles	6.15	7.51	-
Total	129.04	70.58	27.00

RELATED PARTY TRANSACTIONS

We enter into various transactions with related parties in the ordinary course of business. Related parties with whom transactions have taken place during the year include purchase of fixed assets, sale of goods, loan given, rent paid, corporate guarantee taken, consultancy fee and repayment of loan.

For further information on our related party transactions, see “*Restated Financial Information – Note 38 – Related Party Disclosures*” on page 356. Also, see “*Risk Factors – 41. We have entered into related party transactions in the past and may continue to do so in the future, which may potentially involve conflicts of interest.*” on page 53.

QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Our principal financial liabilities comprise borrowings and lease liabilities, trade payables including (a) total outstanding dues of micro enterprises and small enterprises and (b) Total outstanding dues of creditors other than micro enterprises and small enterprises, other financial liabilities, other liabilities, provisions and income tax liabilities (net). The main purpose of these financial liabilities is to finance our operations. Our principal financial assets include trade receivables, cash and cash equivalents, bank balance and other cash and cash equivalents and other financial assets.

Our Board of Directors have established the processes to ensure that executive management controls risks through the mechanism of property defined framework. Our risk management policies are established to identify and analyse the risks faced our Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed by the board annually to reflect changes in market conditions and our activities. We, through our training and management standards and procedures, aim to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

Our audit committee oversees compliance with our risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by us.

We have exposure to the following risks arising from financial instruments: (a) environmental, social, and governance (“ESG”) risk; (b) strategic risk; (c) financial risks; (d) operational risk; (e) litigation risk and (f) commodity price risk or foreign exchange risk and hedging activities.

ESG Risk

Environmental risk

We face key environmental risks, including greenhouse gas emissions from manufacturing and energy use, potential discharge of harmful chemicals, and increase in generation of e-waste.

Social risk

Social risks include fair employment practices, legal compliance, and equitable work conditions while addressing potential reputational damage caused by cultural or social insensitivity, including caste discrimination, gender inequality, and regional biases.

Governance risk

The potential failure to uphold strong corporate governance principles. This includes concerns such as inadequate Board oversight, lack of transparency in decision-making, weak internal controls, and ineffective risk management practices.

Strategic Risk

Rapid advancements in smart metering technology might outpace our Company's product development, potentially rendering current models obsolete and leading to reduced competitiveness, sales, and profitability.

Financial Risk

We provide fixed-cost contracts for smart meter services, but face variable input costs and foreign exchange risks due to the import of electronic components. For numerous reasons, the distribution companies ("**DISCOMs**"), usually under liquidity stress, may not be able to pay us bills on time, thereby affecting profitability.

Operational Risk

We rely on international suppliers for key components and materials, and their availability can be affected by global conditions. Additionally, dependence on Taiwan-based chip manufacturers introduces risks due to potential geopolitical threats to Taiwan. We might face delays in smart meter projects due to procedural hurdles, approval delays, communication issues, and workforce constraints. The complexity of AMISP projects, with multiple stakeholders and technical requirements, can further worsen these threats.

Litigation Risk

We face litigation risks from commercial disputes, tax issues, IP claims, employment matters, and potential legal breaches by Directors and officers.

Commodity Price Risk or Foreign Exchange Risk and Hedging Activities

Our procurement of raw materials from foreign suppliers is significant resulting in exposure to currency risk. In accordance with our forex risk management policy, we have appropriately hedged the foreign exchange risk. In order to eliminate any meaningful residual risk, we use foreign exchange forward contracts to hedge these exposures as we deem fit.

UNUSUAL OR INFREQUENT EVENTS OR TRANSACTIONS

Except as described in this Draft Red Herring Prospectus, to our knowledge, 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

To the knowledge of our management, there are no other significant economic changes that materially affect or are likely to affect income from continuing operations.

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 "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Significant Factors Affecting our Results of Operations*" and the uncertainties described in "*Risk Factors*" on pages 372 and 30, respectively. To our knowledge, except as discussed in this Draft Red Herring Prospectus, there are no known trends or uncertainties that have or had or are expected to have a material adverse

impact on revenues or income of our Company from continuing operations.

FUTURE RELATIONSHIP BETWEEN COST AND INCOME

Other than as described in “*Risk Factors*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages 30, 225 and 372 respectively, to our knowledge there are no known factors that may adversely affect our business prospects, results of operations and financial condition.

NEW PRODUCTS OR BUSINESS SEGMENTS

Except as set out in this Draft Red Herring Prospectus, we have not announced and do not expect to announce in the near future any new business segments other than in the normal course of business.

COMPETITIVE CONDITIONS

We operate in a competitive environment. See “*Risk Factors*”, “*Industry Overview*”, “*Our Business*” and on pages 30, 139 and 225, respectively, for further details on competitive conditions that we face.

EXTENT TO WHICH MATERIAL INCREASES IN NET SALES OR REVENUE ARE DUE TO INCREASED SALES VOLUME, INTRODUCTION OF NEW PRODUCTS OR SERVICES OR INCREASED SALES PRICES

Changes in revenue in the last three Fiscals are as described in “– *Fiscal 2025 compared to Fiscal 2024*”, and “– *Fiscal 2024 compared to Fiscal 2023*” above on pages 389 and 391, respectively.

SEGMENT REPORTING

Our Company operates in a single operating segment namely, smart meter business. Since we operate in a single operating segment, separate segment reporting has not been made under Ind-AS 108. For further information, see “*Restated Financial Information – Note 36 – Segment Reporting*” on page 351.

SIGNIFICANT DEPENDENCE ON SINGLE OR FEW CUSTOMERS

We have derived and believe that in the foreseeable future will continue to derive, a significant portion of our revenues from a limited number of customers which may not be the same every year. For further information, see “*Risk Factors – 1. Our business largely depends upon our top 10 customers (93.49%, 92.38% and 86.68% of our revenue from operations in Fiscals 2025, 2024 and 2023, respectively). The loss of any of these customers could have an adverse impact on our business, financial condition, results of operations and cash flows.*” on page 30.

SEASONALITY/ CYCLICALITY OF BUSINESS

Our Company business is not seasonable and cyclical in nature.

SIGNIFICANT DEVELOPMENTS AFTER MARCH 31, 2025 THAT MAY AFFECT OUR FUTURE RESULTS OF OPERATIONS

No circumstances have arisen since March 31, 2025 that could materially and adversely affect or are likely to affect, the trading or profitability, or the value of our assets or our ability to pay our liabilities within the next 12 months.

CAPITALIZATION STATEMENT

The following table sets forth our Company's capitalization as of March 31, 2025, derived from Restated Financial Information, and as adjusted for the Offer. This table should be read in conjunction with the sections "Risk Factors", "Restated Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 30, 299 and 372, respectively.

(In ₹ million)

Particulars	Pre-Offer as at March 31, 2025	As adjusted for the proposed Offer [#]
Borrowings		
Non-current borrowings (A)	64.33	[●]
Current borrowings (B)	604.72	[●]
Total Borrowings (C)	669.05	[●]
Total Equity		
Equity share capital	550.00	[●]
Other equity	1,585.20	[●]
Total Equity (D)	2,135.20	[●]
Ratio: Non-current borrowings (A) / Total Equity (D)	0.03	[●]
Ratio: Total Borrowings (C) / Total Equity (D)	0.31	[●]

[#] The corresponding post Offer capitalization data is not determinable at this stage pending the completion of the Book Building Process and hence have not been furnished. To be updated upon finalization of the Offer Price at the Prospectus Stage.

The above table does not include "lease liabilities" as per Ind AS 116 and "Interest payable on borrowings" as disclosed under Financial Liabilities in the Restated Financial Information

Notes:

(1) The terms used in the table above shall carry the meaning as per Schedule III of the Companies Act, 2013, as amended

(2) The above statement has been prepared for the purpose of disclosing in the Draft Red Herring Prospectus to be filed in connection with the Issue, in accordance with the requirements prescribed under Schedule VI of the SEBI ICDR Regulations and computed on the basis of the Restated Financial Information as at and for the period ended March 31, 2025.

FINANCIAL INDEBTEDNESS

We have availed loans and financing arrangements in the ordinary course of business, typically for purposes such as, amongst other things, working capital, expansion of manufacturing unit and purchase of raw material/ inventory for production purposes. For the purposes of the Offer, our Company has obtained the necessary consents required under the relevant documentation for its borrowings in relation to the Offer.

For details regarding the borrowing powers of our Board, see “*Our Management – Borrowing Powers of our Board of Directors*” on page 278. Also see “*Risk Factors– 20. Our inability to meet our obligations, including financial and other covenants under our debt financing arrangements could adversely affect our business, results of operations, financial condition and cash flows.*” on page 42.

As on May 31, 2025, the outstanding aggregate borrowings of our Company and our Subsidiary (including interest accrued thereon) is ₹1,501.49 million and a brief summary is disclosed below:

Nature of Borrowing	Amount Sanctioned	Amount Outstanding as on May 31, 2025 (₹ in million)
Secured Borrowings		
Working capital facilities		
- Fund based	790.00 [#]	401.92
- Non-fund based	1,210.00 [^]	980.94
Term loans	156.81	97.08
Total Secured Borrowings (A)	2,156.81	1,479.94
Unsecured Borrowings		
Working capital facilities	NA	NA
Term loans	NA*	21.55*
Total Unsecured Borrowings (B)	NA*	21.55*
Total Borrowings (A+B)	2,156.81	1,501.49

Note: The above table does not include Borrowings of THB 3 million taken by the Subsidiary Company (i.e. Advance Technology and Electrics Co. Ltd.) from the Company on May 29, 2025 pursuant to the loan agreement dated April 30, 2025.

Includes sublimit ₹ 125 million of Bank Guarantee.

^ Includes sublimit ₹ 110 million of Cash Credit.

** Represents unsecured loans provided by the promoters/directors of the Company and its interest free loan. These unsecured loans have been fully repaid on or before the date of this Draft Red Herring Prospectus.*

As certified by J.C. Bhalla & Co., Chartered Accountants, having firm registration number 001111N, pursuant to their certificate dated July 4, 2025.

Principal terms of the borrowings availed by our Company are disclosed below:

- Interest:** The interest rate applicable to our borrowing facilities is typically tied to the respective lender’s lending rate prevailing at the time, linked to the repo rate/ external benchmark lending rate/ marginal cost of fund-based lending rate, which may vary for each facility. The interest rate applicable to our borrowing facilities is fixed by the lender, and typically ranges from 6.00% per annum to 11.90% per annum, payable at such intervals as may be stipulated by the lender.
- Tenor:** The tenor of the working capital facilities availed by us generally is for 180 to 365 days and may be rolled over within the period specified in the respective facility documents and are repayable on demand. The tenor of the long-term facilities availed by us typically ranges from 12 months to 120 months.
- Security:** Our secured borrowings are typically secured by the following:

- (i) a first exclusive charge by way of hypothecation on all current assets (both present and future), moveable fixed assets and intangible assets of the Company;
- (ii) a first pari-passu charge by way of equitable mortgage on immovable fixed assets;
- (iii) a personal guarantee from Ashutosh Goel, Vipul Gupta, Bimla Goel, and Nidhi Goel;
- (iv) a corporate guarantee from AEW Infratech Private Limited.

The nature of the securities described is indicative and there may be additional requirements for creation of security under various borrowing arrangements entered into by our Company.

4. **Pre-payment:** Certain facilities availed us have pre-payment provisions which allow for pre-payment of the outstanding loan amount together with interest, by taking prior approval of the lender or by informing the lender prior to such pre-payment. The prepayment penalty for the facilities availed by us, where specified, typically ranges from 2.00% to 4.00% of the amounts proposed to be prepaid.
5. **Events of Default:** The financing arrangements entered into by our Company contain standard events of default including, among others:
 - (i) Default in the payment of any monies due to the lenders;
 - (ii) Change in control of the Company;
 - (iii) Occurrence of any event that has a material adverse effect;
 - (iv) Bankruptcy, insolvency, winding-up or dissolution;
 - (v) Cessation or change of business;
 - (vi) Failure to procure and maintain insurance on assets; and
 - (vii) Enter into transactions for disposal of assets.

The details above are indicative and there may be additional terms that may amount to an event of default under the various financing arrangements entered into by our Company.

6. **Consequences of occurrence of events of default:**

The following are the consequences of occurrence of events of default in relation to the borrowings of our Company, whereby the lenders may, among others:

- (i) recall or accelerate the facilities;
- (ii) sell, assign or deliver the securities charged;
- (iii) carry out technical, legal and/or financial inspection; and
- (iv) utilise any amounts in the bank account to service and repay the facilities;

7. **Restrictive Covenants:** Certain borrowing arrangements entered into by our Company contains restrictive covenants, including covenants restricting certain actions except with the prior approval of the lender. An indicative list of such restrictive covenants is disclosed below.

- (i) change in the constitution;
- (ii) make any investments except granting loans and advances in the ordinary course of business;
- (iii) amend the constitutional documents;
- (iv) extend corporate guarantee to associate companies;
- (v) undertake any trading activity other than sale of products manufactured; and
- (vi) formulate any scheme for amalgamation, reconstruction, merger, etc.

The details provided above are indicative and there may be additional terms, conditions and requirements under the specific borrowing arrangements entered into by us.

Principal terms of the unsecured borrowings availed by our Subsidiary are disclosed below:

1. Interest Rate: nine percent per annum
2. Security: Unsecured
3. Repayment: Within 36 months
4. Purpose: For meeting working capital requirements and for business purpose.

SECTION VI: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*Except as stated below, there are no outstanding (i) criminal proceedings (including matters which are at the first information report stage even if no cognizance has been taken by any court), (ii) actions (including show cause notices) by regulatory authorities and statutory authorities, (iii) claims related to direct or indirect tax matters, and (iv) legal proceedings that are otherwise material, in each case, involving our Company, our Promoters and our Directors (the “**Relevant Parties**”). Further, except as stated below, there are no (a) disciplinary actions including any penalties imposed by the SEBI or Stock Exchanges against our Promoters in the last five Financial Years including any outstanding action; (b) criminal proceedings (including matters which are at the first information report stage even if no cognizance has been taken by any court), involving our Key Managerial Personnel and members of Senior Management; (c) actions by regulatory authorities and statutory authorities, involving our Key Managerial Personnel and members of Senior Management; and (d) outstanding litigation involving our Group Companies that have a material impact on our Company.*

For the purposes of identification of material litigation in relation to (iv) above, our Board has, in accordance with the SEBI ICDR Regulations, considered and adopted the following policy on materiality with regard to outstanding litigation involving the Relevant Parties to be disclosed by our Company in this Draft Red Herring Prospectus pursuant to resolution dated July 2, 2025 of our Board.

All outstanding litigation including arbitration or other civil proceedings or direct or indirect tax claims (other than criminal proceedings, actions taken by statutory or regulatory authorities) involving the Relevant Parties shall be disclosed where the value or expected impact in terms of value exceeds the lower of the following:

- (i) 2% of turnover, as per the latest annual restated financial statements of our Company; or*
- (ii) 2% of net worth, as per the latest annual restated financial statements of our Company, except in case the arithmetic value of the net worth is negative; or*
- (iii) 5% of the average of the absolute value of profit or loss after tax, as per the last three annual restated financial statements of our Company included in this Draft Red Herring Prospectus.*

As per the latest restated annual financial statements included in this Draft Red Herring Prospectus, 2% of turnover is ₹143.42 million, 2% of net worth is ₹42.70 million and 5% of the average of the absolute value of the profit or loss after tax of last three fiscal years is ₹31.45 million. Therefore, outstanding proceedings under I. above shall be deemed to be material if the monetary amount of claim by or against the entity or person in any such pending proceeding is individually equal to or in excess of ₹31.45 million.

Where the value or expected impact in terms of value is not quantifiable or is lower than the threshold specified above, of any other outstanding litigation or arbitration proceedings or any proceedings under the Insolvency and Bankruptcy Code, 2016, as amended, but the outcome of any such pending proceedings may have a material bearing on the business, operations, performance, prospects or reputation of our Company or where a decision in one case is likely to affect the decision in similar cases even though the value or expected impact in terms of value involved in the individual cases may not exceed the Monetary Threshold.

For the above purposes, pre-litigation notices received by the Relevant Parties from third parties (excluding notices from governmental, statutory, regulatory, judicial, quasi-judicial or tax authorities or notices threatening criminal action) and matters in which summons have not been received, are not considered as pending matters shall not unless otherwise decided by our Board, be evaluated for materiality until such persons are impleaded as defendants or respondents in proceedings before any judicial forum, arbitrator, tribunal or government authority.

For the purposes of identification of material litigation in relation to (d), our Board has, in accordance with the SEBI ICDR Regulations, reviewed the certificates provided by the Group Companies, and considered such

outstanding litigation involving the Group Companies as material, which are material from the perspective of Company's business, operations, financial results, prospects or reputation irrespective of the value or expected impact in terms of value in such litigation. Based on this review, there are no outstanding legal proceedings involving any of our Group Companies that have a material impact on our Company.

In terms of the Materiality Policy, creditors of our Company to whom the amount due by our Company exceeds 5% of the consolidated trade payables/ dues owed to creditors/ dues owed to sundry creditors of our Company as on the end of the latest financial period/year disclosed in this Draft Red Herring Prospectus has been considered "material". Accordingly, as of March 31, 2025, any outstanding dues exceeding ₹83.60 million have been considered as material outstanding dues for the purposes of disclosure in this section.

Further, for outstanding dues to any party which is a micro, small or a medium enterprise ("MSME"), the disclosure will be based on information available with our Company regarding status of the creditor as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006, as amended, as has been relied upon by the Statutory Auditors in preparing their audit report.

We have disclosed matters relating to direct and indirect taxes involving the Relevant Parties in a consolidated manner giving details of number of cases and total amount involved in such claims. In the event any tax claim in relation to any Relevant Party involves an amount exceeding the threshold proposed in (i), (ii) and (iii) above, individual disclosures of such tax claims have been included.

Unless otherwise specified, the terms defined in the description of a particular litigation matter pertain to such matter only. Unless otherwise specified, the information provided below is as of the date of this Draft Red Herring Prospectus.

I. Litigation involving our Company

(a) Criminal proceedings against our Company

As of the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated against our Company.

(a) Criminal proceedings by our Company

As of the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated by our Company.

(a) Actions and proceedings initiated by statutory/regulatory authorities involving our Company

As of the date of this Draft Red Herring Prospectus, there are no outstanding actions and proceedings initiated by statutory/regulatory authorities involving our Company.

(b) Material civil litigation against our Company

As of the date of this Draft Red Herring Prospectus, there are no outstanding material civil proceedings initiated against our Company, other than as mentioned below:

1. M/s. Radius Synergies International Private Limited ("**Petitioner**") filed a writ petition ("**Petition**") against our Company and Uttarakhand Power Corporation Limited ("**UPCL**") before the High Court of Uttarakhand, at Nainital under Article 226 of the Constitution of India, seeking the quashing of an office memorandum dated June 4, 2024, issued by UPCL, ("**Office Memorandum**") whereby the Petitioner was debarred for a period of three months, that is, May 4, 2024 to August 3, 2024, from accessing any tender issued by UPCL. Previously, our Company and the Petitioner had formed a joint venture on October 5, 2018 ("**JV**") for the purpose of bidding on a tender issued by UPCL. However, during the initial technical proof of concept, the modems and software presented by the Petitioner were rejected by UPCL. Thereafter, our Company submitted revised modems and software, through another partner to UPCL, which were accepted and a letter of award was issued to our Company, through the JV. The

Petitioner alleges that it was not informed of the Office Memorandum, the reason of debarment ad that there was no prior show- cause notice or opportunity of personal hearing. The matter is currently pending.

(c) *Material civil litigation by our Company*

As of the date of this Draft Red Herring Prospectus, there are no outstanding material civil proceedings initiated by our Company, other than as mentioned below:

1. Our Company has initiated arbitral proceedings against Ethiopian Electric Utility PPM-UEAP (“**Respondent**”) before the Permanent Court of Arbitration (“**PCA**”) under the UNCITRAL Arbitration Rules, 2021 (“**UNCITRAL Rules**”) in relation to a dispute arising out of the contract dated June 10, 2020 (“**Contract**”), entered into between the Respondent and our Company. Under the Contract, our Company had agreed to supply single phase electricity meters to the Respondent, however, disputes arose concerning the goods supplied by our Company and on the issuance of the final acceptance certificate, as per the Contract. Subsequently, our Company, issued notices of arbitration dated June 5, 2024 and September 23, 2024 to the Respondent, claiming USD 955,079 from the Respondent for refusal to release the retention amount and performance bank guarantee and for issuance of the final acceptance certificate. Upon failure of the Respondent to appoint its nominee arbitrator within the stipulated timelines, our Company issued a notice dated January 29, 2025 to the Respondent on adopting the procedure under Article 6(1) and (2) of the UNCITRAL Rules for the appointment of the nominee arbitrator on behalf of the Respondent. In furtherance of the same, our Company, *vide* its letter dated April 23, 2025, requested the PCA to act as the appointing authority and appoint an arbitrator on behalf of the Respondent. Thereafter, *vide* its letter dated June 3, 2025, the PCA designated an appointing authority under UNCITRAL Rules (“**Appointing Authority**”). The matter is currently pending for appointment of the arbitrator on behalf of the Respondent by the Appointing Authority.
2. Our Company filed a reference petition dated August 5, 2015, before the Micro and Small Enterprise Facilitation Centre, Delhi (“**MSMEFC**”) under section 18 of the Micro, Small and Medium Enterprises Development Act, 2006 (“**MSMED Act**”) against TP Central Odisha Distribution Limited (formerly Central Electricity Supply Utility of Orrisa) (“**CESU**”) under the MSMED Act for payment of interest on delayed payments, amounting to ₹19.62 million, to our Company. While the proceedings at MSMEFC were underway, CESU filed a petition before the High Court of Delhi challenging the provisions of the MSMED Act. Upon, dismissal by the High Court of Delhi, CESU filed an appeal against the order in the Supreme Court (“**Appeal**”). The Supreme Court by its order dated November 18, 2019 directed the matter to be proceeded with by MSMEFC, subjecting the orders passed therein to the result of the appeal filed before the Supreme Court. The MSMEFC, *vide* its order dated June 18, 2022, referred the matter to the Delhi International Arbitration Centre (“**Tribunal**”) for initiation of arbitration proceedings under the Arbitration and Conciliation Act, 1996 (“**Arbitration Act**”) against CESU. The Tribunal, *vide* its order dated December 6, 2022, allowed our Company to file its statement of claims, pursuant to which the same was filed by our Company on January 2, 2023, claiming around ₹14.74 million as outstanding amount against supply of goods and around ₹40.20 million as interest for delayed payment on the amount unpaid under Section 16 of MSMED Act. The amount was later revised to ₹14.68 million and ₹39.87 million, respectively. On August 12, 2023, the Tribunal, subject to the pending decision of the Supreme Court in the Appeal, awarded ₹11.37 million for outstanding dues and ₹30.67 million as interest on account of delayed payment and *pendente lite* simple interest at nine percent per annum from date of filing the statement of claims till the date of award and future interest calculated on sum awarded from date of award till the date of payment in favour of our Company. Subsequently, our Company filed an application under Section 34 of the Arbitration Act read with Section 19 of the MSMED Act before the High Court of Delhi on December 8, 2023, seeking the setting aside of the Award. The matter is currently pending.

II. **Litigation involving our Subsidiary**

(a) *Criminal proceedings against our Subsidiary*

As at the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated against our Subsidiary.

(b) Criminal proceedings by our Subsidiary

As at the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated by our Subsidiary.

(c) Actions and proceedings initiated by statutory/regulatory authorities involving our Subsidiary

As of the date of this Draft Red Herring Prospectus, there are no outstanding actions or proceedings initiated by statutory/regulatory authorities involving our Subsidiary.

(d) Material civil litigation against our Subsidiary

As of the date of this Draft Red Herring Prospectus, there are no outstanding material civil proceedings initiated against our Subsidiary.

(e) Material civil litigation by our Subsidiary

As of the date of this Draft Red Herring Prospectus, there are no outstanding material civil proceedings initiated by our Subsidiary.

III. Litigation involving our Directors

(a) Criminal proceedings against our Directors

As of the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated against our Directors, other than as disclosed below.

1. An employee of our Company ("**Complainant**"), while cleaning a water tank on the roof of the building of one of our manufacturing facilities in C-13, G.T. Karnal Road, lost balance and fell on the ground and got injured. Upon investigation by the police officials, the employee claimed that safety equipment such as helmet and rope, was not provided to the employee for cleaning. On June 2, 2022, a first information report was filed by the police officials suo-moto against our Managing Director and Promoter, Ashutosh Goel ("**Accused**") under section 154 of the Code of Criminal Procedure, 1973 ("**CrPC**") alleging an offence under sections 288 and 338 of the IPC at Police Station, Mahendra Park, Delhi ("**Police Station**"). Thereafter, a notice under section 41(A) of the CrPC was issued to the Accused on December 8, 2022, directing him to appear before the investigating officer at the Police Station which was duly complied with by the Accused. Subsequently, the Accused was granted bail pursuant to an order issued by the Additional Chief Judicial Magistrate, Rohini Court on February 1, 2025. The matter is currently pending before the Rohini Court, Delhi.

(b) Criminal proceedings by our Directors

As of the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated by any of our Directors.

(c) Actions and proceedings initiated by statutory/regulatory authorities involving our Directors

As of the date of this Draft Red Herring Prospectus, there are no outstanding actions or proceedings initiated by statutory/regulatory authorities involving any of our Directors.

(d) *Material civil litigation against our Directors*

As of the date of this Draft Red Herring Prospectus, there are no outstanding material civil proceedings initiated against any of our Directors.

(e) *Material civil litigation by our Directors*

As of the date of this Draft Red Herring Prospectus, there are no outstanding material civil proceedings initiated by any of our Directors.

IV. Litigation involving our Promoters

(a) *Criminal proceedings against our Promoters*

As of the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated against any of our Promoters, other than as disclosed below.

1. For details of pending criminal proceedings initiated against our Promoters, please see “***Litigation involving our Directors – Criminal proceedings against our Directors***”.

(b) *Criminal proceedings by our Promoters*

As of the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated by any of our Promoters.

(c) *Actions and proceedings initiated by statutory/regulatory authorities involving our Promoters*

As of the date of this Draft Red Herring Prospectus, there are no outstanding actions or proceedings by statutory/regulatory authorities involving any of our Promoters.

(d) *Disciplinary action imposed by SEBI or stock exchanges against our Promoters in the last five Fiscals including outstanding action*

As of the date of this Draft Red Herring Prospectus, there are no disciplinary actions imposed by SEBI or stock exchanges against any of our Promoters in the last five Fiscals.

(e) *Material civil litigation against our Promoters*

As of the date of this Draft Red Herring Prospectus, there are no outstanding material proceedings initiated against any of our Promoters.

(f) *Material civil litigation by our Promoters*

As of the date of this Draft Red Herring Prospectus, there are no outstanding material proceedings initiated by any of our Promoters

V. Litigation involving our Key Managerial Personnel and members of Senior Management

(a) *Criminal proceedings against our Key Managerial Personnel and members of Senior Management*

As of the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated against any of our Key Managerial Personnel and members of Senior Management, other than as disclosed below.

1. For details of pending criminal proceedings initiated against our Key Managerial Personnel, please see ***“Litigation involving our Directors – Criminal proceedings against our Directors”***.

(b) *Criminal proceedings by our Key Managerial Personnels and members of Senior Management*

As of the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated by any of our Key Managerial Personnels and members of Senior Management, other than as disclosed below.

1. A first information report was filed under section 154 of Code of Criminal Procedure, 1973 by Ashwani Kumar Duwedi, a member of Senior Management, to report an offence under section 379 of the IPC, pursuant to theft of certain personal items on June 1, 2021. The matter is currently pending.

(c) *Actions and proceedings initiated by statutory/regulatory authorities involving our Key Managerial Personnels and members of Senior Management*

As of the date of this Draft Red Herring Prospectus, there are no outstanding actions or proceedings by statutory/regulatory authorities involving any of our Key Managerial Personnels and members of Senior Management.

VI. Tax Proceedings involving our Company, Directors and Promoters

Details of outstanding tax proceedings involving our Company, Directors and Promoters as of the date of this Draft Red Herring Prospectus are disclosed below:

Nature of Proceedings	Number of Proceedings	Amount involved (in ₹ million) #
Direct Tax		
Company	2	38.57*
Directors	Nil	Nil
Promoters	Nil	Nil
Sub-Total (A)	2	38.57
Indirect Tax		
Company	2	10.45 ⁽¹⁾
Directors	Nil	Nil
Promoters	Nil	Nil
Sub-Total (B)	2	10.45
TOTAL (A+B)	4	49.02

(1) Amounts includes interest & penalty to the extent appearing the notices/order

* Amount is exclusive of interest.

To the extent quantifiable.

(a) Material Taxation Proceedings against our Company

Direct Tax

Nil

Indirect Tax

Nil

(b) Material Taxation Proceedings against our Directors

Nil

Material Taxation Proceedings against our Promoters

Nil

VII. Material Litigation involving our Group Companies

There are no outstanding legal proceedings involving any of our Group Companies that have a material impact on our Company.

VIII. Outstanding Dues to Creditors

In accordance with the SEBI ICDR Regulations, our Company, pursuant to a resolution dated July 2, 2025 of our Board, considers all creditors to whom the amounts due by our Company exceeds 5% of the consolidated trade payables/ dues owed to creditors/ dues owed to sundry creditors as on the end of the latest financial year/period disclosed in this Draft Red Herring Prospectus as material creditors (*i.e.*, ₹83.60 million, which is 5% of ₹1,672.03 million based on the Restated Financial Statements as of March 31, 2025).

Details of outstanding dues owed to material creditors, MSME creditors and other creditors of our Company based on the above determination is set out below.

Types of Creditors	Number of Creditors	Amount (₹ in million)
Material Creditors	5	847.00
MSME Creditors	74	219.78
Other Creditors	96	605.25
Total	175	1,672.03

The details of the outstanding dues to our material creditors have been made available on the website of our Company at www.aewinfra.com/investor/. It is clarified that such details available on our website do not form a part of this Draft Red Herring Prospectus.

IX. Material Developments since the Last Balance Sheet

Other than as disclosed in “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on page 372, no circumstances have arisen since the date of our last balance sheet as disclosed in this Draft Red Herring Prospectus which materially and adversely affect, or are likely to affect, our operations or profitability, or the value of our assets, or our ability to pay our liabilities within the next 12 months.

X. Other Confirmations

As of the date of this Draft Red Herring Prospectus, there are no findings/ observations of any of the inspections by SEBI or any other regulator which are material and which needs to be disclosed or non-disclosure of which may have bearing on the investment decision.

GOVERNMENT AND OTHER APPROVALS

We have set out below an indicative list of licenses, approvals, registrations and permits obtained by our Company which are considered material and necessary for the purpose of undertaking our business activities and operations (the “**Material Approvals**”). On the basis of the list of Material Approvals provided below, our Company can undertake the Offer and its current business activities and operations and other than as stated below, no further Material Approval from any regulatory authority is required to undertake the Offer or continue such business activities. In addition, certain of our Material Approvals may have lapsed or expired or may lapse in their normal course and our Company, as applicable, have either already made applications to the appropriate authorities for renewal of such approvals or are in the process of making such renewal applications in accordance with applicable requirements and procedures. Unless otherwise stated, these approvals are valid as of the date of this Draft Red Herring Prospectus.

For details of risk associated with not obtaining or delay in obtaining the requisite approvals, see “Risk Factors – 22. We require certain 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 44. For details in connection with the regulatory and legal framework within which we operate, see “Key Regulations and Policies” on page 259.

I. Approvals in Relation to the Offer

For details in relation to the approvals and authorizations in relation to the Offer, see “Other Regulatory and Statutory Disclosures – Authority for the Offer” on page 419.

II. Approvals in relation to our business

A. Material Approvals obtained by Our Company

a) Corporate Approvals

1. Certificate of incorporation dated June 7, 2011 issued by the Assistant Registrar of Companies, National Capital Territory of Delhi and Haryana to our Company.
2. Fresh certificate of incorporation dated May 1, 2025 issued by the Registrar of Companies, Central Processing Centre to our Company, upon conversion to a public limited company.
3. The corporate identity number of our Company is U31900DL2011PLC220430.
4. The Legal entity identifier code of our Company is 98450065DYFD9D2F8C05.

b) Tax Registrations

1. The permanent account number of our Company is AAJCA5482C, issued by the Income Tax Department, Government of India.
2. Tax deduction account number of our Company is DELA29811F, issued by the Income Tax Department, Government of India.
3. The GST registration number for New Delhi, where our registered and corporate office is located is 07AAJCA5482C1ZR. The GST registration number for other states where our business operations are situated is as below:

State	GST Registration Number
Bihar	10AAJCA5482C1Z4
Gujarat	24AAJCA5482C1ZV

Punjab	03AAJCA5482C1ZZ
Uttar Pradesh	09AAJCA5482C1ZN

c) *Labour and Employee Related Approvals*

1. Registrations with Office of the Regional Provident Fund Commissioner under the Employees' Provident Fund and Miscellaneous Provisions Act, 1952 and schemes;
2. Registration of employees by the Sub-Regional Office, Employees' State Insurance Corporation under the Employees' State Insurance Act, 1948.

d) *Material Approvals for the business of the Company*

1. Importer-exporter code issued by Office of Zonal Director General of Foreign Trade.
2. Registration certificate for importer issued by Delhi Pollution Control Committee under the Plastic Waste Management Rules, 2016.
3. Registration certificate as M2M service provider issued by the Department of Telecommunications.
4. Approved agency for supply of single phase meters by Maharashtra State Electricity Distribution Company Limited under Maharashtra Electricity Regulatory Commission (Electricity Supply Code and Other Conditions of Supply) Regulations, 2005.
5. License to carry out electrical installation work in Punjab by the Secretary License Board, Chief Electrical Inspector, Punjab under Central Electricity Authority (Measures relating to Safety and Electricity Supply) Regulations, 2010.
6. Vendor registration for manufacture and supply of single phase and class 1.0 and 0.5S three phase meters by Chief Engineer, Uttar Gujarat Vij Company Limited.
7. Approval for supply of single phase static energy meters by office of Managing Director, Madhya Pradesh Madhya Kshetra Vidyut Vitaran Company Limited.

e) *Material Approvals for our manufacturing, research and warehousing facilities*

M-11 and M-22 Facility

M-11, Badli:

1. Consent to operate issued by the Delhi Pollution Control Committee under the Air (Prevention and Control of Pollution) Act, 1981 and the Water (Prevention and Control of Pollution) Act, 1974.
2. License to work a factory issued by Office of Chief Inspector of Factories, Labour Department under the Factories Act, 1948 and rules made thereunder.
3. Factory license issued by Municipal Corporation of Delhi under the Delhi Municipal Corporation Act, 1957.
4. Registration certificate for in-house research and development unit(s) issued by the Department of Scientific and Industrial Research, Ministry of Science and Technology.
5. Licenses issued by Bureau of Indian Standards under the Bureau of Indian Standards Act, 2016.

6. Letter issued by Delhi Pollution Control Committee noting undertaking for M-11, Badli being engaged in activities under the white category of industries.
7. Registration of establishment employing contract labour under Contract Labour (Regulation and Abolition Act), 1970 for M-11, Badli;

M-22, Badli :

1. License to work a factory issued by Office of Chief Inspector of Factories, Labour Department under the Factories Act, 1948 and rules made thereunder.
2. Factory license issued by Municipal Corporation of Delhi under the Delhi Municipal Corporation Act, 1957.
3. Consent to establish issued by the Delhi Pollution Control Committee under the Air (Prevention and Control of Pollution) Act, 1981 and the Water (Prevention and Control of Pollution) Act, 1974.
4. Registration certificate for in-house research and development unit(s) issued by the Department of Scientific and Industrial Research.
5. Licenses from the Bureau of Indian Standards under the Bureau of Indian Standards Act, 2016.
6. Consent to operate issued by the Delhi Pollution Control Committee under the Air (Prevention and Control of Pollution) Act, 1981 and the Water (Prevention and Control of Pollution) Act, 1974.
7. Letter issued by Delhi Pollution Control Committee noting undertaking for M-22, Badli being engaged in activities under the white category of industries.
8. Registration of establishment employing contract labour under Contract Labour (Regulation and Abolition Act), 1970 for M-22, Badli;

C-13, G.T. Karnal Road

1. License to work a factory issued by Office of Chief Inspector of Factories, Labour Department under the Factories Act, 1948 and rules made thereunder.
2. Factory license issued by Municipal Corporation of Delhi under the Delhi Municipal Corporation Act, 1957.
3. Consent to establish issued by the Delhi Pollution Control Committee under the Air (Prevention and Control of Pollution) Act, 1981 and the Water (Prevention and Control of Pollution) Act, 1974.
4. Consent to operate issued by the Delhi Pollution Control Committee under the Air (Prevention and Control of Pollution) Act, 1981 and the Water (Prevention and Control of Pollution) Act, 1974.
5. Fire safety certificate issued by Delhi Fire Service, New Delhi, under the Delhi Fire Service Act, 2007 and Delhi Fire Service Rules, 2010.
6. Licenses from the Bureau of Indian Standards under the Bureau of Indian Standards Act, 2016.

7. License to undertake or execute any work through contract labour under Contract Labour (Regulation and Abolition Act), 1970 for C-13, G.T. Karnal Road;

SSI-32, Jahangir Puri

1. License to work a factory issued by Office of Chief Inspector of Factories, Labour Department under the Factories Act, 1948 and rules made thereunder.
2. Letter issued by Delhi Pollution Control Committee noting undertaking for SSI-32, Jahangir Puri being engaged in activities under the white category of industries.
3. Factory license issued by Municipal Corporation of Delhi under the Delhi Municipal Corporation Act, 1957.
4. License to undertake or execute any work through contract labour under Contract Labour (Regulation and Abolition Act), 1970 for SSI-32, Jahangir Puri;

I-78, Bawana

1. Letter issued by Delhi Pollution Control Committee noting undertaking for I-78, Bhawana being engaged in activities under the white category of industries.
2. Registration certificate of commercial establishment by Department of Labour under Delhi Shops and Establishment Act, 1954.
3. Factory license issued by Municipal Corporation of Delhi under the Delhi Municipal Corporation Act, 1957.

S-62, Badli

1. Registration certificate of commercial establishment by Department of Labour under Delhi Shops and Establishment Act, 1954.
2. Letter issued by Delhi Pollution Control Committee noting undertaking for S-62, Badli being engaged in activities under the white category of industries.
3. Factory license issued by Municipal Corporation of Delhi under the Delhi Municipal Corporation Act, 1957.

S-85, Badli

1. Registration certificate of commercial establishment by Department of Labour under Delhi Shops and Establishment Act, 1954.
2. Letter issued by Delhi Pollution Control Committee noting undertaking for S-85, Badli being engaged in activities under the white category of industries

III. *Material Approvals in relation to our business which have been applied for but not yet obtained*

A. *In relation to our Company*

1. License to undertake or execute any work through contract labour under Contract Labour (Regulation and Abolition Act), 1970 for M-11 Badli;
2. License to undertake or execute any work through contract labour under Contract Labour (Regulation and Abolition Act), 1970 for M-22, Badli;
3. Registration of establishment employing contract labour under Contract Labour (Regulation and Abolition Act), 1970 for C-13, G.T. Karnal Road;
4. Registration of establishment employing contract labour under Contract Labour (Regulation and Abolition Act), 1970 for SSI-32, Jahangir Puri;
5. Registration of establishment employing contract labour under Contract Labour (Regulation and Abolition Act), 1970 for I-78, Bawana;
6. License to undertake or execute any work through contract labour under Contract Labour (Regulation and Abolition Act), 1970 for I-78, Bawana;
7. Registration of establishment employing contract labour under Contract Labour (Regulation and Abolition Act), 1970 for S-62, Badli;
8. License to undertake or execute any work through contract labour under Contract Labour (Regulation and Abolition Act), 1970 for S-62, Badli;
9. Registration of establishment employing contract labour under Contract Labour (Regulation and Abolition Act), 1970 for S-85, Badli;
10. License to undertake or execute any work through contract labour under Contract Labour (Regulation and Abolition Act), 1970 for S-85, Badli;
11. Registration under the Industrial Employment (Standing Orders) Act, 1946;
12. Fire safety certificate by Delhi Fire Service, New Delhi, under the Delhi Fire Service Act, 2007 and Delhi Fire Service Rules, 2010 for M-11, Badli;
13. Fire safety certificate by Delhi Fire Service, New Delhi, under the Delhi Fire Service Act, 2007 and Delhi Fire Service Rules, 2010 for M-22, Badli;
14. Fire safety certificate by Delhi Fire Service, New Delhi, under the Delhi Fire Service Act, 2007 and Delhi Fire Service Rules, 2010 for S-62, Badli; and
15. Fire safety certificate by Delhi Fire Service, New Delhi, under the Delhi Fire Service Act, 2007 and Delhi Fire Service Rules, 2010 for S-85, Badli.

IV. *Material Approvals in relation to our business which have expired and renewal applications are yet to be filed as on the date of this Draft Red Herring Prospectus*

A. *In relation to our Company*

Nil

V. *Material Approvals required for our business but not yet applied for as on the date of this Draft Red Herring Prospectus*

A. *In relation to our Company*

Nil

VI. *Intellectual Property*

A. *In relation to our Company*

As on the date of this Draft Red Herring Prospectus, we have 10 registered domains and one registered design, however, we have no registered trademarks, registered patents, and registered copyrights. Further, as on the date of this Draft Red Herring Prospectus, our Company has made applications for registration of six trademarks and one design which are pending at various stages.

For further details in relation to intellectual property of our Company, see “*Our Business- Intellectual Property*” on page 257 and for risks associated with our intellectual property, see “*Risk Factors — 25. If we are unable to obtain, protect or use our intellectual property rights, our business may be adversely affected.*” on page 46.

OUR GROUP COMPANIES

Pursuant to the resolution passed by our Board at its meeting held on July 2, 2025, our Board has adopted a policy for determination of Group Companies (the “**Materiality Policy**”) and has noted that in accordance with the SEBI ICDR Regulations, the Group Companies of our Company shall include (i) companies (other than our Corporate Promoter and Subsidiary) with which there were related party transactions during the period for which the Restated Financial Information is disclosed in the Draft Red Herring Prospectus, as covered under Ind AS 24; and (ii) such other companies as considered material by the Board, *i.e.*, companies which are part of the Promoter Group (*in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations*) with which there were one or more transactions during the last completed fiscal year and/or relevant stub period, covered in the Restated Financial Information included in this Draft Red Herring Prospectus, which individually or in the aggregate, exceeds 10% of the total restated revenue from operations of our Company (on a consolidated basis) in for the last completed fiscal year or relevant stub period, as the case maybe as per the Restated Financial Information.

Accordingly, in terms of the Materiality Policy adopted by our Board for determining group companies, as at the date of this Draft Red Herring Prospectus, our Board has identified the following as group companies of our Company (the “**Group Companies**”):

- (i) AEW Smart Services Private Limited
- (ii) AEW Smart Things Private Limited
- (iii) Mass Powertech Private Limited
- (iv) RGM Solution Private Limited
- (v) TGL Engineering Private Limited
- (vi) TGL Enterprises Private Limited

In accordance with the SEBI ICDR Regulations, information in relation to our top five group companies with respect to: (i) reserves (excluding revaluation reserve); (ii) sales; (iii) profit after tax; (iv) earnings per share; (v) diluted earnings per share; and (vi) net asset value of our Group Companies based on their respective audited financial statements for the previous three financial years, shall be hosted on their respective websites or the website of our Company as indicated below (“**Group Company Financial Information**”).

For the top five Group Companies which do not have their own website, our Company is providing a link to our websites where the Group Company Financial Information is available solely to comply with the requirements specified under the SEBI ICDR Regulations. The Group Company Financial Information and other information provided on the websites given below do not constitute a part of this Draft Red Herring Prospectus. Such information should not be considered as part of information that any investor should consider to purchase any securities of our Company and should not be relied upon or used as a basis for any investment decision.

Details of our top five Group Companies

S. No.	Name	Registered Office	Website for Financial Information
1.	AEW Smart Services Private Limited	C-13 SMA Co-operative In, G. T. Kamal Road, Jahangir Puri D Block, North West Delhi- 110033, Delhi	www.aewinfra.com/investor/
2.	AEW Smart Things Private Limited	C-13 SMA Co-operative In, G. T. Kamal Road, Jahangir Puri D Block, North West Delhi- 110033, Delhi	www.aewinfra.com/investor/
3.	Mass Powertech Private Limited	K-4, Bawana Industrial Estate, Delhi, 110058, Delhi	www.aewinfra.com/investor/
4.	RGM Solution Private Limited	Plot no. 4, Ground Floor, Pkt K, Sector 5, DSIDC Bawana, North West Delhi, 110039, Delhi	www.aewinfra.com/investor/
5.	TGL Enterprises Private Limited	35, Govind Mohalla, Haiderpur, Delhi 110088, Delhi	www.aewinfra.com/investor/

Other Group Companies

1. TGL Engineering Private Limited

The registered address of TGL Engineering Private Limited is situation at C-13, S.M.A. Industrial Area, G.T. Karnal Road, North West Delhi 110 033, India.

Nature and Extent of Interest of Group Companies

In the promotion of our Company

None of our Group Companies have any interest in the promotion of our Company.

In the properties acquired by our Company in the three years preceding the date of filing of this Draft Red Herring Prospectus or proposed to be acquired by our Company

None of our Group Companies are interested in the properties acquired by our Company in the three years preceding the date of filing of this Draft Red Herring Prospectus or proposed to be acquired.

In transactions for acquisition of land, construction of buildings and supply of machinery

None of our Group Companies are interested in any transactions of our Company for the acquisition of land, construction of building or supply of machinery.

Related business transactions with our Group Companies and significance on the financial performance of our Company

Except as disclosed in Note 38 to the “*Restated Financial Information*” on page 356 there are no related business transactions with our Group Companies which impact the financial performance of our Company.

Common Pursuits among the Group Companies and our Company

There are no common pursuits between the Group Companies and our Company.

Business and other interests

None of our Group Companies have any business or other interest in our Company.

Certain Other Confirmations

None of the securities of our Group Companies, including debt securities are listed on any stock exchange. None of our Group Companies have made any public or rights issue (as defined under the SEBI ICDR Regulations) in the three years immediately preceding the date of this Draft Red Herring Prospectus.

There is no conflict of interest between the suppliers of raw materials and third-party service providers (crucial for operations of our Company) and our Group Companies and their directors.

There is no conflict of interest between the lessors of immovable properties (crucial for operations of our Company) and our Group Companies and their directors.

Litigation

Our Group Companies are not party to any pending litigations which could have a material impact on our Company.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer

Our Board has authorised the Offer, pursuant to a resolution dated June 27, 2025 and our Shareholders have authorised the Fresh Issue pursuant to a special resolution dated June 27, 2025. This Draft Red Herring Prospectus has been approved by our Board pursuant to its resolution dated July 4, 2025.

Our Board has taken on record the participation of Promoter Selling Shareholder in the Offer for Sale, pursuant to a resolution dated June 27, 2025.

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

The Offer for Sale has been authorized by the Promoter Selling Shareholder as disclosed in “*The Offer*” on page 71. The details of the Offer for Sale are as below:

S. No.	Name of the Promoter Selling Shareholder	Number of Offered Shares/Amount	Date of consent letter
1.	Ashutosh Goel	Up to 7,500,000 Equity Shares of face value of ₹5 each aggregating up to ₹[●] million	April 10, 2025

The Equity Shares being offered by the Promoter Selling Shareholder in the Offer for Sale have been held by him for a period of at least one year prior to filing of this Draft Red Herring Prospectus with SEBI, calculated in the manner as set out under Regulation 8 of the SEBI ICDR Regulations and are eligible for being offered in the Offer for Sale.

The Equity Shares proposed to be offered by the Promoter Selling Shareholder in the Offer for Sale are free from any lien, encumbrance, transfer restrictions or third-party rights.

Our Company has received in-principle approvals from the BSE and the NSE for the listing of the Equity Shares pursuant to letters dated [●] and [●], respectively.

Prohibition by the SEBI or other Governmental Authorities

Our Company, our Promoters, the members of the Promoter Group, the Promoter Selling Shareholder and our Directors are not prohibited from accessing or operating in the capital markets under any order or debarred from buying, selling or dealing in securities under any order or direction passed by the SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

The companies with which our Promoters or Directors are or were associated as promoters, directors or persons in control have not been debarred from accessing the capital markets under any order or direction passed by the SEBI or any other authority.

None of our Directors are associated with the securities market in any manner and no outstanding action has been initiated against them by the SEBI in the five years immediately preceding the date of this Draft Red Herring Prospectus.

Our Company, our Promoters or Directors have not been declared as Wilful Defaulters or Fraudulent Borrowers.

Our Individual Promoters or Directors have not been declared as fugitive economic offenders under section 12 of the Fugitive Economic Offenders Act, 2018.

Confirmation under Companies (Significant Beneficial Owners) Rules, 2018

Our Company, our Promoters, members of the Promoter Group and the Promoter Selling Shareholder are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, as amended, to the extent applicable to them in relation to our Company, as of the date of this Draft Red Herring Prospectus.

Other confirmations

As on the date of this Draft Red Herring Prospectus, there is no conflict of interest between the suppliers of raw materials and third-party service providers (crucial for operations of our Company) and the Company, Promoters, members of the Promoter Group, Key Managerial Personnel, Senior Management, Directors and Subsidiary.

While certain of our Promoters and members of Promoter Group may be interested to the extent of the consideration paid by our Company in the form of lease rent to them and as disclosed in “*Our Promoter and Promoter Group—Interests of our Promoters*”, there is no conflict of interest between the lessors of the immovable properties (which are crucial for operations of the Company); and our Company, Promoters, Promoter Group, Key Managerial Personnel, Directors and Subsidiary.

Eligibility for the Offer

Our Company is eligible for the Offer in accordance with Regulation 6(1) of the SEBI ICDR Regulations, which states as follows:

- Our Company has net tangible assets of at least ₹30.00 million, calculated on a restated basis, in each of the preceding three full years (of 12 months each), i.e., as at and for the Financial Years 2025, 2024 and 2023, of which not more than 50% of the net tangible assets are held in monetary assets.
- Our Company has an average operating profit of ₹150.00 million, calculated on a restated basis, during the preceding three years (of 12 months each), i.e., Financial Years 2025, 2024 and 2023 with operating profit in each of these preceding three years.
- Our Company has a net worth of at least ₹10.00 million, calculated on a restated basis in each of the preceding three full years (of 12 months each), i.e., Financial Years 2025, 2024 and 2023; and
- Our Company has not changed its name in the last one year other than for deletion of the word “private” consequent to the conversion from a private limited company to a public limited company.

Our Company’s net tangible assets, monetary assets, monetary assets as a percentage of the net tangible assets, operating profit and net worth derived from the Restated Financial Statements included in this Draft Red Herring Prospectus as at, and for the Financial Years ended March 31, 2025, March 31, 2024 and March 31, 2023 are disclosed below.

Derived from the Restated Financial Information

(in ₹ million)

Particulars	As of and for the period ended		
	March 31, 2025	March 31, 2024	March 31, 2023
Net tangible assets (A) ⁽¹⁾	2,155.33	690.99	252.40
Operating profit (B) ⁽²⁾	1,989.04	666.41	64.77
Net worth (C) ⁽³⁾	2,135.20	732.53	257.85

Particulars	As of and for the period ended		
	March 31, 2025	March 31, 2024	March 31, 2023
Monetary assets (D) ⁽⁴⁾	455.67	176.64	42.54
Monetary assets as a percentage of the net tangible assets (D)/(A)	21.14%	25.56%	16.85%

Source: Restated Statement of Assets and Liabilities and Restated Statement of Profit and Loss of the Company as included in this Draft Red Herring Prospectus under the section "Financial Statements".

- 1) *Net tangible assets means the sum of all net assets (arrived at by deducting non-current liabilities, current liabilities, land revaluation reserve and capital redemption reserve from total assets) of the Company, excluding intangible assets as defined in Indian Accounting Standard (Ind AS) 38 and deferred tax assets as defined in Ind AS 12 and excluding the impact of deferred tax liabilities as defined in Ind AS 12 issued by Institute of Chartered Accountants of India.*
- 2) *Operating profit of the Company, on a restated basis, has been calculated as Profit before tax, finance costs added back and deducting other incomes.*
- 3) *Net worth means the aggregate value of the paid-up share capital and all reserves created out of profits and securities premium account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the restated balance sheet, but does not include reserves created out of revaluation of assets including revaluation reserve, capital redemption reserve, write back of depreciation and amalgamation.*
- 4) *Monetary assets is the aggregate of cash on hand and balance with banks (including other bank balances and interest accrued thereon).*

We are currently eligible to undertake the Offer as per Rule 19(2)(b) of the SCRR read with Regulation 6(1) of the SEBI ICDR Regulations, to the extent applicable.

Our Company has operating profit in each of the Financial Years 2025, 2024 and 2023 as per the Restated Financial Statements. Our average restated operating profit for Financial Years 2025, 2024 and 2023 is ₹906.74 million.

Further, in accordance with Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of prospective Allottees to whom the Equity Shares will be Allotted shall not be less than 1,000, failing which the entire application monies shall be refunded in accordance with the SEBI ICDR Regulations and timelines specified under other applicable laws. In case of delay, if any, in refund within such timeline as prescribed under applicable laws, our Company shall be liable to pay interest on the application money in accordance with applicable laws. The Promoter Selling Shareholder shall not be liable to reimburse our Company for any interest paid by it on behalf of the Promoter Selling Shareholder on account of any delay with respect to Allotment of the respective portion of the Offered Shares offered by such Promoter Selling Shareholder in the Offer for Sale, or otherwise, unless such delay is solely accountable to such Promoter Selling Shareholder.

Our Company is in compliance with conditions specified in Regulations 5 and 7(1) of the SEBI ICDR Regulations to the extent applicable and will ensure compliance with Regulation 7(2) of the SEBI ICDR Regulations, to the extent applicable.

- a. None of our Company, our Promoters, members of our Promoter Group, the Promoter Selling Shareholder or our Directors are debarred from accessing the capital markets by the SEBI;
- b. None of our Promoters or Directors are promoters or directors of companies which are debarred from accessing the capital markets by the SEBI;
- c. Neither our Company nor our Promoters or Directors are categorised as a Wilful Defaulter or a Fraudulent Borrower;
- d. Neither our Promoters nor our Directors have been declared a fugitive economic offender (in accordance with Section 12 of the Fugitive Economic Offenders Act, 2018);
- e. There are no outstanding convertible securities of our Company or any other right which would entitle any person with any option to receive Equity Shares of our Company as on the date of filing of this Draft Red Herring Prospectus;
- f. Our Company, along with the Registrar to the Offer, has entered into tripartite agreements dated March 27, 2025 and April 1, 2025 with NSDL and CDSL, respectively, for dematerialization of the Equity Shares;
- g. The Equity Shares of our Company held by our Promoters are in dematerialised form;
- h. The Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of filing of this Draft Red Herring Prospectus; and
- i. There is no requirement for us to make firm arrangements of finance under Regulation 7(1)(e) of the SEBI ICDR Regulations through verifiable means towards at least 75% of the stated means of finance.

The Promoter Selling Shareholder confirms that the Equity Shares offered as part of the Offer for Sale have been held in compliance with Regulation 8 of the SEBI ICDR Regulations.

Disclaimer Clause of SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THIS DRAFT RED HERRING PROSPECTUS TO SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED TO MEAN THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGERS, BEING AXIS CAPITAL LIMITED AND IIFL CAPITAL SERVICES LIMITED (FORMERLY KNOWN AS IIFL SECURITIES LIMITED), HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THIS DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT RED HERRING PROSPECTUS AND THE PROMOTER SELLING SHAREHOLDER IS RESPONSIBLE ONLY FOR THE STATEMENTS SPECIFICALLY CONFIRMED OR UNDERTAKEN BY HIM IN THIS DRAFT RED HERRING PROSPECTUS IN RELATION TO THE PORTION OF THE EQUITY SHARES BEING OFFERED BY HIM IN THE OFFER FOR SALE, THE BOOK RUNNING LEAD MANAGERS ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY AND THE PROMOTER SELLING SHAREHOLDER DISCHARGE THEIR RESPECTIVE RESPONSIBILITIES ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGERS HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED JULY 4, 2025 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED.

THE FILING OF THIS DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE THE COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013, OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGERS, ANY IRREGULARITIES OR LAPSES IN THIS DRAFT RED HERRING PROSPECTUS.

All applicable legal requirements pertaining to the Offer will be complied with at the time of filing of the Red Herring Prospectus with the RoC in terms of Section 32 of the Companies Act and at the time of filing of the Prospectus with the RoC in terms of Sections 26, 32, 33(1) and 33(2) of the Companies Act.

Disclaimer from our Company, Promoters, our Directors, and the BRLMs

Our Company, our Promoters, our Directors and, the BRLMs accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's instance. Anyone placing reliance on any other source of information, including our Company's website, www.aewinfra.com or any website of our Promoters, any member of the Promoter Group, Group Companies or affiliates of our Company or the Promoter Selling Shareholder, would be doing so at their own risk.

All information, to the extent required in relation to the Offer, shall be made available by our Company, the Promoter Selling Shareholder and the BRLMs to the public and investors at large and no selective or additional information would be made available by our Company, the Promoter Selling Shareholder and the BRLMs for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports, at Bidding

Centres or elsewhere.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Underwriters and their respective directors, partners, designated partners, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not issue, sell, pledge or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, the Underwriters and their respective directors, partners, designated partners, 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.

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, our Promoters, the members of the Promoter Group, the Promoter Selling Shareholder and our Group Companies, and their respective directors and officers, 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, our Promoters, the members of the Promoter Group, the Promoter Selling Shareholder and our Group Companies and their respective directors, officers, group companies, affiliates, associates or third parties, for which they have received, and may in the future receive, compensation.

Disclaimer from the Promoter Selling Shareholder

The Promoter Selling Shareholder accepts no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, including our Company's website www.aewinfra.com, or the respective websites of any affiliate of our Company or the Promoter Selling Shareholder would be doing so at his or her own risk. The Promoter Selling Shareholder accepts no responsibility for any statements made in this Draft Red Herring Prospectus other than those specifically made or confirmed by such Promoter Selling Shareholder in relation to himself as a Promoter Selling Shareholder or his Offered Shares.

Bidders will be required to confirm and will be deemed to have represented to Promoter Selling Shareholder and its agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. The Promoter Selling Shareholder and its agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares

Neither the delivery of this Draft Red Herring Prospectus nor the offer of the Equity Shares in the Offer shall, under any circumstances, create any implication that there has been no change in the affairs of our Company or the Promoter Selling Shareholder since the date of this Draft Red Herring Prospectus or that the information contained herein is correct as of any time subsequent to this date.

Disclaimer in respect of jurisdiction

Any dispute arising out of the Offer will be subject to the jurisdiction of appropriate court(s) in Mumbai, Maharashtra, India only.

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in accordance with any applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold only outside the United States in 'offshore transactions' in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdictions where such offers and sales are made.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such

jurisdiction, except in compliance with the applicable laws of such jurisdiction.

This Draft Red Herring Prospectus shall not constitute an offer to sell or an invitation to subscribe to or purchase Equity Shares offered hereby in any jurisdiction including India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Red Herring Prospectus, the Red Herring Prospectus or the Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions.

Bidders are advised to ensure that any Bid from them should not exceed investment limits or the maximum number of Equity Shares that could be held by them under applicable law.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Draft Red Herring Prospectus had been filed with the SEBI for its observations. Accordingly, the Equity Shares represented thereby may not be issued, directly or indirectly, and this Draft Red Herring Prospectus may not be distributed in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Red Herring Prospectus nor any issue hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company, the Promoter Selling Shareholder, our Promoters, the members of our Promoter Group or our Group Companies since the date of this Draft Red Herring Prospectus or that the information contained herein is correct as at any time subsequent to this date. Invitations to subscribe to or purchase the Equity Shares pursuant to the Offer shall be made only pursuant to the Red Herring Prospectus if the recipient is in India or the preliminary offering memorandum for the Offer, which comprises the Red Herring Prospectus and the preliminary international wrap for the Offer, if the recipient is outside of India.

Disclaimer clause of the BSE

As required, a copy of this Draft Red Herring Prospectus shall be submitted to the BSE. The disclaimer clause as intimated by the BSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to filing with the RoC.

Disclaimer clause of the NSE

As required, a copy of this Draft Red Herring Prospectus shall be submitted to the NSE. The disclaimer clause as intimated by the NSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to filing with the RoC.

Listing

The Equity Shares issued through the Red Herring Prospectus and the Prospectus are proposed to be listed on the BSE and NSE. Applications will be made to the Stock Exchanges for obtaining listing and trading permission to deal in and for an official quotation of the Equity Shares being issued and sold in the Offer. [●] will be the Designated Stock Exchange with which the Basis of Allotment will be finalized.

If the permission to deal in and for an official quotation of the Equity Shares is not granted by the Stock Exchanges, our Company shall forthwith repay, without interest, all monies received from the applicants in pursuance of the Red Herring Prospectus in accordance with applicable law. Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading of Equity Shares at the Stock Exchanges are taken within such time prescribed by the SEBI. The Promoter Selling Shareholder confirms that it shall extend reasonable support and co-operation (to the extent of its portions of the Offered Shares) as required by law for the completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges within such time prescribed by the SEBI. If our Company does not allot Equity Shares pursuant to the Offer within such timeline as prescribed by the SEBI, it shall repay without interest all monies received from Bidders, failing which interest shall be due to be paid to the Bidders at the rate of 15% per annum for the delayed period or such other rate prescribed by SEBI. For avoidance of doubt, no liability to make any payment of interest shall accrue to the Promoter Selling Shareholder unless the delay in making any of the payments hereunder or the delay in obtaining listing or trading approvals or any other approvals in relation to the Offer is solely and directly attributable to the Promoter

Selling Shareholder. The Promoter Selling Shareholder undertake to provide such reasonable assistance as may be requested by our Company, in relation to 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 by SEBI

Consents

Consents in writing of the Promoter Selling Shareholder, each of our Directors, our Company Secretary and Compliance Officer, the legal counsel to our Company as to Indian law, the Bankers to our Company, our Statutory Auditor, the Practicing Company Secretary, the BRLMs, the Registrar to the Offer, the Syndicate Members, Crisil Limited, the Escrow Collection Bank(s), the Refund Bank(s), the Public Offer Account Bank(s), the Sponsor Banks and the Monitoring Agency to act in their respective capacities, have been obtained/will be obtained prior to filing of the Red Herring Prospectus with the RoC and filed (as applicable) along with a copy of the Red Herring Prospectus with the RoC as required under the Companies Act, 2013 and such consents that have been obtained have not been withdrawn as of the date of this Draft Red Herring Prospectus.

Experts

Our Company has not obtained any expert opinions other than as disclosed below.

Our Company has received written consent dated July 4, 2025 from the Statutory Auditors, O. Aggarwal & Co., Chartered Accountants, to include their name as required under section 26(5) of the Companies Act, 2013 read with the SEBI ICDR Regulations, and as an “expert” as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of their examination report, dated July 2, 2025 on the Restated Financial Information and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Our Company has received written consent dated July 4, 2025 from J.C. Bhalla & Co., Chartered Accountants, having firm registration number 001111N to include their name as required under section 26(1) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an “expert” as defined under section 2(38) of the Companies Act, 2013 to the extent and in its capacity as the independent chartered accountant and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Our Company has received written consent dated July 4, 2025 from Khyati Enterprises, independent chartered engineer, to include their name in this Draft Red Herring Prospectus and be named as an “expert” as defined under Section 2(38) of the Companies Act, 2013, read with Section 26(5) in his capacity as the independent chartered engineer and in respect of (i) their certificate dated July 4, 2025 and (ii) project report dated July 4, 2025 in connection with the Offer and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Our Company has received written consent dated July 4, 2025 from DPV & Associates LLP, the independent practicing company secretary, to include their name in this Draft Red Herring Prospectus and be named as an “expert” as defined under Section 2(38) of the Companies Act, 2013, read with Section 26(5) of the Companies Act, 2013 and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Particulars regarding capital issues by our Company and listed group companies, subsidiaries or associate entities during the last three years

Our Company has not made any public or rights issues (as defined under the SEBI ICDR Regulations) during the three years preceding the date of this Draft Red Herring Prospectus. Our Group Companies and our Subsidiary are not listed on any stock exchanges. Further, our Company does not have any associate.

Commission and Brokerage paid on previous issues of the Equity Shares in the last five years

Since this is the initial public offer of the Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares in the five

years preceding the date of this Draft Red Herring Prospectus.

Details of Public or Rights Issues by our Company

Our Company has not made public issues, our Company has not undertaken any rights issues during the last five years.

Performance vis-à-vis objects – Details of Public or Rights Issues by listed subsidiaries/listed Promoter of our Company

As on the date of this Draft Red Herring Prospectus, our Company does not have any listed subsidiaries or any listed Promoters.

Price Information of Past Issues Handled by the BRLMs

Axis Capital Limited

Price information of past issues (during current financial year and two financial years preceding the current financial year) handled by Axis Capital Limited:

Sr. No.	Issue name	Issue size (₹ 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	Oswal Pumps Limited ⁽²⁾	13,873.40	614.00	June 20, 2025	634.00	-	-	-
2	Schloss Bangalore Limited ⁽²⁾	35,000.00	435.00	June 2, 2025	406.00	-6.86%, [+3.34%]	-	-
3	Belrise Industries Limited ⁽²⁾	21,500.00	90.00	May 28, 2025	100.00	+14.08%, [+3.02%]	-	-
4	Ather Energy Limited ⁸⁽²⁾	29,808.00	321.00	May 6, 2025	328.00	-4.30%, [+0.99%]	-	-
5	Carraro India Limited ⁽²⁾	12,500.00	704.00	December 30, 2024	651.00	-27.73%, [-2.91%]	-56.10%, [-0.53%]	-38.17%, [+8.43%]
6	Ventive Hospitality Limited ⁹⁽²⁾	16,000.00	643.00	December 30, 2024	716.00	+5.51%, [-2.91%]	+10.80%, [-0.53%]	+7.10%, [+8.43%]
7	Transrail Lighting Limited ⁽¹⁾	8,389.12	432.00	December 27, 2024	585.15	+24.45%, [-3.19%]	+14.25%, [-1.79%]	+48.37%, [+4.26%]
8	International Gemmological Institute (India) Limited ^{^ (2)}	42,250.00	417.00	December 20, 2024	510.00	+24.24%, [-1.63%]	-21.39%, [-2.88%]	-11.45%, [+5.37%]
9	Zinka Logistics Solutions Limited ^{% (1)}	11,147.22	273.00	November 22, 2024	280.90	+84.47%, [-1.36%]	+54.41%, [-4.02%]	+78.50%, [+2.62%]
10	Niva Bupa Health Insurance Company Limited ⁽²⁾	22,000.00	74.00	November 14, 2024	78.14	+12.97%, [+5.25%]	+8.09%, [-1.96%]	+14.96%, [+5.92%]

Source: www.nseindia.com and www.bseindia.com

⁽¹⁾BSE as Designated Stock Exchange

⁽²⁾NSE as Designated Stock Exchange

⁸ Offer Price was ₹ 291.00 per equity share to Eligible Employees

⁹ Offer Price was ₹ 613.00 per equity share to Eligible Employees

[^] Offer Price was ₹ 378.00 per equity share to Eligible Employees

[%] Offer Price was ₹ 248.00 per equity share to Eligible Employees

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.

Summary statement of price information of past issues (during current financial year and two financial years preceding the current financial year) handled by Axis Capital Limited

Financial Year	Total no. of IPOs	Total funds raised (₹ in Millions)	Nos. of IPOs trading at discount on as on 30th calendar days from listing date			Nos. of IPOs trading at premium on as on 30th calendar days from listing date			Nos. of IPOs trading at discount as on 180th calendar days from listing date			Nos. of IPOs trading at premium as on 180th calendar days from listing date		
			Over 50%	Betwe en 25%- 50%	Less than 25%	Over 50%	Betwe en 25%- 50%	Less than 25%	Over 50%	Betwe en 25%- 50%	Less than 25%	Over 50%	Betwe en 25%- 50%	Less than 25%
2025-2026*	4	100,181.40	-	-	2	-	-	1	-	-	-	-	-	-
2024-2025	20	445,928.65	-	1	2	7	6	4	-	3	3	9	1	4
2023-2024	18	218,638.22	-	-	4	2	6	6	-	-	3	7	4	4

* The information is as on the date of the document

The information for each of the financial years is based on issues listed during such financial year.

Note: Since 30 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not available

IIFL Capital Services Limited (formerly known as IIFL Securities Limited)

Price information of past issues (during current financial year and two financial years preceding the current financial year) handled by IIFL Capital Services Limited (formerly known as IIFL Securities Limited):

Sr. No.	Issuer Name	Issue Size (in Rs. Mn)	Issue Price (Rs.)	Design ated Stock Exchan ge as disclose d in the red herring prospe ctus filed	Listing Date	Opening Price on Listing Date	+/- % change in closing price*, [+/- % change in closing benchmar k]- 30th calendar days from listing	+/- % change in closing price*, [+/- % change in closing benchmar k]- 90th calendar days from listing	+/- % change in closing price*, [+/- % change in closing benchmar k]- 180th calendar days from listing
1.	Sai Life Sciences Limited	30,426.20	549.00	NSE	December 18, 2024	650.00	+30.57%, [-3.67%]	+28.39%, [-6.98%]	+40.26%, [+2.15%]
2.	Ventive Hospitality Limited	16,000.00	643.00 ⁽¹⁾	NSE	December 30, 2024	716.00	+5.51%, [-2.91%]	+10.80%, [-0.53%]	+7.10%, [+8.43%]
3.	Standard Glass Lining Technology Limited	4,100.51	140.00	NSE	January 13, 2025	172.00	+14.49%, [-0.06%]	-2.76%, [-1.11%]	N.A.
4.	Hexaware Technologies Limited	87,500	708.00 ⁽²⁾	NSE	February 19, 2025	745.50	+3.45%, [+1.12%]	+5.16%, [+8.78%]	N.A.
5.	Aegis Vopak Terminals Limited	28,000.00	235.00	BSE	June 2, 2025	220.00	+3.74%, [+2.86%]	N.A.	N.A.

Sr. No.	Issuer Name	Issue Size (in Rs. Mn)	Issue Price (Rs.)	Designated Stock Exchange as disclosed in the red herring prospectus filed	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
6.	Schloss Bangalore Limited	35,000.00	435.00	NSE	June 2, 2025	406.00	-6.86%, [+3.34%]	N.A.	N.A.
7.	Oswal Pumps Limited	13,873.40	614.00	NSE	June 20, 2025	634.00	N.A.	N.A.	N.A.
8.	Arisinfra Solutions Limited	4,995.96	222.00	NSE	June 25, 2025	205.00	N.A.	N.A.	N.A.
9.	Ellenbarrie Industrial Gases Limited	8,525.25	400.00	NSE	July 1, 2025	486.00	N.A.	N.A.	N.A.
10.	HDB Financial Services Limited	1,25,000.00	740.00	NSE	July 2, 2025	835.00	N.A.	N.A.	N.A.

Source: www.nse.com; www.bseindia.com, as applicable

- (1) A discount of Rs. 30 per equity share was offered to eligible employees bidding in the employee reservation portion.
- (2) A discount of Rs. 67 per equity share was offered to eligible employees bidding in the employee reservation portion.

*Benchmark Index taken as NIFTY 50 or S&P BSE SENSEX, as applicable. Price of the designated stock exchange as disclosed by the respective issuer at the time of the issue has been considered for all of the above calculations. The 30th, 90th and 180th calendar day from listed day have been taken as listing day plus 29, 89 and 179 calendar days, except wherever 30th/90th/180th calendar day from listing day is a holiday, the closing data of the previous trading day has been considered. % change taken against the Issue Price in case of the Issuer. NA means Not Applicable. The above past price information is only restricted to past 10 initial public offers.

Summary Statement of Disclosure

Financial Year	Total No. of IPOs	Total Funds Raised (in Rs. Mn)	No. of IPOs trading at discount – 30 th calendar days from listing			No. of IPOs trading at premium – 30 th calendar days from listing			No. of IPOs trading at discount – 180 th calendar days from listing			No. of IPOs trading at premium – 180 th 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%
2023-24	15	1,54,777.80	-	-	4	3	4	4	-	-	1	5	4	5
2024-25	16	4,81,737.17	-	-	1	6	4	5	-	2	-	6	3	3
2025-26	6	2,15,394.61	-	-	1	-	-	1	-	-	-	-	-	-

Source: www.nseindia.com; www.bseindia.com, as applicable

Note: Data for number of IPOs trading at premium/discount taken at closing price of the designated stock exchange as disclosed by the respective issuer at the time of the issue has been considered on the respective date. In case any of the days falls on a non-trading day, the closing price on the previous trading day has been considered.

NA means Not Applicable.

Track record of past issues handled by the BRLMs

For details regarding the track record of the BRLMs, as specified in circular (No. CIR/MIRSD/1/2012) dated January 10, 2012 issued by the SEBI, see the website of the BRLMs, as disclosed in the table below.

S. No.	Name of the BRLM	Website
1.	Axis Capital Limited	http://www.axiscapital.co.in
2.	IIFL Capital Services Limited (<i>formerly known as IIFL Securities Limited</i>)	www.iiflcap.com

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 as of the date of this Draft Red Herring Prospectus, and accordingly, no stock market data is available for the Equity Shares.

Mechanism for Redressal of Investor Grievances

The 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, to enable the investors to approach the Registrar to the Offer for redressal of their grievances.

In terms of the SEBI ICDR Master Circular and the SEBI RTA Master Circular, and subject to applicable law, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares.

SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days. Further, the investors shall be compensated by the SCSBs in accordance with UPI Circulars and the SEBI RTA Master Circular. The following compensation mechanism shall be applicable for investor grievances in relation to Bids made through the UPI Mechanism for public issues, for which the relevant SCSBs shall be liable to compensate the investor:

Scenario	Compensation amount	Compensation period
Delayed unblock for cancelled / withdrawn / deleted applications	₹100 per day or 15% per annum of the Bid Amount, whichever is higher	From the date on which the request for cancellation / withdrawal / deletion is placed on the bidding platform of the Stock Exchanges till the date of actual unblock
Blocking of multiple amounts for the same Bid made through the UPI Mechanism	1. Instantly revoke the blocked funds other than the original application amount; and 2. ₹100 per day or 15% per annum of the total cumulative blocked amount except the original Bid Amount, whichever is higher	From the date on which multiple amounts were blocked till the date of actual unblock
Blocking more amount than the Bid Amount	1. Instantly revoke the difference amount, i.e., the blocked amount less the Bid Amount; and 2. ₹100 per day or 15% per annum of the difference amount, whichever is higher	From the date on which the funds to the excess of the Bid Amount were blocked till the date of actual unblock
Delayed unblock for non – Allotted/ partially Allotted applications	₹100 per day or 15% per annum of the Bid Amount, whichever is higher	From the Working Day subsequent to the finalisation of the Basis of Allotment till the date of actual unblock

All Offer-related grievances may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary to whom the Bid cum Application Form was submitted. The Bidder should give full details such as name

of the sole or First Bidder, Bid cum Application Form number, Bidder DP ID, Client ID, UPI ID, PAN, date of the submission of Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder.

Further, Bidders shall also enclose a copy of the Acknowledgment Slip or specify the application number duly received from the Designated Intermediaries in addition to the documents/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 the Sponsor Banks for addressing any clarifications or grievances of ASBA Bidders. Our Company, the Promoter Selling Shareholder, the BRLMs and the Registrar to the Offer accept no responsibility for errors, omissions, commission or any acts of SCSBs or the Sponsor Banks including any defaults in complying with its obligations under applicable SEBI ICDR Regulations.

Our Company has also appointed Bhavesh Mehra, Company Secretary of our Company, as the Compliance Officer for the Offer. For details, see “*General Information*” on page 78.

The Promoter Selling Shareholder has authorized the Company Secretary and Compliance Officer of our Company, and the Registrar to the Offer to redress, on his behalf, any complaints or investor grievances received from Bidders in respect of the Offered Shares.

Investors can contact our Company Secretary and Compliance Officer 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.

Anchor Investors are required to address all grievances in relation to the Offer to the BRLMs 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 Book Running Lead Managers where the Bid cum Application Form was submitted by the Anchor Investor.

Disposal of Investor Grievances by Our Company

Our Company shall, post the filing of this Draft Red Herring Prospectus, apply for the authentication on the Securities and Exchange Board of India Complaints Redress System (“**SCORES**”) in terms of the SEBI circular number SEBI/HO/OIAE/IGRD/CIR/P/2023/156 dated September 20, 2023 and the SEBI circular number SEBI/HO/OIAE/IGRD/CIR/P/2023/183 dated December 1, 2023.

Our Company has also constituted a Stakeholders’ Relationship Committee comprising Nidhi Goel, Marur Narasimha Aravind Kumar and Vipul Gupta, who are Directors on our Board, to review and redress shareholder and investor grievances. See “*Our Management—Committees of the Board—Stakeholders’ Relationship Committee*” on page 285.

Our Company has not received any investor grievances during the three years preceding the date of this Draft Red Herring Prospectus and there are no investor complaints pending as of the date of this Draft Red Herring Prospectus.

Our Company estimates that the average time required by our Company or the Registrar to the Offer or the relevant Designated Intermediary for the redressal of routine investor grievances shall be seven days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Disposal of investor grievances by listed group companies and listed subsidiaries

As of the date of this Draft Red Herring Prospectus, we do not have any listed group companies and listed subsidiaries.

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

Our Company has not applied for or received any exemption from complying with any provisions of securities laws from SEBI.

SECTION VII: OFFER RELATED 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, the SEBI ICDR Regulations, the SEBI Listing Regulations, the SCRA, the SCRR, our Memorandum of Association and our Articles of Association, the terms of the Red Herring Prospectus, the Prospectus, the abridged prospectus, the Bid cum Application Form, the Revision Form, the CAN or Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advice and other documents or certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to laws as applicable, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by the SEBI, the Government of India, the Stock Exchanges, the RBI, the RoC and/or any other authorities, as in force on the date of the Offer and to the extent applicable or such other conditions as may be prescribed by the SEBI, the RBI, the Government of India, the Stock Exchanges, the RoC and/or any other authorities while granting its approval for the Offer.

The Offer

The Offer comprises a Fresh Issue by our Company and an Offer for Sale by the Promoter Selling Shareholder. Except for (a) listing fees, audit fees (to the extent not attributable to the Offer), and expenses for any product or corporate advertisements consistent with past practice of the Company (other than the expenses relating to marketing and advertisements in connection with the Offer), which shall be solely borne by our Company; and (b) fees and expenses in relation to the legal counsel to the Promoter Selling Shareholder which shall be borne by the Promoter Selling Shareholder, all costs, charges, fees and expenses associated with and incurred in connection with the Offer (including all applicable taxes except securities transaction taxes which shall be solely borne by the Promoter Selling Shareholder) and directly attributable to the Offer, shall be shared among the Company and the Promoter Selling Shareholder on a proportionate basis in proportion to the number of Equity Shares issued and offered through the Fresh Issue and sold by the Promoter Selling Shareholder through the Offer for Sale, respectively, in accordance with Applicable Law including Section 28(3) of Companies Act 2013. For details in relation to Offer expenses, see “*Objects of the Offer*” beginning on page 102.

Ranking of the Equity Shares

The Equity Shares being offered / Allotted and transferred pursuant to the Offer rank *pari passu* in all respects with the existing Equity Shares, including in respect of the right to receive dividend and voting. The Allottees, upon Allotment of Equity Shares, will be entitled to dividend and other corporate benefits, if any, declared by our Company after the date of Allotment. For further details, see “*Main Provisions of the Articles of Association*” on page 471.

Mode of payment of dividend

Our Company shall pay dividends, if declared, to the Shareholders in accordance with the provisions of Companies Act, our Memorandum of Association and our Articles of Association, the provisions of the SEBI Listing Regulations and other applicable law. Dividends, if any, declared by our Company after the date of Allotment (including pursuant to the transfer of Equity Shares in the Offer for Sale), will be payable to the Bidders who have been Allotted Equity Shares in the Offer, for the entire year, in accordance with applicable law. For further details in relation to dividends, see “*Dividend Policy*” and “*Main Provisions of the Articles of Association*” beginning on pages 298 and 471, respectively.

Face Value, Offer Price, Floor Price and Price Band

The face value of each Equity Share is ₹5 and the price at the lower end of the Price Band is ₹[●] per Equity Share (“**Floor Price**”) and at the higher end of the Price Band is ₹[●] per Equity Share (“**Cap Price**”). The Offer Price is ₹[●] per Equity Share. The Anchor Investor Offer Price is ₹[●] per Equity Share.

The Offer Price, Price Band, the Employee Discount, if any, and the minimum Bid Lot will be decided by our Company, in consultation with the BRLMs and advertised in all editions of the English national daily newspaper, [●],

all editions of the Hindi national daily newspaper, [●], (Hindi also being the regional language of New Delhi, where our Registered and Corporate Office is located), each with wide circulation, and advertised at least two Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchanges to upload on their respective websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available on the websites of the Stock Exchanges. The Offer Price shall be determined by our Company, in consultation with the BRLMs, after the Bid/Offer Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of the Book Building Process.

At any given point of time, there shall be only one denomination of Equity Shares.

Compliance with Disclosure and Accounting Norms

Our Company shall comply with all applicable disclosure and accounting norms as specified by the SEBI from time to time.

Rights of Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and our Articles of Association, the Shareholders shall have the following rights:

- right to receive dividends, if declared;
- right to attend general meetings and exercise voting rights, unless prohibited by law;
- right to vote on a poll either in person or by proxy and e-voting, in accordance with the provisions of the Companies Act;
- right to receive offers for rights Equity Shares and be allotted bonus Equity Shares, if announced;
- right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
- right of free transferability, subject to applicable law; and
- such other rights, as may be available to a shareholder of a listed public company under the Companies Act, the SEBI Listing Regulations, our Articles of Association and other applicable laws.

For a detailed description of the main provisions of the Articles of Association relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation/splitting, see “*Main Provisions of the Articles of Association*” on page 471.

Allotment only in dematerialized form

In terms of Section 29 of the Companies Act, 2013 and the SEBI ICDR Regulations, the Equity Shares shall be Allotted only in dematerialized form. The Equity Shares will be traded on the dematerialized segment of the Stock Exchanges. In this context, the following agreements have been signed among our Company, the respective Depositories and the Registrar to the Offer:

- tripartite agreement dated March 27, 2025 among our Company, NSDL and the Registrar to the Offer; and
- tripartite agreement dated April 1, 2025 among our Company, CDSL and the Registrar to the Offer.

Market lot and trading Lot

Since trading of the Equity Shares is in dematerialized form, the tradable lot is one Equity Share. Allotment in the Offer will be only in dematerialized form in multiples of [●] Equity Shares subject to a minimum Allotment of [●] Equity Shares for QIBs and RIBs. For NIBs allotment shall not be less than the Minimum Non-Institutional Bidder Application Size. For details of basis of allotment, see “*Offer Procedure*” on page 446.

Joint Holders

Subject to the provisions contained in the Articles of Association, where two or more persons are registered as the holders of any 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, India.

Period of operation of subscription list

See “—*Bid/Offer Programme*” on page 434.

Nomination facility to Bidders

In accordance with Section 72 of the Companies Act, 2013 and the relevant rules notified thereunder, 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 varied or cancelled in the prescribed manner. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale/transfer/alienation of Equity Share(s) by the person nominating. A nomination may be cancelled or varied by nominating any other person in place of the present nominee by the holder of the Equity Shares who has made the nomination by giving a notice of such cancellation 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 Office or with the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by our Board, elect either:

- a) to register himself or herself as the holder of the Equity Shares; or
- b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, our Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, our Board may thereafter withhold payment of all dividends, bonuses or other moneys 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 dematerialized mode there is no need to make a separate nomination with our Company. Nominations registered with the respective Depository Participant of the Bidder would prevail. If the Bidders wish to change the nomination, they are requested to inform their respective Depository Participant.

Bid/Offer Programme

BID/OFFER OPENS ON	[●] ⁽¹⁾
BID/OFFER CLOSES ON	[●] ⁽²⁾⁽³⁾

⁽¹⁾ Our Company may, in consultation with the BRLMs, consider participation by Anchor Investors. The Anchor Investor Bid/Offer Period shall be [●], i.e., one Working Day prior to the Bid/Offer Opening Date in accordance with the SEBI ICDR Regulations.

⁽²⁾ Our Company may, in consultation with the BRLMs, consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.

⁽³⁾ UPI mandate end time and date shall be 5:00 p.m. on the Bid/Offer Closing Date, i.e., on [●].

An indicative timetable in respect of the Offer is disclosed below.

Event	Indicative Date
Bid/Offer Closing Date	[●]
Finalization of Basis of Allotment with the Designated Stock Exchange	On or about [●]
Initiation of refunds (if any, for Anchor Investors)/unblocking of funds from ASBA*	On or about [●]
Allotment of Equity Shares/ Credit of Equity Shares to dematerialized accounts of Allottees	On or about [●]
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about [●]

* In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Offer Closing Date for cancelled / withdrawn / deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15 % per annum of the Bid Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchanges bidding platform until the date on which the amounts are unblocked; (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Bidder shall be compensated at a uniform rate ₹100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked until the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked until the date of actual unblock; (iv) any delay in unblocking of non-allotted/ partially allotted Bids, exceeding two Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding two Working Days from the Bid/Offer Closing Date by the SCSB responsible for causing such delay in unblocking. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The Bidder shall be compensated in the manner specified in the SEBI ICDR Master Circular, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs and relevant intermediaries, to the extent applicable.

The processing fees for applications made by UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI ICDR Master Circular and the SEBI RTA Master Circular.

The above timetable, other than the Bid/Offer Closing Date, is indicative and does not constitute any obligation or liability on our Company, the Promoter Selling Shareholder and the BRLMs.

While our Company shall ensure that all steps for the completion of the necessary formalities for the listing and commencement of trading of the Equity Shares on the Stock Exchanges are taken within three Working Days from the Bid/Offer Closing Date or such other period as may be prescribed by the SEBI, the timetable may be extended due to various factors, such as extension of the Bid/Offer Period by our Company, in consultation with the BRLMs, revision of the Price Band or any delay in receiving the final listing, trading approval from the Stock Exchanges, and delay in respect of final certificates from SCSBs. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws. The Promoter Selling Shareholder confirms that he shall extend all reasonable support and co-operation required by our Company and the BRLMs for the completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges within three Working Days from the Bid/Offer Closing Date or such other period as may be prescribed by the SEBI and under the applicable law.

Any circulars or notifications from the SEBI after the date of this Draft Red Herring Prospectus may result in changes to the above-mentioned timelines. Further, the offer procedure is subject to change to any revised circulars issued by the SEBI to this effect.

SEBI, through the SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, had reduced the post issue timeline for initial public offerings. The revised timeline of T+3 days had been made applicable mandatorily for all public issues opening on or after December 1, 2023. Accordingly, the Offer will be made under UPI Phase III on a mandatory T+3 days listing basis, subject to the timing of the Offer and any circulars, clarification or notification issued by the SEBI from time to time, including with respect to the SEBI ICDR Master Circular.

In terms of the UPI Circulars, in relation to the Offer, the BRLMs will be required to submit reports of compliance with listing timelines and activities prescribed by the SEBI, in connection with the allotment and listing procedure within three Working Days from the Bid/ Offer Closing Date or such other time as prescribed by SEBI, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons

associated with it.

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 for the entire duration of delay exceeding two Working Days from the Bid/Offer Closing Date by the intermediary responsible for causing such delay in unblocking, in the manner specified in the UPI Circulars, to the extent applicable, which for the avoidance of doubt, shall be deemed to be incorporated herein. The Book Running Lead Managers shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

Submission of Bids (other than Bids from Anchor Investors)

Bid/Offer Period (except the Bid/Offer Closing Date)	
Submission and Revision in Bids	Only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time ("IST"))
Bid/Offer Closing Date*	
Submission of electronic applications (online ASBA through 3-in-1 accounts) – For RIBs and Eligible Employees Bidding in the Employee Reservation Portion	Only between 10.00 a.m. and up to 5.00 p.m. IST
Submission of electronic application (bank ASBA through online channels like internet banking, mobile banking and syndicate ASBA applications through UPI as a payment mechanism where Bid Amount is up to ₹500,000)	Only between 10.00 a.m. and up to 4.00 p.m. IST
Submission of electronic applications (syndicate non-retail, non-individual applications of QIBs and NIIs)	Only between 10.00 a.m. and up to 3.00 p.m. IST
Submission of physical applications (direct 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 and date shall be at 5:00 p.m. on Bid/Offer Closing Date

[#] QIBs and Non-Institutional Bidders can neither revise their bids downwards nor cancel/withdraw their Bids.

On the Bid/Offer Closing Date, the Bids shall be uploaded until:

- i. 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders; and
- ii. until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by Retail Individual Bidders and Eligible Employees Bidding under the Employee Reservation Portion (net of Employee Discount, if any, as applicable).

On the Bid/Offer Closing Date, extension of time may be granted by Stock Exchanges only for uploading Bids received from Retail Individual Bidders and Eligible Employees Bidding under the Employee Reservation Portion after taking into account the total number of Bids received and as reported by the BRLMs to the Stock Exchanges.

The Registrar to the Offer shall submit the details of cancelled/ withdrawn/ deleted applications to the SCSBs on a daily basis within 60 minutes of the Bid closure time from the Bid/ Offer Opening Date until 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 RTA on a daily basis.

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 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 12.00 p.m. IST on the Bid/Offer

Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/Offer Closing Date, as is typically experienced in public offerings, some Bids may not get uploaded due to lack of sufficient time to upload. Such Bids that cannot be uploaded will not be considered for allocation under 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, Sundays and public holidays. The Designated Intermediaries shall modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period until 5.00 pm on the Bid/Offer Closing Date after which the Stock Exchange(s) send the Bid information to the Registrar to the Offer for further processing. Further, as per letter no. list/SMD/SM/2006 dated July 3, 2006 and letter no. NSE/IPO/25101-6 dated July 6, 2006 issued by BSE and NSE, respectively, Bids and any revision in Bids shall not be accepted on Saturdays, Sundays and public/bank holidays as declared by the Stock Exchanges. Bids by ASBA Bidders shall be uploaded by the relevant Designated Intermediary in the electronic system to be provided by the Stock Exchanges.

None among our Company, the Promoter Selling Shareholder 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.

In case of any discrepancy in the data entered in the electronic book *vis-a-vis* data contained in the physical Bid cum Application Form, for a particular Bidder, the details of the Bid file received from the Stock Exchanges may be taken as the final data for the purpose of Allotment.

To avoid duplication, the facility of re-initiation provided to Syndicate Members shall preferably be allowed only once per bid/batch and as deemed fit by the Stock Exchanges, after closure of the time for uploading Bids.

Our Company, in consultation with the BRLMs, reserve the right to revise the Price Band during the Bid/Offer Period, in accordance with the SEBI ICDR Regulations, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. Further, the Cap price shall be at least 105% of the Floor Price. The revision in the Price Band shall not exceed 20% on either side, *i.e.*, the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly. The Floor Price shall not be less than the face value of the Equity Shares.

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

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, 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.

Minimum Subscription

If our Company does not receive (i) the minimum subscription in the Offer as specified under Rule 19(2)(b) of the SCRR or (ii) the minimum subscription of 90% of the Fresh Issue on the Bid/Offer Closing Date; or subscription level falls below aforesaid minimum subscription after the Bid/Offer Closing Date due to withdrawal of Bids or technical rejections or any other reason; or in case of devolvement of Underwriting, aforesaid minimum subscription is not

received within 60 days from the date of Bid/Offer Closing Date or if the listing or trading permission is not obtained from the Stock Exchanges for the Equity Shares in the Offer, 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 the prescribed time after our Company becomes liable to pay the amount, our Company and every Director of our Company, who are officers in default, shall pay interest at the rate of 15% per annum or such other amount prescribed under applicable law, including the Companies Act, SEBI ICDR Regulations and the SEBI ICDR Master Circular.

The requirement of minimum subscription is not applicable to the Offer for Sale in accordance with the ICDR Regulations. After achieving the above minimum subscription, if however, there is under-subscription in achieving the total Offer size, the Equity Shares will be allotted in the following order:

- (i) such number of Equity Shares will first be Allotted by our Company such that 90% of the Fresh Issue is subscribed;
- (ii) upon (i), all the Equity Shares held by the Promoter Selling Shareholder and offered for sale in the Offer for Sale will be Allotted; and
- (iii) once Equity Shares have been Allotted as per (i) and (ii) above, such number of Equity Shares will be Allotted by our Company towards the balance 10% of the Fresh Issue.

Further, in accordance with Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of prospective Allottees to whom the Equity Shares will be Allotted shall be not less than 1,000, failing which the entire application money shall be unblocked in the respective ASBA Accounts of the Bidders. In case of delay, if any, in unblocking the ASBA Accounts within such timeline as prescribed under applicable laws, our Company shall be liable to pay interest on the application money in accordance with applicable laws. The Promoter Selling Shareholder shall not be liable to reimburse our Company for any interest paid by it on behalf of Promoter Selling Shareholder on account of any delay with respect to Allotment of the respective portion of the Offered Shares offered by such Promoter Selling Shareholder in the Offer for Sale, or otherwise, unless such delay is solely and directly attributable to an act or omission of Promoter Selling Shareholder and in such a scenario, the Promoter Selling Shareholder shall not be liable in excess of proportion of the number of Equity Shares issued and Allotted through the Fresh Issue and sold by the Promoter Selling Shareholder through the Offer for Sale.

Arrangements for Disposal of Odd Lots

Since the Equity Shares will be traded in dematerialized form only and the market lot for the Equity Shares will be one Equity Share, no arrangements for disposal of odd lots are required.

New Financial Instruments

Our Company is not issuing any new financial instruments through this Offer.

Restrictions on Transfer and Transmission of Equity Shares

Except for the lock-in of the pre-Offer Equity Share capital of our Company, lock-in of the Promoters' contribution and the Anchor Investor lock-in as provided in "*Capital Structure*" on page 87 and except as provided in our Articles of Association, there are no restrictions on transfer of Equity Shares. Further, there are no restrictions on the transmission of Equity Shares and on their consolidation/splitting, except as provided in our Articles of Association. For details, see "*Main Provisions of the Articles of Association*" on page 471.

Withdrawal of the Offer

Our Company, in consultation with the BRLMs, reserve the right to not proceed with the Offer, in whole or part thereof, after the Bid/Offer Opening Date but before the Allotment. In the event that our Company, in consultation with the BRLMs, decide not to proceed with the Offer, our Company shall 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 the SEBI, providing reasons for not proceeding with the Offer. In such event, the BRLMs through the Registrar to the Offer, shall notify the SCSBs and the Sponsor Banks, as applicable, to unblock the Bid

Amounts in the bank accounts of the ASBA Bidders and the BRLMs shall notify the Escrow Collection Bank to release the Bid Amounts of the Anchor Investors and any other investors, as applicable, within one Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchanges on which the Equity Shares are proposed to be listed.

If our Company, in consultation with the BRLMs, withdraws the Offer after the Bid/Offer Closing Date and thereafter determine that they will proceed with a fresh issue or offer for sale of Equity Shares, our Company shall file a fresh draft red herring prospectus with the SEBI. Notwithstanding the foregoing, the Offer is also subject to obtaining (i) the final RoC approval of the Prospectus after it is filed with the RoC and (ii) the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment.

Receipt of Equity Shares in Dematerialized Form

Allotment of Equity Shares to successful Bidders will only be in the dematerialized form. Bidders will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only in the dematerialized segment of the Stock Exchanges.

OFFER STRUCTURE

The Offer is being made through the Book Building Process in compliance with Regulations 6(1) and 31 of the SEBI ICDR Regulations. The Offer is of up to [●] Equity Shares of face value of ₹5 each for cash at a price of ₹[●] per Equity Share (including a share premium of ₹[●] per Equity Share) through issue of Equity Shares aggregating up to ₹[●] million, comprising a Fresh Issue of up to [●] Equity Shares of face value of ₹5 each aggregating up to ₹4,000 million by our Company and an Offer for Sale of up to 7,500,000 Equity Shares of face value of ₹5 each aggregating up to ₹[●] million by the Promoter Selling Shareholder, the details of which are set out below.

S. No.	Name of the Promoter Selling Shareholder	Number of Offered Shares/Amount
1.	Ashutosh Goel	Up to 7,500,000 Equity Shares of face value of ₹5 each aggregating up to ₹[●] million

The Offer includes an Employee Reservation Portion of up to [●] Equity Shares of face value of ₹5 each, aggregating up to ₹[●] million (constituting up to [●]% of the post-Offer paid-up equity share capital), for subscription by Eligible Employees. The Employee Reservation Portion shall not exceed 5% of our post-Offer paid-up Equity Share capital. Our Company in consultation with the BRLMs, may offer a discount of up to [●]% to the Offer Price (equivalent of ₹[●] per Equity Share) to Eligible Employees Bidding in the Employee Reservation Portion. The Offer less the Employee Reservation Portion is the Net Offer. The Offer and the Net Offer shall constitute [●]% and [●]%, respectively of the post-Offer paid-up Equity Share capital of our Company. The face value of our Equity Shares is ₹5 each.

Our Company may, in consultation with the BRLMs, consider further issue of specified securities for cash consideration aggregating up to ₹800.00 million, prior to filing of the Red Herring Prospectus with the RoC. The price of the specified securities allotted pursuant to the Pre-IPO Placement shall be determined by our Company in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. The utilisation of the proceeds raised pursuant to the Pre-IPO Placement will be done towards the objects in compliance with applicable law. Prior to the completion of the Offer and if the Pre-IPO Placement is undertaken, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result in listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the RHP and Prospectus.

The Offer is being made through the Book Building Process, in accordance with Regulation 32(1) of the SEBI ICDR Regulations.

Particulars	Eligible Employees ^(#)	QIBs ⁽³⁾⁽⁴⁾⁽⁵⁾	Non-Institutional Bidders ⁽⁵⁾	Retail Individual Bidders ⁽⁵⁾
Number of Equity Shares available for Allotment/allocation ⁽¹⁾	Up to [●] Equity Shares	Not more than [●] Equity Shares of face value of ₹5 each	Not less than [●] Equity Shares of face value of ₹5 each, available for allocation or the Net Offer less allocation to QIB Bidders and RIBs	Not less than [●] Equity Shares of face value of ₹5 each, available for allocation or the Net Offer less allocation to QIB Bidders and Non-Institutional Bidders
Percentage of Offer Size available for allocation	The Employee Reservation Portion shall constitute up to [●]% of the post-Offer paid-up Equity Share capital of our Company and up to [●]% of the Offer size.	Not more than 50% of the Net Offer being available for allocation to QIB Bidders. However, 5% of the Net QIB Portion will be available for allocation on a	Not less than 15% of the Net Offer, or the Offer less allocation to QIB Bidders and Retail Individual Bidders, subject to the following:	Not less than 35% of the Net Offer or the Offer less allocation to QIB Bidders and Non-Institutional Investors will be available for allocation.

Particulars	Eligible Employees ^(#)	QIBs ⁽³⁾⁽⁴⁾⁽⁵⁾	Non-Institutional Bidders ⁽⁵⁾	Retail Individual Bidders ⁽⁵⁾
		proportionate basis to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining Net QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be available for allocation to other QIBs in the remaining Net QIB Portion.	The allocation to each Non-Institutional Bidder shall not be less than the minimum NII application size, subject to availability of Equity Shares in the Non-Institutional Portion and the remaining available Equity Shares, if any, shall be available for allocation out of which: (i) one-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with an application size of more than ₹200,000 and up to ₹1,000,000; and (ii) two-thirds 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 sub-categories specified above may be allocated to applicants in the other sub-category of Non-Institutional Bidders	
Basis of Allotment/allocation if respective category is oversubscribed	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, as applicable). In the event of undersubscription in the Employee Reservation Portion, the unsubscribed portion may be allocated, on a	Proportionate as follows (excluding the Anchor Investor Portion): (a) [●] Equity Shares of face value of ₹5 each shall be available for allocation on a proportionate basis to Mutual Funds only; and (b) [●] Equity Shares of face	The allotment of specified securities to each Non-Institutional Bidder shall not be less than the Minimum Non-Institutional Bidder 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 the SEBI ICDR Regulations, subject to: (a) One-third of the Non-Institutional Portion shall be reserved for Bidders with application size of more than	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” on page 446.

Particulars	Eligible Employees ^(#)	QIBs ⁽³⁾⁽⁴⁾⁽⁵⁾	Non-Institutional Bidders ⁽⁵⁾	Retail Individual Bidders ⁽⁵⁾
	proportionate basis, to Eligible Employees Bidding in the Employee Reservation Portion for value exceeding ₹200,000 (net of Employee Discount, if any, as applicable), subject to total Allotment to an Eligible Employee not exceeding ₹500,000 (net of Employee Discount, if any, as applicable).	value of ₹5 each shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above. Up to 60% of the QIB Portion of up to [●] Equity Shares of face value of ₹5 each may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price.(3)	₹200,000 and up to ₹1,000,000; and (b) two-thirds of the Non-Institutional Portion shall be reserved for Bidders with application size of more than ₹1,000,000, provided that the unsubscribed portion in either of such sub-categories may be allocated to Bidders in the other sub-category of Non-Institutional Bidders. For further details, see “Offer Procedure” on page 446.	
Mode of Bidding ⁽²⁾	Only through the ASBA process (including the UPI Mechanism, as applicable) (except for Anchor Investors) SEBI through its circular (SEBI/HO/CFD/DIL2/CIR/P/2022/45) dated April 5, 2022 (read with the SEBI ICDR Master Circular), had 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 UPI. Individual investors bidding under the Non-Institutional Portion bidding for more than ₹200,000 and up to ₹500,000 shall be required to use the UPI Mechanism			
Minimum Bid	[●] Equity Shares	Such number of Equity Shares and in multiples of [●] Equity Shares that the Bid Amount exceeds ₹200,000	For Non-Institutional Bidders applying under (i) one-third of the Non-Institutional Category such number of Equity Shares in multiples of [●] Equity Shares such that the Bid Amount exceeds ₹ 200,000. For Non-Institutional Bidders applying under (ii) two-thirds of the Non-Institutional Category such number of Equity Shares in multiples of [●] Equity	[●] Equity Shares

Particulars	Eligible Employees ^(#)	QIBs ⁽³⁾⁽⁴⁾⁽⁵⁾	Non-Institutional Bidders ⁽⁵⁾	Retail Individual Bidders ⁽⁵⁾
			Shares such that the Bid Amount exceeds ₹ 10,00,000	
Maximum Bid	Such number of Equity Shares in multiples of [●] Equity Shares, so that the maximum Bid Amount by each Eligible Employee in Eligible Employee Portion does not exceed ₹500,000 (net of Employee Discount, if any, as applicable)	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 applicable limits to Bidder	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹200,000
Mode of Allotment	Compulsorily in dematerialised form			
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter			
Allotment Lot	[●] Equity Shares and in multiples of one Equity Share thereafter. For NIBs allotment shall not be less than the Minimum Non-Institutional Application Size.			
Trading Lot	One Equity Share			
Who can apply ⁽⁶⁾	Eligible Employees	Public financial institutions as specified in Section 2(72) of the Companies Act 2013, scheduled commercial banks, mutual funds registered with SEBI, eligible FPIs (other than individuals, corporate bodies and family offices), VCFs, AIFs, FVCIs registered with the SEBI, multilateral and bilateral development financial institutions, state industrial development corporation, insurance company registered with IRDAI, provident fund with minimum corpus of ₹250.00 million, pension	Resident Indian individuals, Eligible NRIs, HUFs (in the name of Karta), companies, corporate bodies, scientific institutions, societies, family offices and trusts, and FPIs who are individuals, corporate bodies and family offices which are re-categorized as Category II FPIs and registered with SEBI.	Resident Indian individuals, HUFs (in the name of Karta) and Eligible NRIs

Particulars	Eligible Employees ^(#)	QIBs ⁽³⁾⁽⁴⁾⁽⁵⁾	Non-Institutional Bidders ⁽⁵⁾	Retail Individual Bidders ⁽⁵⁾
		fund with minimum corpus of ₹250.00 million registered with the Pension Fund Regulatory and Development Authority established under sub-section (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013, National Investment Fund set up by the Government, insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and Systemically Important NBFCs.		
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⁽⁷⁾ In case of other Bidders: Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Banks through the UPI Mechanism (for RIBs or individual investors Bidding under the Non-Institutional Portion for an amount of more than ₹200,000 and up to ₹500,000) that is specified in the ASBA Form at the time of submission of the ASBA 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, as applicable). However, the initial allocation to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹200,000 (net of Employee Discount, if any, as applicable). 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, as applicable), subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹500,000 (net of Employee Discount, if any, as applicable). An Eligible Employee Bidding in the Employee Reservation Portion can also Bid in the Net Offer portion (i.e. Non-Institutional Portion or Retail Portion) and such Bids will not be treated as multiple Bids, subject to applicable limits. The unsubscribed portion, if any, in the Employee Reservation Portion (after allocation up to ₹500,000 (net of Employee Discount, if any, as applicable)) 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. Further, our Company, in consultation with the Book Running Lead Managers, may offer a discount of up to [●]% to 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. The Employee Reservation Portion shall not exceed 5% of our post-Offer paid-up Equity Share capital.

(1) Assuming full subscription in the Offer.

(2) Pursuant to circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, SEBI has mandated that ASBA applications in the Offer will be processed only after the Bid Amounts are blocked in the bank accounts of the investors. Accordingly, Stock Exchanges shall, for all categories of investors and all modes through which the Applications are processed, accept ASBA Forms in their electronic book building platform only with a mandatory confirmation on the Bid Amounts blocked.

(3) The Offer is being made through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations, wherein

not more than 50% of the Net Offer shall be available for allocation on a proportionate basis to QIB. Such number of Equity Shares representing 5% of the QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only. The remainder of the QIB Portion shall be available for allocation on a proportionate basis to QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received from them at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to all QIBs. Further, not less than 15% of the Net Offer shall be available for allocation on a proportionate basis to 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 from them at or above the Offer Price.

- (4) Our Company, in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis, in accordance with SEBI ICDR Regulations. One-third of the Anchor Investor Portion will be reserved for domestic Mutual Funds, subject to valid Bids being received at or above the Anchor Investor Allocation Price, which price shall be determined by our Company in consultation with the BRLMs. In the event of under-subscription or non-Allotment in the Anchor Investor Portion, the balance Equity Shares in the Anchor Investor Portion shall be added to the Net QIB Portion. For further details, see "Offer Procedure" on page 446.
- (5) 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 Book Running Lead Managers and the Designated Stock Exchange, on a proportionate basis. However, undersubscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories. For further details, see "Terms of the Offer" on page 432.
- (6) If the Bid is submitted in joint names, 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 depository account held in joint names. The signature of only the first Bidder would be required in the Bid cum Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders. Bidders will be required to confirm and will be deemed to have represented to our Company, the Promoter Selling Shareholder, the members of the Syndicate, 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.
- (7) Anchor Investors are not permitted to use the ASBA process. Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Offer Price shall be payable by the Anchor Investor Pay-In Date as indicated in the CAN. In case the Offer Price is lower than the Anchor Investor Allocation Price, the amount in excess of the Offer Price paid by the Anchor Investors shall not be refunded to them.

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 BRLMs and the Designated Stock Exchange. Bidders will be required to confirm and will be deemed to have represented to our Company, the Promoter Selling Shareholder, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

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 through the UPI Mechanism. The investors should note that the details and process provided in the General Information Document should be read along with this section.

Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Offer, (ii) maximum and minimum Bid size, (iii) price discovery and allocation, (iv) payment instructions for ASBA Bidders, (v) issuance of Confirmation of Allocation Note and Allotment in the Offer, (vi) general instructions (limited to instructions for completing the Bid cum Application Form), (vii) Designated Date, (viii) disposal of applications and electronic registration of bids, (ix) submission of Bid cum Application Form, (x) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds), (xi) applicable provisions of Companies Act, 2013 relating to punishment for fictitious applications, (xii) mode of making refunds, and (xiii) interest in case of delay in Allotment or refund.

The SEBI by its circular no. read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 (read with SEBI ICDR Master Circular), has introduced an alternate payment mechanism using Unified Payments Interface (“UPI”) and consequent reduction in timelines for listing in a phased manner. Further, SEBI by the SEBI ICDR Master Circular has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. The provisions of these circulars are deemed to form part of this Draft Red Herring Prospectus. Furthermore, pursuant to the SEBI ICDR Master Circular, all individual bidders in initial public offerings whose application sizes are up to ₹500,000 shall use the UPI Mechanism.

Pursuant to the SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, read with SEBI ICDR Master Circular, the time period for listing of equity shares pursuant to a public issue has been reduced from six Working Days to three Working Days, and as a result, the final reduced timeline of T+3 days has been made effective using the UPI Mechanism for applications by UPI Bidders (“UPI Phase III”). Accordingly this Offer will be undertaken pursuant to the processes and procedures prescribed under the UPI Phase III on a mandatory basis, subject to any circulars, clarifications or notifications which may be issued by the SEBI from time to time.

Pursuant to SEBI ICDR Master Circular, applications made using the ASBA facility in initial public offerings shall be processed by the Registrar along with the SCSBs only after application monies are blocked in the bank accounts of investors (all categories). Accordingly, Stock Exchanges shall, for all categories of investors and other reserved categories and also for all modes through which the applications are processed, accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked.

In terms of Regulation 23(5) and Regulation 52 of SEBI ICDR Regulations, the timelines and processes mentioned in SEBI ICDR Master Circular shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and lead managers shall continue to coordinate with intermediaries involved in the said process. In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated, in accordance with applicable law, at a uniform rate of ₹100 per day or 15% per annum of the application amount 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. Further, Bidders shall be entitled to compensation in the manner specified in the SEBI ICDR Master Circular and SEBI RTA Master Circular, in case of delays in resolving investor grievances in relation blocking/unblocking of funds.

The information herein is subject to any amendment, modification or change in the applicable law which may occur after the date of this Draft Red Herring Prospectus, further, our Company, the Promoter Selling Shareholder, BRLMs and the Members of the Syndicate are not liable for any such amendment, modification or change in the applicable law. 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 Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus, when filed.

The BRLMs shall be the nodal entity for any issues arising out of public issuance process.

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 the 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. The transfer request shall be accepted by the Depositories from our Company till one day prior to Bid/ Offer Opening Date.

Book Building Procedure

The Offer is being made in terms of Rule 19(2)(b) of the SCRR read with Regulations 31 and 32(1) of the SEBI ICDR Regulations, through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations wherein not more than 50% of the Net Offer shall be available for allocation on a proportionate basis to QIBs, provided that our Company may, in consultation with the BRLMs, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and spill-over from the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Net Offer shall be available for allocation to Non-Institutional Bidders in accordance with the SEBI ICDR Regulations, out of which (a) one third of such portion shall be reserved for applicants with application size of more than ₹200,000 and up to ₹1,000,000; and (b) two-third of such portion shall be reserved for applicants with application size of more than ₹1,000,000, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional 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.

This Offer includes a reservation of up to [●] Equity Shares of face value ₹5 each, aggregating up to ₹[●] million (constituting up to [●]% of the post-Offer paid-up equity share capital), for subscription by Eligible Employees. The Employee Reservation Portion shall not exceed 5% of the paid-up Equity Share capital of our Company. Our Company, in consultation with the BRLMs, may offer a discount of up to [●]% to the Offer Price (equivalent of ₹[●] per Equity Share) to Eligible Employees Bidding in the Employee Reservation Portion. The Offer and the Net Offer shall constitute [●]% and [●]% of the post-Offer paid-up Equity Share capital of our Company, respectively.

The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹500,000 (net of Employee Discount, if any, as applicable). However, the initial allocation to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹200,000 (net of Employee Discount, if any, as applicable). 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, as applicable), subject to the maximum value of Allotment made to such Eligible

Employee not exceeding ₹500,000 (net of Employee Discount, if any, as applicable). An Eligible Employee Bidding in the Employee Reservation Portion can also Bid in the Net Offer portion (i.e. Non-Institutional Portion or Retail Portion) and such Bids will not be treated as multiple Bids, subject to applicable limits. The unsubscribed portion, if any, in the Employee Reservation Portion (after allocation up to ₹500,000 (net of Employee Discount, if any, as applicable) 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. Further, our Company, in consultation with the BRLMs, may offer a discount of up to [●]% to 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. The Employee Reservation Portion shall not exceed 5% of our post-Offer paid-up Equity Share capital. For details, see “Offer Structure” on page 440.

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category, including the Employee Reservation Portion, except in the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories of Bidders on proportionate basis, at the discretion of our Company, in consultation with the BRLMs and the Designated Stock Exchange subject to applicable laws. Under-subscription, if any, in the QIB Portion, would not be allowed to be met with spill-over from any other category or a combination of categories of Bidders. 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, subject to the total Allotment to an Eligible Employee not exceeding ₹500,000. The unsubscribed portion, if any, in the Employee Reservation Portion shall be added to the Net Offer.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchanges.

All potential Bidders (except Anchor Investors) are required to mandatorily utilize the ASBA process providing details of their respective ASBA accounts, and UPI ID (in case of UPI Bidders) if applicable, in which the corresponding Bid Amounts will be blocked by the SCSBs or under the UPI Mechanism, as applicable.

Investors should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialized form. The Bid cum Application Forms which do not have the details of the Bidders’ depository account, including DP ID, Client ID, the PAN and UPI ID, for UPI Bidders using the UPI Mechanism, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get their Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Offer, subject to applicable laws.

Investors must ensure that their PAN is linked with Aadhaar and are in compliance with Central Board of Direct Taxes notification dated February 13, 2020 and the press releases dated June 25, 2021, September 17, 2021, March 30, 2022 and March 28, 2023, and any subsequent press releases in this regard.

Phased implementation of Unified Payments Interface

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. The SEBI by its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, read with the SEBI ICDR Circular, has reduced the time period for listing of equity shares pursuant to a public issue from six Working Days to three Working Days. This Offer will be undertaken pursuant to the processes and procedures prescribed under UPI Phase III, on a mandatory basis, subject to any circulars, clarifications or notifications which may be issued by the SEBI.

Pursuant to the SEBI ICDR Master 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 SEBI ICDR Master Circular include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send 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 finalized. Failure to unblock the accounts within the timeline would result in the SCSBs being penalized under the relevant securities law. Additionally, if there is any delay in the redressal of investors' complaints, the relevant SCSB as well as BRLMs will be required to compensate the concerned investor.

All SCSBs offering the facility of making applications in public issues shall also provide the facility to make applications using UPI. Our Company will be required to appoint 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 using the UPI.

Further, pursuant to the SEBI ICDR Master Circular, all individual investors applying in public issues where the application amount is up to ₹500,000 shall use UPI and shall also provide their UPI ID in the Bid cum Application Form submitted with any of the entities mentioned herein below:

- a) a syndicate member;
- b) a stock broker recognised with a registered stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity);
- c) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for this activity); and
- d) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for this activity)

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 RTA Master Circular in a format as prescribed by SEBI, from time to time. Further, in accordance with 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.

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 relevant Bidding Centres and at our Registered and Corporate Office. The electronic copy of the Bid cum Application Form will also be available for download on the websites of NSE (www.nseindia.com) and BSE (www.bseindia.com) at least one day prior to the Bid/ Offer Opening Date. The Bid cum Application Form for Employees Bidding in the Employee Reservation Portion will be available only at our Registered and Corporate Office.

For Anchor Investors, 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. Anchor Investors are not permitted to participate in the Offer through the ASBA process.

UPI Bidders submitting their Bid cum Application Form to any Designated Intermediary (other than SCSBs) shall be required to Bid using the UPI Mechanism and must provide the valid UPI ID in the relevant space provided in the Bid cum Application Form and the Bid cum Application Form that does not contain the UPI ID are liable to be rejected. UPI Bidders may also apply through the SCSBs and mobile applications using the UPI handles as provided on the website of SEBI.

ASBA Bidders (other than UPI Bidders using UPI Mechanism) must provide bank account details and authorization to block funds in their respective ASBA Accounts in the relevant space provided in the ASBA Form and the ASBA Forms that do not contain such details are liable to be rejected. The ASBA 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 using UPI Mechanism, may submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, Sub-Syndicate Members, Registered Brokers, RTAs or CDPs. RIBs authorizing an SCSB to block the Bid Amount in the ASBA Account may submit their ASBA Forms with the SCSBs. 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. In order to ensure timely information to investors, SCSBs are required to send SMS alerts to investors intimating them about Bid Amounts blocked/ unblocked including details as prescribed in the SEBI ICDR Master Circular.

Since the Offer is made under Phase III (on a mandatory basis), ASBA Bidders may submit the ASBA Form in the manner below:

- (i) RIBs (other than UPI Bidders) may submit their ASBA Forms with SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.
- (ii) UPI Bidders using the UPI Mechanism, may submit their ASBA Forms with the Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs.
- (iii) QIBs and NIBs not using the UPI Mechanism may submit their ASBA Forms with SCSBs, Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs.

The prescribed color of the Bid cum Application Form for various categories is as follows:

Category	Color of Bid cum Application Form*
Resident Indians, including resident QIBs, Non-Institutional Bidders, Retail Individual Bidders and Eligible NRIs applying on a non-repatriation basis	[●]
Non-Residents including Eligible NRIs, FVCIs, FPIs, registered multilateral and bilateral development financial institutions applying on a repatriation basis	[●]
Anchor Investors	[●]
Eligible Employees Bidding in the Employee Reservation Portion	[●]

* Excluding electronic Bid cum Application Form

Notes:

- (1) Electronic Bid Cum Application Forms and the abridged prospectus will also be available for download on the website of the NSE (www.nseindia.com) and the BSE (www.bseindia.com).
- (2) Bid cum Application Forms for Anchor Investors will be made available at the office of the BRLM.
- (3) Bid cum Application Forms for Eligible Employees will be available only at our Registered and Corporate office.

In case of ASBA forms, the relevant Designated Intermediaries shall upload the relevant Bid details in the electronic bidding system of the Stock Exchanges. For ASBA Forms (other than through UPI Mechanism) Designated Intermediaries (other than SCSBs) shall submit/ deliver the ASBA Forms to the respective SCSB where the Bidder has an ASBA bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank. In accordance with the SEBI ICDR Master Circular, all the ASBA applications in public issues shall be processed only after the application monies are blocked in the investor's bank accounts. Stock Exchanges shall accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked. The circular shall be applicable for all categories of investors viz. RIB, QIB and NIB and also for all modes through which the applications are processed.

For UPI Bidders using the UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Banks on a continuous basis to enable the Sponsor Banks to initiate the UPI Mandate Request to UPI Bidders for blocking of funds. The Sponsor Banks shall initiate request for blocking of funds through NPCI to UPI Bidders, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications

associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every bid entered in the Stock Exchanges bidding platform, and the liability to compensate UPI Bidders (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 the Offer) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Banks and the Bankers to the Offer. The BRLMs shall also be required to obtain the audit trail from the Sponsor Banks and the Bankers to the Offer 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.

Pursuant to NSE circular dated July 22, 2022 with reference no. 23/2022 and BSE circular dated July 22, 2022 with reference no. 20220722-30, has mandated that trading members, Syndicate Members, RTA and Depository Participants shall submit Syndicate ASBA bids above ₹500,000 and NII and QIB bids above ₹200,000 through SCSBs only.

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 off funds prior to the Cut-Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse. Further, pursuant to the NSE circular dated August 3, 2022 with reference no. 25/ 2022, 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. Further, bid entry and modification/ cancellation (if any) shall be allowed in parallel to the regular bidding period up to 5:00 p.m. on the Bid/Offer Closing Date.

The processing fees for applications made by UPI Bidders using the UPI Mechanism will be released to the SCSBs only after such banks provide a written confirmation on compliance with the UPI Circulars.

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.

Electronic registration of Bids

- a) The Designated Intermediary may register the Bids using the online facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis before the closure of the Offer.
- 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 the Red Herring Prospectus.
- c) Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The Designated Intermediaries are given until 5:00 p.m. for Retail Individual Bidders and 4:00 p.m. for NIB and QIB 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 the Promoters, the members of the Promoter Group, the BRLMs, the Syndicate Members and persons related to Promoters/the members of the Promoter Group/the BRLMs

The BRLMs and the Syndicate Members shall not be allowed to purchase the Equity Shares in any manner, except towards fulfilling their underwriting obligations. However, the respective associates and affiliates of the BRLMs and the Syndicate Members may Bid for the Equity Shares in the Offer, either in the QIB Portion or in the Non-Institutional Portion, as may be applicable to such Bidders, and such subscription may be on their own account or on behalf of their clients. All categories of investors, including respective associates or affiliates of the BRLMs and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Except as stated below, neither the BRLMs nor any associate of the BRLMs can apply in the Offer under the Anchor Investor Portion:

- (i) mutual funds sponsored by entities which are associates of the BRLMs;
- (ii) insurance companies promoted by entities which are associates of the BRLMs;
- (iii) AIFs sponsored by the entities which are associates of the BRLMs;
- (iv) FPIs (other than individuals, corporate bodies and family offices) which are associates of the BRLMs; or
- (v) pension funds registered with the Pension Fund Regulatory and Development Authority established under sub-section (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013, subject to applicable laws, with minimum corpus of ₹250.00 million and sponsored by the entities which are associates of the BRLMs.

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, among the Anchor Investor and the BRLMs.

Further, except for the sale of Equity Shares by the Promoter Selling Shareholder in the Offer, our Promoters and members of the Promoter Group shall not participate by applying for Equity Shares in the Offer.

Furthermore, persons related to the Promoter and the Promoter Group shall not apply in the Offer under the Anchor Investor Portion. It is clarified that, a QIB who has any of the following rights in relation to our Company shall be deemed to be a person related to our Promoters or the members of the Promoter Group of our Company:

- (i) rights under a shareholders' agreement or voting agreement entered into with our Promoters or the members of the Promoter Group of our Company;
- (ii) veto rights; or
- (iii) right to appoint any nominee director on our Board.

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 BRLMs, reserves the right to reject any Bid without assigning any reason thereof, subject to applicable law.

Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made, subject to applicable laws.

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 HUFs

Bids by Hindu Undivided Family or HUFs, should be made in the individual name of the *Karta*. The Bidder should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: "Name of sole or First Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Bids/Applications by HUFs will be considered at par with Bids/Applications from individuals.

Bids by Eligible NRIs

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment.

Eligible NRI Bidders Bidding on a repatriation basis by using the Non-Resident Forms should authorise their SCSB (if they are Bidding directly through the SCSB) or confirm or accept the UPI Mandate Request (in case of UPI Bidders Bidding through the UPI Mechanism) to block their Non-Resident External ("NRE") accounts, or Foreign Currency Non-Resident ("FCNR") Accounts, and Eligible NRI Bidders Bidding on a non-repatriation basis by using Resident Forms should authorise their respective SCSBs (if they are Bidding directly through SCSB) or confirm or accept the UPI Mandate Request (in case of UPI Bidders Bidding through the UPI Mechanism) to block their Non-Resident Ordinary ("NRO") accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form. Participation of Eligible NRIs in the Offer shall be subject to 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 capital on a fully diluted basis of an Indian company listed on a recognised stock exchange 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 listed on a recognised stock exchange 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 by an Indian company listed on a recognised stock exchange or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant of an Indian company listed on a recognised stock exchange. Provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company.

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents ([●] in color). Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents ([●] in color).

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.

NRIs applying in the Offer using UPI Mechanism are advised to enquire with the relevant bank whether their bank account is UPI linked prior to making such application. For details of investment by NRIs, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 469.

Bids by FPIs

In terms of the FEMA Rules and the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same multiple entities having common ownership directly or indirectly of more than 50% or common control) must be below 10% of our post-Offer Equity Share capital on a fully diluted basis. In case the total holding of an FPI or investor group increase beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis, the total investment made by the FPI or investor group will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements. Further, in terms of the FEMA Non-debt Instruments Rules, with

effect from April 1, 2020, the aggregate FPI investment limit is the sectoral cap applicable to an Indian company as prescribed in the FEMA Non-debt Instruments Rules, with respect to its paid-up equity capital on a fully diluted basis.

FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time. In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason. FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for Non-Residents ([●] in color).

In terms of the FEMA, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

The FEMA NDI Rules were enacted on October 17, 2019 in supersession of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, except as respects things done or omitted to be done before such supersession. 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.

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 behalf of it subject to, *inter alia*, the following conditions:

- (i) such offshore derivative instruments are transferred to persons subject to fulfilment of criteria provided under Regulation 21(1) of SEBI FPI Regulations as mentioned above in points (i) to (iv); and
- (ii) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred are pre-approved by the FPI.

Bids by FPIs which utilise the multi investment manager structure in accordance with the SEBI master circular bearing reference number SEBI/HO/AFD-2/CIR/P/2022/175 dated December 19, 2022, submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs shall not be treated as multiple Bids ("**MIM Bids**"). FPIs bearing the same PAN may be treated as multiple Bids by a Bidder and may be rejected, except for Bids from FPIs that utilise the multi investment manager structure in accordance with the Operational FPI Guidelines (such structure referred to as "**MIM Structure**"). In order to ensure valid Bids, FPIs making MIM Bids using the same PAN and with 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.

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 I FPIs; and (vii) Entities registered as Collective Investment Scheme having multiple share classes.

Please note that in terms of the General Information Document, the maximum Bid by any Bidder including QIB Bidder should not exceed the investment limits prescribed for them under applicable laws. Further, MIM Bids by an FPI Bidder utilising the MIM Structure shall be aggregated for determining the permissible maximum Bid. Further, please note that as disclosed in this Draft Red Herring Prospectus read with the General Information Document, Bid Cum Application Forms are liable to be rejected in the event that the Bid in the Bid cum Application Form “exceeds the 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 the 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 by SEBI registered AIFs, VCFs and FVCIs

Participation of AIFs, VCFs or FVCIs in the Offer shall be subject to the FEMA NDI Rules. The SEBI FVCI Regulations, SEBI VCF Regulations and the SEBI AIF Regulations prescribe, *inter alia*, the investment restrictions on the FVCIs, VCFs and AIFs registered with SEBI respectively. While the SEBI VCF Regulations have since been repealed, the funds registered as VCFs under the SEBI VCF Regulations continue to be regulated by such regulations until the existing fund or scheme managed by the fund is wound up. FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering. Category I AIF and Category II AIF cannot invest more than 25% of the investible funds in one investee company directly or through investment in the units of other AIFs, subject to the conditions prescribed by SEBI. A Category III AIF cannot invest more than 10% of the investible funds in one investee company directly or through investment in the units of other AIFs, subject to the conditions prescribed by SEBI. AIFs which are authorized under the fund documents to invest in units of AIFs are prohibited from offering their units for subscription to other AIFs. Additionally, a VCF that has not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations (and accordingly shall not be allowed to participate in the Offer) until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

There is no reservation for Eligible NRIs, AIFs, FPIs and FVCIs, and all Bidders will be treated on the same basis with other categories for the purpose of allocation.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Our Company, the Promoter Selling Shareholder or the BRLMs will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Bids by Limited Liability Partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs, reserves the right to reject any Bid without assigning any reason thereof.

Bids by banking companies

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs, reserves the right to reject any Bid without assigning any reason thereof. The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, the Master Directions - the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended and Master Circular on Basel III Capital Regulations dated May 12, 2023, 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 lower.

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; or (ii) the additional acquisition is through restructuring of debt, or to protect the banking company's interest on loans/investments made to a company. The banking company is required to submit a time bound action plan to the RBI for the disposal of such shares within a specified period. A banking company would require a prior approval of the 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. The aggregate investment by a banking company along with its subsidiaries, associates or joint ventures or entities directly or indirectly controlled by the banking company; and mutual funds managed by asset management companies controlled by the banking company, 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. The aggregate equity investment made 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.

Bids by SCSBs

SCSBs participating in the Offer are required to comply with the terms of the circulars issued by the SEBI, bearing reference numbers CIR/CFD/DIL/12/2012 and CIR/CFD/DIL/1/2013 dated September 13, 2012 and January 2, 2013, respectively. 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 systemically important NBFCs

In case of Bids made by Systemically Important NBFCs registered with RBI, a certified copies of the (i) certificate of registration issued by RBI, (ii) last audited financial statements on a standalone basis (iii) a net worth certificate from its statutory auditor(s), and (iv) such other approval as may be required by the Systemically Important NBFCs are required to be attached to the Bid cum Application Form. Failing this, our Company in consultation with the BRLMs, reserves the right to reject any Bid, without assigning any reason thereof.

Systemically Important NBFCs participating in the Offer shall comply with all applicable regulations, directions, 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 Insurance Companies

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs, reserves the right to reject any Bid without assigning any reason thereof.

The exposure norms for insurers are prescribed under the IRDAI Investment Regulations, based on investments in equity shares of the investee company, the entire group of the investee company and the industry sector in which the

investee company operates. Insurance companies participating in the Offer are advised to refer to the IRDAI Investment Regulations for specific investment limits applicable to them and comply with all applicable regulations, guidelines and circulars issued by the IRDAI from time to time.

Bids by Provident Funds/Pension Funds

In case of Bids made by pension funds registered with the Pension Fund Regulatory and Development Authority established under sub-section (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013, subject to applicable laws, with minimum corpus of ₹250.00 million and provident funds with minimum corpus of ₹250.00 million, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs, reserves the right to reject any Bid, without assigning any reason thereof.

Bids by Eligible Employees

The Bid must be for a minimum of [●] Equity Shares of face value of ₹5 each and in multiples of [●] Equity Shares of face value of ₹5 each thereafter so as to ensure that the Bid Amount payable by the Eligible Employee does not exceed ₹500,000. The Allotment in the Employee Reservation Portion will be on a proportionate basis.

Bids under Employee Reservation Portion by Eligible Employees shall be:

- a. made only in the prescribed Bid cum Application Form or Revision Form (*i.e.*, [●] colour form);
- b. the Bid must be for a minimum of [●] Equity Shares of face value of ₹5 each and in multiples of [●] Equity Shares of face value of ₹5 each thereafter so as to ensure that the Bid Amount payable by the Eligible Employee does not exceed ₹500,000 (net of Employee Discount, if any, as applicable). The maximum Bid in this category by an Eligible Employee cannot exceed ₹500,000 (net of Employee Discount, if any, as applicable). However, the initial allocation to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹200,000 (net of Employee Discount, if any, as applicable). 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, as applicable), subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹500,000 (net of Employee Discount, if any, as applicable). An Eligible Employee Bidding in the Employee Reservation Portion can also Bid in the Net Offer portion (*i.e.* Non-Institutional Portion or Retail Portion) and such Bids will not be treated as multiple Bids, subject to applicable limits. The unsubscribed portion, if any, in the Employee Reservation Portion (after allocation up to ₹500,000 (net of Employee Discount, if any, as applicable) 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. Further, our Company, in consultation with the Book Running Lead Managers, may offer a discount of up to [●]% to 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. The Employee Reservation Portion shall not exceed 5% of our post-Offer paid-up Equity Share capital. For details, see “*Offer Structure*” on page 440;
- c. Eligible Employees should mention their employee number at the relevant place in the Bid cum Application Form;
- d. the Bidder should be an Eligible Employee. In case of joint bids, the First Bidder shall be an Eligible Employee;
- e. only Eligible Employees would be eligible to apply in the Offer under the Employee Reservation Portion;
- f. only those Bids, which are received at or above the Offer Price, would be considered for Allotment under this category;
- g. Eligible Employees can apply at Cut-off Price;
- h. Bid by Eligible Employees can be made also in the Retail Portion or the Non-Institutional Portion and such Bids shall not be treated as multiple Bids; and

- i. 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.

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, Mutual Funds, Systemically Important NBFCs, insurance companies, insurance funds set up by the army, navy or air force of the Union of India, insurance funds set up by the Department of Posts, India, or the National Investment Fund and provident funds with a minimum corpus of ₹250.00 million (subject to applicable law) and pension funds with a minimum corpus of ₹250.00 million, registered with the Pension Fund Regulatory and Development Authority established under sub-section (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs, reserves the right to accept or reject any Bid in whole or in part, in either case without assigning any reason therefor.

Our Company, in consultation with the BRLMs, in its absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form, subject to such terms and conditions that our Company, in consultation with the BRLMs may deem fit.

In accordance with existing regulations issued by the RBI, OCBs cannot participate in this Offer.

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. The information here is subject to any amendments or modification or changes which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Red Herring Prospectus, or as will be specified in the Red Herring Prospectus and the Prospectus.

Bids by Anchor Investors

In accordance with the SEBI ICDR Regulations, the key terms for participation by Anchor Investors are provided below:

- (i) Anchor Investor Application Forms will be made available for the Anchor Investor Portion at the offices of the BRLMs.
- (ii) The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹100.00 million. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹100.00 million.
- (iii) One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.
- (iv) Bidding for Anchor Investors will open one Working Day before the Bid/ Offer Opening Date and will be completed on the same date.
- (v) Our Company, in consultation with the BRLMs may finalise 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) maximum of two Anchor Investors, where allocation under the Anchor Investor Portion is up to ₹100.00 million; (b) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹100.00 million but up to ₹2,500.00 million, subject to a minimum Allotment of ₹50.00 million per Anchor Investor; and (c) in case of allocation above ₹2,500.00 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for

allocation up to ₹2,500.00 million, and an additional 10 Anchor Investors for every additional ₹2,500.00 million, subject to minimum Allotment of ₹50.00 million per Anchor Investor.

- (vi) Allocation to Anchor Investors will be completed on the Anchor Investor Bid/ Offer Period. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made, will be made available in the public domain by the BRLMs before the Bid/ Offer Opening Date, through intimation to the Stock Exchanges.
- (vii) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.
- (viii) If the Offer Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Offer Price and the Anchor Investor Offer Price will be payable by the Anchor Investors on the Anchor Investor pay-in date specified in the CAN. If the Offer Price is lower than the Anchor Investor Offer Price, Allotment to successful Anchor Investors will be at the higher price.
- (ix) Equity Shares allotted in the Anchor Investor Portion will be locked in, in accordance with the SEBI ICDR Regulations. 50% of the Equity Shares allotted to Anchor Investors under the Anchor Investor Portion shall be locked-in for a period of 90 days from the date of Allotment and the remaining 50% of the Equity Shares shall be locked-in for a period of 30 days from the date of Allotment.
- (x) Neither the BRLMs or any associate of the BRLMs (other than mutual funds sponsored by entities which are associate of the BRLMs or insurance companies promoted by entities which are associate of the BRLMs or Alternate Investment Funds (AIFs) sponsored by the entities which are associates of the BRLMs or FPIs, other than individuals, corporate bodies and family offices, which are associate of the BRLMs or pension funds sponsored by entities which are associates of the BRLMs shall apply under the Anchor Investors Portion.

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.

Certain Information for Bidders

The relevant Designated Intermediary will enter a maximum of three Bids at different price levels opted in the Bid cum Application Form and such options are not considered as multiple Bids. It is the Bidder's responsibility to obtain the acknowledgment slip from the relevant Designated Intermediary. The registration of the Bid by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated/Allotted. Such acknowledgement slip will be non-negotiable and by itself will not create any obligation of any kind. When a Bidder revises his or her Bid, he /she shall surrender the earlier acknowledgement slip and may request for a revised acknowledgment slip from the relevant Designated Intermediary as proof of his or her having revised the previous Bid.

In relation to electronic registration of Bids, the permission given by the Stock Exchanges to use their network and software of the electronic bidding system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company, the Promoter Selling Shareholder and/or the BRLMs are cleared or approved by the Stock Exchanges, nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company, nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Red Herring Prospectus, the Red Herring Prospectus or the Prospectus, nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

General Instructions

Do's:

- A. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;
- B. Ensure that you have Bid within the Price Band;
- C. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;

- D. Ensure that you (other than the Anchor Investors) have mentioned the correct details of your ASBA Account (*i.e.*, bank account number) in the Bid cum Application Form if you are not a UPI Bidder using the UPI Mechanism in the Bid cum Application Form and if you are a UPI Bidder using the UPI Mechanism ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle), in the Bid cum Application Form;
- E. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Center (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 General Information Document;
- F. Investors must ensure that their PAN is linked with Aadhaar and are in compliance with the notification dated February 13, 2020 issued by the Central Board of Direct Taxes and the press release dated June 25, 2021, September 17, 2021, March 30, 2022 and March 28, 2023.
- G. Bidders Bidding shall ensure that they use only their own ASBA Account or only their own bank account linked UPI ID (for UPI Bidders using the UPI Mechanism) to make an application in the Offer and not ASBA Account or bank account linked UPI ID of any third party;
- H. UPI Bidders Bidding using the UPI Mechanism shall make Bids only through the SCSBs, mobile applications and UPI handles whose name appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. An application made using incorrect UPI handle or using a bank account of an SCSB or bank which is not mentioned on the SEBI website is liable to be rejected;
- I. Ensure that you have funds equal to or more than the Bid Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to any of the Designated Intermediaries;
- J. UPI Bidders using UPI Mechanism, may submit their ASBA Forms with the Syndicate Member, Registered Brokers, RTAs or CDPs and should ensure that the ASBA Form contains the stamp of such Designated Intermediary;
- K. The ASBA bidders shall ensure that bids above ₹500,000, are uploaded only by the SCSBs;
- L. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms. If the First Bidder is not the ASBA Account holder, ensure that the Bid cum Application Form is signed by the ASBA Account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;
- M. 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 the name of only the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;
- N. Ensure that you request for and receive a stamped Acknowledgment Slip in the form of a counterfoil or acknowledgment specifying the application number as a proof of having accepted the of the Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;
- O. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed, and obtain a revised Acknowledgment Slip;
- P. 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;
- Q. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the circular (no. MRD/DoP/Cir-20/2008) dated June 30, 2008 issued by the SEBI, 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 the SEBI circular 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 Income Tax Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in “active status”; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;

- R. 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;
- S. 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;
- T. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trusts, etc., the relevant documents, including a copy of the power of attorney, if applicable, are submitted;
- U. Ensure that Bids submitted by any person outside India is in compliance with applicable foreign and Indian laws;
- V. Since the Allotment will be in demat form only, ensure that the depository account is active, the correct DP ID, Client ID, the PAN, and UPI ID (for UPI Bidders Bidding through UPI Mechanism) and PAN are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, UPI ID (for UPI Bidders bidding through UPI Mechanism) and the PAN 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, UPI ID (for UPI Bidders bidding through UPI Mechanism) and PAN available in the Depository database;
- W. In case of QIBs and NIBs, ensure that while Bidding through a Designated Intermediary, the ASBA Form is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at www.sebi.gov.in);
- X. The ASBA Bidders shall use only their own bank account or only their own bank account linked UPI ID for the purposes of making Application in the Offer, which is UPI 2.0 certified by NPCI;
- Y. Bidders (except UPI Bidders Bidding through the UPI Mechanism) should instruct their respective banks to release the funds blocked in the ASBA account under the ASBA process.
- Z. In case of UPI Bidders, once the Sponsor Banks issues the Mandate Request, the UPI Bidders 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;
- AA. UPI Bidders Bidding using the UPI Mechanism should mention valid UPI ID of only the Bidder (in case of single account) and of the First Bidder (in case of joint account) in the Bid cum Application Form;
- BB. Ensure that when applying in the Offer using the UPI Mechanism, the name of your SCSB appears in the list of SCSBs displayed on the SEBI website which are live on UPI. Further, also ensure that the name of the app and the UPI handle being used for making the application is also appearing in Annexure ‘A’ to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019;

CC. 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;

DD. UPI Bidders who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which UPI Bidders should ensure acceptance of the UPI Mandate Request received from the Sponsor Banks to authorize blocking of funds equivalent to the revised Bid Amount in the UPI Bidder's ASBA Account;

EE. Anchor Investors should submit the Anchor Investor Application Forms to the BRLMs;

FF. 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;

GG. Bids received from FPIs bearing the same PAN shall not be treated as multiple Bids in the event such FPIs utilise the MIM Structure and such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs;

HH. UPI Bidders Bidding through UPI Mechanism shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorize the UPI Mandate Request using his/her/its UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, a 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 authorizes the Sponsor Banks to block the Bid Amount mentioned in the Bid cum Application Form;

II. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Banks prior to 5:00 p.m. on the Bid/Offer Closing Date;

JJ. Bids by Eligible NRIs, HUFs and any individuals, for a Bid Amount of less than ₹200,000 would be considered under the Retail Portion for the purposes of allocation and Bids for a Bid Amount exceeding ₹200,000 would be considered under the Non-Institutional Portion for allocation in the Offer;

KK. Ensure that you have correctly signed the authorization/undertaking box in the Bid cum Application Form, or have otherwise provided an authorization to the SCSB or the Sponsor 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 through the UPI Mechanism, ensure that you authorize the UPI Mandate Request raised by the Sponsor Banks for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;

LL. Ensure that the Demographic Details are updated, true and correct in all respects; and

MM. Ensure that your PAN is linked with your Aadhaar card, and that you are in compliance with notification dated February 13, 2020 and the press release dated June 25, 2021, September 17, 2021, March 30, 2022 and March 28, 2023, each issued by the Central Board of Direct Taxes.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 is liable to be rejected.

Don'ts:

A. Do not Bid for lower than the minimum Bid size;

- B. Do not submit a Bid using UPI ID, if you are not a UPI Bidder;
- C. Do not Bid/revise the Bid Amount to an amount calculated at less than the Floor Price or higher than the Cap Price;
- D. Do not Bid for a Bid Amount exceeding ₹200,000 (for Bids by Retail Individual Bidders) and ₹500,000 (net of Employee Discount, if any, as applicable) (for Bids by Eligible Employees Bidding in the Employee Reservation Portion);
- E. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
- F. Do not pay the Bid Amount in cheques, demand drafts, cash, money order, postal order or by stock invest;
- G. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
- H. Do not submit the Bid cum Application Forms to any non-SCSB bank or our Company;
- I. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;
- J. Do not submit the Bid for an amount more than funds available in your ASBA account;
- K. 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 Bidders. Retail Individual Bidders can revise or withdraw their Bids on or before the Bid/Offer Closing Date;
- L. Do not submit your Bid after 3.00 p.m. on the Bid/Offer Closing Date;
- M. 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;
- N. If you are a QIB, do not submit your Bid after 3 p.m. on the Bid/Offer Closing Date for QIBs;
- O. 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;
- P. Do not Bid for Equity Shares in excess of what is specified for each category;
- Q. In case of ASBA Bidders and UPI Bidders using UPI mechanism, do not submit more than one Bid cum Application Form per ASBA Account or UPI ID, respectively;
- R. Do not make the Bid cum Application Form using third party bank account or using third party linked bank account UPI ID;
- S. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a color prescribed for another category of Bidder;
- T. 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;
- U. 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);
- V. 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 the applicable laws or regulations, or under the terms of the Red Herring Prospectus;

- W. Do not submit the General Index Register (GIR) number instead of the PAN;
- X. Do not submit incorrect details of the DP ID, Client ID, the 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;
- Y. Do not submit the ASBA Forms to any Designated Intermediary that is not authorized to collect the relevant ASBA Forms or to our Company;
- Z. Do not submit the ASBA Forms to any non-SCSB Banks or to our Company or at a location other than the Bidding Centers;
- AA. Do not submit Bids to a Designated Intermediary at a location other than at the relevant Bidding Centres. If you are RIB and are using UPI mechanism, do not submit the ASBA Form directly with SCSBs;
- BB. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are available for blocking in the relevant ASBA account;
- CC. Anchor Investors should not Bid through the ASBA process;
- DD. Do not Bid on a Bid cum Application Form that does not have the stamp of a Designated Intermediary;
- EE. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by UPI Bidders using the UPI Mechanism;
- FF. UPI Bidders Bidding through the UPI Mechanism using the incorrect UPI handle or using a bank account of an SCSB or a bank which is not mentioned in the list provided in the SEBI website is liable to be rejected;
- GG. Do not submit more than one Bid cum Application Form for each UPI ID in case of UPI Bidders Bidding using the UPI Mechanism; and
- HH. Do not Bid if you are an OCB.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Further, in case of any pre-Offer or post-Offer related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out to the Company Secretary and Compliance Officer. For details of the Company Secretary and Compliance Officer, see “*General Information*” on page 78.

For helpline details of the Book Running Lead Managers pursuant to the SEBI ICDR Master Circular, see “*General Information – Book Running Lead Managers*” on page 79.

Grounds for technical rejection

In addition to the grounds for rejection of Bids on technical grounds as provided in the General Information Document, Bidders are requested to note that Bids maybe rejected on the following additional technical grounds:

1. Bids submitted without instruction to the SCSBs to block the entire Bid Amount;
2. Bids which do not contain details of the Bid Amount and the bank account details in the ASBA Form;
3. Bids submitted on a plain paper;
4. Bids submitted by UPI Bidders using the UPI Mechanism through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;
5. Bids under the UPI Mechanism submitted by UPI Bidders using third party bank accounts or using a third party linked bank account UPI ID (subject to availability of information regarding third party account from Sponsor Banks);

6. ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;
7. Bids submitted without the signature of the First Bidder or sole Bidder;
8. The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;
9. Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are “suspended for credit” in terms of SEBI circular no. CIR/MRD/DP/ 22 /2010 dated July 29, 2010;
10. GIR number furnished instead of PAN;
11. Bids by RIBs Bidding in the Retail Portion with Bid Amount of a value of more than ₹200,000;
12. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;
13. Bids by Eligible Employees Bidding in the Employee Reservation Portion with Bid Amount of a value of more than ₹500,000 (net of Employee Discount, if any, as applicable);
14. Bids accompanied by stock invest, money order, postal order or cash; and
15. Bids by QIBs uploaded 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.

Further, Bidders shall be entitled to compensation in the manner specified in the SEBI ICDR Master Circular and the SEBI RTA Master Circular, as applicable to the RTAs in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

Further, in case of any pre-Offer or post-Offer related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out the Company Secretary and Compliance Officer. For details of the Company Secretary and Compliance Officer, see “*General Information*” on page 78.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorised employees of the Designated Stock Exchange, along with the BRLMs and the Registrar, shall ensure that the Basis of Allotment is finalized 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 through the Red Herring Prospectus and the Prospectus except in case of oversubscription for the purpose of rounding off to make allotment, in consultation with the Designated Stock Exchange. Further, upon oversubscription, an allotment of not more than 1% of the Offer may be made for the purpose of making allotment in minimum lots.

The allotment of Equity Shares to Bidders other than to the RIBs, NIBs and Anchor Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed.

The Allotment of Equity Shares to each Retail Individual Investor shall not be less than the minimum Bid Lot, subject to the availability of shares in Retail Individual Investor 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 Non-Institutional Bidders. 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 an application size of more than ₹1,000,000 provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders. The allotment to each Non-Institutional Bidder shall not be less than the Minimum NIB Application Size, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares.

The allotment of Equity Shares to each Retail Individual Bidder and Non-Institutional Bidder shall not be less than the minimum bid lot, subject to the availability of shares in the Retail Portion and Non-Institutional Bidder, and the remaining available shares, if any, shall be allotted on a proportionate basis.

Payment into Escrow Account(s) for Anchor Investors

Our Company, in consultation with the BRLMs, in its absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. Anchor Investors should transfer the Bid Amount (through direct credit, RTGS, NACH or NEFT) to the Escrow Account(s). For Anchor Investors, the payment instruments for payment into the Escrow Account(s) should be drawn in favor of:

- (a) In case of resident Anchor Investors: “[●]”; and
- (b) In case of Non-Resident Anchor Investors: “[●]”.

Anchor Investors should note that the escrow mechanism is not prescribed by the SEBI and has been established as an arrangement between our Company, the Promoter Selling Shareholder and the Syndicate, the Escrow Collection Bank 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, 2013, our Company shall, after filing the Red Herring Prospectus with the RoC, publish a pre-Offer and Price Band advertisement, in the form prescribed by the SEBI ICDR Regulations, in [●] editions of [●], an English national daily newspaper, [●] editions of [●], a Hindi national daily newspaper (Hindi also being the regional language of New Delhi, where our Registered 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. The advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, 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 9:00 p.m. IST, on the second Working Day after the Bid/Offer Closing Date, provided such final listing and trading approval from each of BSE and NSE is received prior to 9:00 p.m. IST on such day. In the event that the final listing and trading approval from each of BSE and NSE is received post 9:00 p.m. IST on the second Working Day after the Bid/Offer Closing Date, then the Allotment Advertisement shall be uploaded on the websites of our Company, BRLMs and Registrar to the Offer, following the receipt of final listing and trading approval from each of BSE and NSE.

Our Company, the BRLMs and the Registrar shall publish an allotment advertisement not later than one Working Day after the date of commencement of trading, disclosing the date of commencement of trading in all editions of [●], an English national daily newspaper and all editions of [●], a Hindi national daily newspaper (Hindi also being the regional language of New Delhi, where our Registered Office is located), each with wide circulation.

Signing of the Underwriting Agreement and the RoC filing

- (a) Our Company, the Promoter Selling Shareholder and the Underwriters intend to enter into an Underwriting Agreement on or immediately after the finalization of the Offer Price but prior to the filing of Prospectus.
- (b) After signing the Underwriting Agreement, an updated Red Herring Prospectus will be filed with the RoC in accordance with applicable law, which then would be termed as the ‘Prospectus’. The Prospectus will contain details of the Offer Price, the Anchor Investor Offer Price, Offer size, and underwriting arrangements and will be complete in all material respects.

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, for fraud involving an amount of at least ₹1.00 million or 1% of the turnover of the Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹1.00 million or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹5.00 million or with both.

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 all 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 time as may be prescribed by the SEBI or under any applicable law;
- if Allotment is not made within the prescribed time period under applicable law, the entire Bid amount received will be refunded/unblocked within the time prescribed under applicable law, failing which interest will be due to be paid to the Bidders at the rate prescribed under applicable law for the delayed period;
- our Company, in consultation with the BRLMs, reserve the right not to proceed with the Offer, in whole or in part thereof, 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;
- Promoter’s contribution, if any, shall be brought in advance before the Bid/Issue Opening Date and the balance, if any, shall be brought in on a pro rata basis before calls are made on the Allottees;
- the funds required for making refunds (to the extent applicable) to unsuccessful Bidders 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 Bidder within the time prescribed under applicable law, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;

- except for allotment pursuant to the ESOS Schemes, Pre-IPO Placement, after the date of this Draft Red Herring Prospectus and prior to filing of the Red Herring Prospectus, no further issue of the Equity Shares shall be made until the Equity Shares issued through the Red Herring Prospectus are listed or until the Bid monies are unblocked in ASBA Account/refunded on account of non-listing, under-subscription, etc.; and
- it shall not have any recourse to the proceeds of the Fresh Issue until final listing and trading approvals have been received from the Stock Exchanges; and
- if our Company, in consultation with the BRLMs withdraws the Offer after the Bid/ Offer Closing Date and thereafter determines that it will proceed with an issue of the Equity Shares, it shall be required to file a fresh draft red herring prospectus with the SEBI.

Undertakings by the Promoter Selling Shareholder

The Promoter Selling Shareholder undertakes the following:

- he is the legal and beneficial owner of the Equity Shares offered by him in the Offer for Sale;
- the Equity Shares offered by him in the Offer for Sale are free and clear of any encumbrances and shall be transferred to the successful Bidders within the time specified under applicable law;
- he has authorized our Company to take such necessary steps in relation to the completion of Allotment and dispatch of the Allotment Advice and CAN, if required, and refund orders to the extent of Equity Shares offered by him in the Offer for Sale;
- he shall not have any recourse to the proceeds of the Offer for Sale until final listing and trading approvals have been received from the Stock Exchanges;
- he shall comply with all applicable laws, including the Companies Act, the SEBI ICDR Regulations, the FEMA and all applicable circulars, guidelines and regulations issued by the SEBI and the RBI, each in relation to the Equity Shares offered by him in the Offer for Sale to the extent that such compliance is the obligation of Promoter Selling Shareholder;
- he shall provide reasonable support and extend such reasonable cooperation as may be required by our Company and the BRLMs in redressal of such investor grievances that pertain to the Offered Shares; and
- he shall provide reasonable assistance to our Company and the BRLMs to ensure that the Equity Shares offered by it in the Offer shall be transferred to the successful Bidders within the specified time period under applicable law.

Utilization of Net Proceeds

Our Board certifies that:

- (i) all monies received out of the Fresh Issue shall be credited/transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013;
- (ii) details of all monies utilized out of the Net Proceeds shall be disclosed, and continue to be disclosed until the time any part of the proceeds from the Net Proceeds remains unutilized, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized; and
- (iii) details of all unutilized monies out of the Net Proceeds, if any shall be disclosed under an appropriate separate head in the balance sheet indicating the form in which such unutilized monies have been invested.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment.

Under the current FDI Policy, 100% foreign direct investment is permitted in the manufacturing sector, under the automatic route, subject to compliance with certain prescribed conditions.

The Government of India has from time to time made policy pronouncements on foreign direct investment (“FDI”) through press notes and press releases. The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry Government of India (earlier known as the Department of Industrial Policy and Promotion) (“DPIIT”) issued the FDI Policy, which with effect from October 15, 2020 consolidated, subsumed and superseded all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect as of and prior to October 15, 2020. The FDI Policy will be valid until the DPIIT issues an updated circular.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of RBI, provided that: (i) the activities of the investee company are under the automatic route under the FDI Policy and transfer does not attract the provisions of the SEBI Takeover Regulations, (ii) the non-resident shareholding is within the sectoral limits under the FDI Policy, and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI. For details of the aggregate limit for investments by NRIs and FPIs in our Company, see “*Offer Procedure—Bids by Eligible NRIs*” and “*Offer Procedure—Bids by FPIs*”, each on page 453.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country (“**Restricted Investors**”), will require prior approval of the Government of India, as prescribed in the FDI Policy and the FEMA Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/purview, such subsequent change in the beneficial ownership will also require approval of the Government of India. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made a similar amendment to the FEMA Rules. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank or fund in India.

Each Bidder should seek independent legal advice about its ability to participate in the Offer. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar to the Offer in writing about such approval along with a copy thereof within the Bid/Offer Period. As per the existing policy of the Government of India, OCBs cannot participate in the Offer.

For further details, see “*Offer Procedure*” on page 446.

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 Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in accordance with any applicable U.S. State securities laws. Accordingly, the Equity Shares will be offered and sold outside the United States in ‘offshore transactions’ as defined in, and in reliance on Regulation S

under the U.S. Securities Act and the applicable laws of the jurisdictions where such offers and sales are made.

The above information is given for the benefit of the Bidders. Our Company, the Promoter Selling Shareholder and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the applicable limits under laws or regulations.

SECTION VIII: MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

Capitalized terms used in this section have the meanings that have been given to such terms in the Articles of Association of our Company. Pursuant to the SEBI ICDR Regulations, the main provisions of the Articles of Association of our Company are detailed below. No material clause of the Articles of Association that has bearing on the Offer and on the disclosures in this Draft Red Herring Prospectus has been excluded.

PRELIMINARY

TABLE 'F' EXCLUDED

1. The regulations contained in Table 'F' of Schedule I to the Companies Act, 2013, as amended, 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 and the rules thereunder. The Company shall be governed by these Articles.
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 addition, alteration, substitution, modification, repeal and variation thereto in the manner prescribed or permitted by the Companies Act, 2013, as amended, be such as are contained in these Articles.
3. 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 the Extraordinary General Meeting of Allied Engineering Works Limited ("**Company**") held on April 22, 2025. These Articles have been adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles thereof.

DEFINITIONS AND INTERPRETATION

4. In the interpretation of these Articles, the following words and expressions, unless repugnant to the subject or context, shall mean the following:

"Act" means the Companies Act, 2013 and the rules enacted and any statutory modification, amendments 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" means these articles of association of the Company, as may be altered from time to time in accordance with the Act;

"Auditor" means and include those persons appointed as such for the time being by the Company;

"Beneficial Owner" means beneficial owner as defined in Section 2(1)(a) of the Depositories Act;

"Board" or "Board of Directors" means the board of directors of the Company, as constituted from time to time, in accordance with applicable Laws and the provisions of these Articles;

"Board Meeting" means any meeting of the Board, as convened from time to time and any adjournment thereof, in accordance with applicable Laws and the provisions of these Articles;

"Business Day" means a day on which scheduled commercial banks are open for normal banking business;

"Chairman" or "Chairperson" means a Director designated as the Chairman or Chairperson of the Company by the Board of Directors for the time being;

“Committee” means any committee formed by the Board of Directors under the Act, Rules and SEBI regulations, as applicable;

“Company” means Allied Engineering Works Limited, a public company incorporated with limited liability under the Laws of India;

“Debenture” includes debenture-stock, bonds or any other securities of the Company evidencing a debt, whether constituting a charge on the assets of the Company or not;

“Depositories Act” means the Depositories Act, 1996, as amended and the rules framed thereunder;

“Depository” means a depository, as defined in Section 2(1)(e) of the Depositories Act and a company formed and registered under the Act and which has been granted a certificate of registration under Section 12(1A) of the Securities and Exchange Board of India Act, 1992;

“Director” means any director of the Company, including alternate directors, independent directors and nominee directors appointed, from time to time, in accordance with the Act, other applicable Laws and the provisions of these Articles;

“Equity Shares” means the issued, subscribed and fully paid-up equity shares of the Company having the face value set out in the Memorandum;

“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;

“Governmental Authority” means any governmental, quasi-governmental, statutory, departmental, regulatory or public body constituted by any statute, Law, regulation, ordinance, rule or bye-law or a tribunal or court of competent jurisdiction or other authority in any nation, state, city, locality or other political subdivision thereof;

“Law(s)” means any statute, law, regulation, ordinance, rule, bye-law, judgment, order, decrees, ruling, approval, directive, guidelines, policy, clearance, requirement or other governmental restriction or any similar form of decision of or determination by, or any interpretation, policy or administration, having the force of law of any of the foregoing by any Governmental Authority having jurisdiction over the matter in question;

“Listing Regulations” means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

“Member” or **“Shareholder”** means the duly registered holder from time to time, of the Shares of the Company and includes the subscribers to the Memorandum of Association and in case of Shares held by a Depository, the beneficial owners whose names are recorded as such with the Depository;

“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, for the time being, of the Company;

“Officer” shall have the meaning assigned thereto by Section 2(59) of the Act;

“Ordinary Resolution” shall have the meaning assigned thereto by Section 114(1) of the Act;

“Register of Members” means the register of members to be maintained pursuant to the provisions of Section 88 of the Act and the register of Beneficial Owners pursuant to Section 11 of the Depositories Act, in case of Shares held in a Depository;

“Registrar of Companies” means the Registrar of Companies, NCT of Delhi and Haryana at New Delhi;

“Relatives” shall have the meaning assigned thereto by Section 2(77) of the Act;

“Rules” means the applicable rules for the time being in force as prescribed under the relevant sections of the Act;

“Seal” means the common seal for the time being of the company;

“Section” means the section of the Act;

“SEBI” means the Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992;

“Share” means a share in the share capital of a company;

“Special Resolution” shall have the meaning assigned thereto by Section 114(2) of the Act; and

“Tribunal” shall have the meaning assigned thereto by Section 2(90) of the Act.

5. 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 or the Rules 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, Government of India;
- (j) the applicable provisions of the Companies Act, 1956 shall cease to have effect from the date on

which the corresponding provisions under the Act have been notified;

- (k) 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, rule or regulation made under the relevant statute or statutory provision;
 - (l) references to writing include any mode of reproducing words in a legible and non-transitory form;
 - (m) references to *Rupees, Rs., INR, ₹* are references to the lawful currency of India; and
 - (n) save as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.
6. Unless otherwise specified, time periods within or following which any payment is to be made or act is to be done shall be calculated by excluding the day on which the period commences and including the day on which the period ends and by extending the period to the next Business Day following if the last day of such period is not a Business Day; and whenever any payment is to be made or action to be taken under these Articles is required to be made or taken on a day other than a Business Day, such payment shall be made or action taken on the next Business Day following.

PUBLIC COMPANY

7. The Company is a public company limited by Shares within the meaning of sections 2(71) and 3(1)(a) the Act.

SHARE CAPITAL AND VARIATION OF RIGHTS

8. 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 may, from time to time, be provided in Clause V of the Memorandum of Association, with power to re-classify, consolidate and increase or reduce such capital from time to time, and power to divide the share capital into other classes and to attach thereto respectively such preferential, convertible, deferred, qualified, or other 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 these Articles, subject to the provisions of applicable Law for the time being in force.

9. 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.

10. KINDS OF SHARE CAPITAL

The Company may issue the following kinds of Shares in accordance with these Articles, the Act, the rules, 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, non-convertible or convertible into Equity Shares, as permitted and in accordance with the applicable Laws, from time to time;
- (c) Subject to Article 10(a), all Equity Shares shall be of the same class and shall be alike in all respects and the holders thereof shall be entitled to identical rights and privileges including without limitation to identical rights and privileges with respect to dividends, voting rights, and distribution of assets in the event of voluntary or involuntary liquidation, dissolution or winding up of the Company.

11. SHARES AT THE DISPOSAL OF THE BOARD OF DIRECTORS

Subject to the provisions of the Act and these Articles, the Shares in the capital of the Company for the time being shall be under the control of the Board of Directors who may issue, allot or otherwise dispose of the same or any of them to such person or employees (under an employee stock option scheme passed by a Special Resolution) , in such proportion and on such terms and conditions and either at a premium or at par or at a discount and at such time as they may from time to time think fit, subject to the compliance with the provisions of the Act, and with the sanction of the Company in the General Meeting to give to any person or employees the option or right to call for any Shares either at par or premium during such time and for such consideration as the Board of Directors thinks fit, and the Board of Directors may issue, and allot or otherwise dispose Shares in the capital of the Company on payment in full or part payment for any property sold or transferred, goods or machinery supplied or for any services rendered to the Company in the conduct of its business and any Shares which may so be allotted may be issued as fully paid up Shares or partly paid-up Shares and if so issued, shall be deemed to be fully paid Shares. Provided that option or right to call for Shares shall not be given to any person or persons without the sanction of the Company in the General Meeting.

Nothing herein contained shall prevent the Board from issuing fully paid-up shares either on payment of the entire nominal value thereof in cash or in satisfaction of any outstanding debt or obligation of the Company.

Except so far as otherwise provided by the conditions of issue or by these presents, 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 instalments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.

12. ALTERATION OF SHARE CAPITAL

Subject to the provisions of Section 61 of the Act and these Articles, the Company in its General Meetings may, by an Ordinary Resolution, from time to time:

- (a) increase the authorised share capital by such sum, to be divided into Shares of such amount as it thinks expedient;
- (b) sub-divide its existing Shares, or any of them into Shares of smaller amount than is fixed by the Memorandum of Association, 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 (1) 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 any 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. The cancellation of Shares under point (c) above shall not be deemed to be a reduction of the authorised share capital;
- (d) consolidate and divide all or any of its share capital into Shares of larger or smaller 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.

13. SHARES MAY BE CONVERTED INTO STOCK AND RECONVERTED INTO SHARES

The Company in general meeting may, by an Ordinary Resolution, convert any fully paid-up shares into stock and when any shares shall have been converted into stock the several holders of such stock, may henceforth transfer their respective interest therein, or any part of such interest in the same manner and subject to the same regulations as, and subject to which shares from which the stock arose might have been transferred, if no such conversion had taken place.

The Company may, by an Ordinary Resolution reconvert any stock into fully paid up shares of any denomination.

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. 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 these Articles of the Company as are applicable to paid-up Shares shall apply to stock and the words "Share" and "Shareholder"/"Member" shall include "stock" and "stock-holder" respectively.

14. FURTHER ISSUE OF SHARES

- (a) Where the Board or the Company, as the case may be, proposes to increase the subscribed capital by the issue of further Shares by allotment, then such Shares shall be offered, subject to the provisions of Section 62 of the Act, and the relevant Rules thereunder, as applicable:

(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 at that date, 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 (15) days (or such number of days as may be prescribed under the Act or the Rules made thereunder, or other applicable Law) and not exceeding thirty (30) 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 (3) days before the opening of the issue, or such other time as may be prescribed under applicable Law;

- (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) above 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 shareholders of the Company and subject to the Rules and such other conditions, as may be prescribed under applicable Law; or
- (C) to any persons, if authorized by a Special Resolution, whether or not those persons include the persons referred to in clause (A) or clause (B), either for cash or for a consideration other than cash, in accordance with applicable Law.
- (b) Nothing in sub-clause (iii) of clause (a)(A) shall be deemed:
 - (i) To extend the time within which the offer should be accepted; or
 - (ii) To authorise any person to exercise the right of renunciation for a second time on the ground that the person in whose favour the renunciation was first made has declined to take the Shares compromised in the renunciation.
- (c) 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 having an option to convert such Debentures or loans into Shares in the Company or to subscribe for shares in the Company.

 Provided that the terms of the issue of such Debentures or loan containing such an option have been approved before the issue of such Debentures or the raising of loan by a Special Resolution passed by the Members of the Company in a general meeting.
- (d) Notwithstanding anything contained in clause (c), 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 conversion:

 Provided that where the terms and conditions of such conversion are not acceptable to the Company, it may, within sixty days from the date of communication of such order, appeal to the Tribunal which shall after hearing the Company and Government pass such order as it deems fit.
- (e) A further issue of Shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the Rules.
- (f) The provisions contained in this Article shall be subject to the provisions of Section 42 and Section 62 of the Act, other applicable provisions of the Act and the Rules and to the extent applicable, any SEBI regulations or guidelines.

15. ISSUE OF FURTHER SHARES NOT TO AFFECT RIGHTS OF EXISTING MEMBERS

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.

16. 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 and/or list of Beneficial Owners, shall, for the purpose of these Articles, be a Member.

17. 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 other applicable Law, and as regards return on allotments, the Board shall comply with applicable provisions of the Act and other applicable Law.

18. 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.

19. APPLICATION OF PREMIUM RECEIVED ON ISSUE OF SHARES

- (a) Where the Company issues Shares at a premium, whether for cash or otherwise, a sum equal to the aggregate amount of the premium received on those Shares shall be transferred to a “securities premium account” and the provisions of the Act, relating to reduction of Share capital of the Company shall, except as provided in this Article, apply as if the securities premium account were the paid-up capital of the Company.
- (b) Notwithstanding anything contained in clause (a) above, the securities premium account may be applied by the Company in accordance with the provisions of the Act.

20. 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 the provisions of Section 48 of the Act, and whether or not the Company is being wound up, be varied with the consent in writing, of such number of the holders of the issued Shares of that class, or with the sanction of a Special Resolution passed at a separate meeting of the holders of the Shares of that class, 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 meeting shall *mutatis mutandis* apply.

21. PREFERENCE SHARES

Subject to Section 55 and other provisions of the Act, 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 in such manner as determined by the Board in accordance with the Act.

22. ISSUE OF SWEAT EQUITY SHARES AND ESOPs

- (a) Subject to the provisions of the Act and other applicable provisions of Law, the Company may with the approval of the shareholders by a resolution as prescribed by the Act in general meeting of the shareholders, the Company may issue Shares at discounted price by way of sweat Equity Shares or

in any other manner in accordance with the provisions of the Act or any other applicable Law.

- (b) The Company may issue Shares to its employees including its Directors other than independent directors and such other persons as may be permitted under applicable Law, under any employee stock option scheme, employee stock purchase scheme or any other scheme, if authorized by the Members in general meeting subject to the provisions of the Act, the Rules and other applicable Laws for the time being in force.

23. ISSUE OF BONUS SHARES

The Company in General Meeting may decide to issue bonus shares by way of capitalisation of profits or out of securities premium or otherwise in accordance with the Act and the Rules and other applicable provisions for the time being in force.

24. 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 and other applicable Laws.

25. AMALGAMATION

Subject to provisions of these Articles, the Company may amalgamate or cause itself to be amalgamated with any other person, firm or body corporate subject to the provisions of the Act and other applicable Laws.

26. 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 securities premium account; and/or
- (d) any other reserves as may be available.

DEBENTURES

27. TERMS OF ISSUE OF DEBENTURES OR OTHER SECURITIES

Any bonds, Debentures, debenture-stock or other securities may be issued subject to the provisions of the Act and these Articles, at a discount, premium or otherwise by the Company and may be issued and shall with the consent of the Board be issued upon such terms and conditions and in such manner and for such consideration as the Board shall consider to be for the benefit of the Company, and on 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 or postal ballot, 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.

SHARE WARRANTS

28. ISSUE OF SHARE WARRANTS

Subject to the provisions of the Act, the Company may issue with respect to any fully paid Shares, a warrant stating that the bearer of the warrants is entitled to the Shares specified therein and may provide coupons or otherwise, for payment of future dividends on the Shares specified in the warrants and may provide conditions for registering Membership. Subject to the provisions of the Act, the Company may from time to time issue warrants naked or otherwise or issue coupons or other instruments and any combination of Equity Shares, Debentures, preference Shares or any other instruments to such class of persons as the Board of Directors may deem fit with a right attached to the holder of such warrants or coupons or other instruments to subscribe to the Equity Shares or other instruments within such time and at such price as the Board of Directors may decide as per the Rules applicable from time to time.

29. PRIVILEGES AND DISABILITIES OF THE HOLDERS OF SHARE WARRANT

Subject as herein otherwise expressly provided, no person shall as bearer of a share warrant, sign a requisition for calling a meeting of the Company or attend or vote or exercise any other privileges of a Member at a meeting of the Company or be entitled to receive any notice from the Company.

30. THE 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.

SHARE CERTIFICATES

31. LIMITATION OF TIME FOR ISSUE OF CERTIFICATES

Subject to provisions of the Act, every Member shall be entitled, without payment of any charges, to one (1) or more certificates in marketable lots, for all the Shares of each class or denomination registered in his name, or if the Board so approves (upon paying such fee as the Board so determines) to several certificates, each for one (1) 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 from the date of receipt by the Company of the application for 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 or within such other period as any other Law for the time being in force may provide. In respect of any Share or Shares held jointly by several persons, the Company shall not be bound to issue more than one (1) certificate, and delivery of a certificate for a share to one or several joint holders shall be sufficient delivery to all such holders.

Every certificate shall specify the number and distinctive numbers of Shares to which it relates and the amount paid-up thereon and shall be signed by two (2) Directors or by a Director and the company secretary, wherever the Company has appointed a company secretary and the Seal, if any, shall be affixed in compliance of the Article 144.

32. 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.

33. DEMATERIALISATION

- (a) Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialise, pursuant to the provisions of the Depositories Act, its Shares, Debentures and other securities, and offer securities for subscription in dematerialised form in which event, the rights and obligations of the parties concerned and matters connected therewith or incidental thereof shall be governed by the provisions of the Depositories Act, and the regulations issued thereunder and other

applicable Law. No Share certificate(s) shall be issued for the Shares held in a dematerialised form.

- (b) Notwithstanding anything contained in these Articles, the Company shall be entitled to rematerialise its Shares, Debentures and other securities held in dematerialised form pursuant to the Depositories Act and other applicable Law.
- (c) Subject to the Company offering issuance of securities in dematerialised form, every person subscribing to securities offered by the Company shall have the option to receive security certificates or to hold securities with a Depository. Such person who is the Beneficial Owner of the securities may at any time opt out of a Depository, if permitted by the Law, in respect of any security in the manner provided by the Depositories Act and the Company shall in the manner and within the time prescribed, issue to the Beneficial Owner the required certificates of securities. If a person opts to hold his security with a Depository, the Company shall intimate such Depository of details of allotment of security and on the receipt of the information, the Depository shall enter in its record, the name of the allottee as the Beneficial Owner of the security.
- (d) Notwithstanding anything to the contrary contained in the Act or these Articles, a Depository shall be deemed to be the registered owner for the purposes of effecting the transfer of ownership of security on behalf of the Beneficial Owner. Save as otherwise provided above, the Depository as the registered owner of the securities shall not have any voting rights or any other rights in respect of the securities held by it. Every person holding securities of the Company and whose name is entered as the Beneficial Owner in the records of the Depository shall be deemed to be a Member of the Company. The Beneficial Owner of the securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities, which are held by a Depository. 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 recognise any benami trust or equity, equitable contingent, future, partial interest, other claim to or interest in respect of such securities or (except only if these Articles expressly otherwise provide) 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 (2) or more persons or the survivor or survivors of them.
- (e) Nothing contained in Section 56 of the Act or these Articles shall apply to a transfer of securities effected by a transferor and transferee both of whom are entered as Beneficial Owners in the records of a Depository.
- (f) Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers for securities issued by the Company shall apply to securities held in the dematerialised mode.
- (g) The Company shall cause to be kept a register and index of members in accordance with all applicable provisions of the Act and the Depositories Act, with details of securities held in physical 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 shall be deemed to be the register and index of Members and security holders. The Company shall have the power to keep in any state or country outside India, a branch register of Beneficial Owners residing outside India.
- (h) Except as specifically provided in these Articles, the provisions relating to joint holders of Shares, calls, lien on shares, forfeiture of Shares and transfer and transmission of Shares shall be applicable to Shares held in Depository so far as they apply to Shares held in physical form subject to the provisions of the Depositories Act.

34. 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 deems 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 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.

The details in relation to any renewal or duplicate share certificates shall be entered into the register of renewed and duplicate share certificates, as prescribed under the Companies (Share Capital and Debentures) Rules, 2014.

Provided that notwithstanding what is stated above, the Board 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 any other securities including Debentures (except where the Act otherwise requires) of the Company.

UNDERWRITING & BROKERAGE

35. 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, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and the Rules.
- (b) The rate or amount of the commission shall not exceed the rate or amount prescribed in the Act.
- (c) The Company may also, in any issue, pay such brokerage as may be lawful.
- (d) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid Shares or partly in the one way and partly in the other in accordance with applicable Law.

LIEN

36. 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 monies (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.

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 money called or payable at a fixed time in respect of such Shares.

37. LIEN TO EXTEND TO DIVIDENDS, ETC.

The Company's lien, if any, on a Share shall extend to all dividends, bonuses or interest, as the case may be, payable and bonuses declared from time to time in respect of such Shares / Debentures.

38. 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.

39. VALIDITY OF SALE

To give effect to any such sale, the Board may authorise some person to execute an instrument of transfer for the Shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the Shares comprised in any such transfer. The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the Shares be affected by any irregularity or invalidity in the proceedings with reference to the sale, and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively. Upon any such sale as aforesaid, the existing certificate(s) in respect of the Shares sold shall stand cancelled and become null and void and of no effect, and the Board shall be entitled to issue a new certificate(s) in lieu thereof to the purchaser or purchasers concerned.

40. VALIDITY OF COMPANY'S RECEIPT

The receipt by the Company of the consideration (if any) given for the Share on the sale thereof shall (if necessary, subject 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.

41. 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.

42. 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 recognise any equitable or other claim to, or interest in, such share on the part of any other person, whether a creditor of the registered holder or otherwise. The Company's lien shall prevail notwithstanding that it has received notice of any such claim.

43. 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, to the extent applicable.

CALLS ON SHARES

44. 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 (1) 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.

45. 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 (1) or more Members as the Board may deem appropriate in any circumstances.

46. 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 authorising such call was passed at the meeting of the Board and may be required to be paid in installments.

47. 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.

48. 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 ten (10) per cent per annum or at such lower rate as shall from time to time be fixed by the Board but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such Member. The Board shall be at liberty to waive payment of any such interest wholly or in part.

49. 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.

50. 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.

51. PAYMENT IN ANTICIPATION OF CALL MAY CARRY INTEREST

The Board:

- (a) may, subject to the 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 beyond the sums actually called for; and
- (b) upon all or any of the monies so paid or satisfied in advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve (12) per cent per annum, 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 Board may, at any time, repay the amount so advanced.

52. 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 of Members as the name of the holder of such Shares, become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him accordingly.

53. 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 remains unpaid thereon, in such amounts, at such time or times and in such manner, as the Board shall from time to time, in accordance with these Articles require or fix for the payment thereof.

54. 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, to the extent applicable.

FORFEITURE OF SHARES

55. 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 or before the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or 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.

56. NOTICE FOR FORFEITURE OF SHARES

The notice aforesaid shall:

- (a) name a further day (not being earlier than the expiry of fourteen (14) days from the date of service of the notice) and a place or places on and at which such call or instalment and such interest and expenses as aforesaid are to be paid, on or before which the payment required by the notice is to be made; and
- (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. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.

57. 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.

58. 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.

59. 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.

60. 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 realisation. The Board may, if it thinks fit, but without being under any obligation to do so, enforce the payment of the whole or any portion of the monies due, 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.

61. 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 are expressly saved.

62. 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 and such declaration and the receipt of the Company for the consideration, if any given for the Shares on any sale, re-allotment or disposition thereof shall constitute a good title to such Shares; and the person to whom any such Share is sold shall be registered as the member in respect of such Share and shall not be bound to see to the application of the purchase money, nor shall his title to such Share be affected by any irregularity

or invalidity in the proceedings in reference to such forfeiture, sale or disposition.

63. 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 favour of the person to whom the Share is sold or disposed of. The transferee shall thereupon be registered as the holder of the Share, and the transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the Share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the Share.

64. VALIDITY OF SALES

Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinabove given, the Board may, if necessary, appoint some person to execute an instrument for transfer of the Shares sold and cause the purchaser's name to be entered in the Register of Members in respect of the Shares sold and after his name has been entered in the Register of Members in respect of such Shares the validity of the sale shall not be impeached by any person.

65. 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.

66. BOARD ENTITLED TO CANCEL FORFEITURE

The Board may at any time before any Share so forfeited shall have them sold, reallocated or otherwise disposed of, cancel the forfeiture thereof upon such conditions as it thinks fit.

67. 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.

68. 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.

69. 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

70. TRANSFERS AND REGISTER OF TRANSFERS

- (a) Shares or other securities of any Member shall be freely transferable, provided that any contract or arrangement between two or more persons in respect of transfer of securities shall be enforceable as a contract.

- (b) 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.
- (c) Notwithstanding anything contained in the Act or these Articles, where the Shares or other securities are held by a Depository, the records of the Beneficial Ownership may be served by such Depository on the Company by means of electronic mode or by delivery of floppies or discs or any such other means.
- (d) The Company shall not be required to maintain register of transfers for entering particulars of transfers and transmissions of Shares or other securities in dematerialised form.

71. 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 authorise 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.

72. INSTRUMENT OF TRANSFER

- (a) The instrument of transfer of any Share shall be in writing and all the provisions of the Act 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 dematerialised form, the provisions of the Depositories Act shall apply.
- (b) The Board may decline to recognise any instrument of transfer unless:
 - (i) the instrument of transfer is duly executed and is in the form as prescribed in the Rules made under sub-section (1) of Section 56 of 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.

73. EXECUTION OF TRANSFER INSTRUMENT

Every such instrument of transfer shall be executed, 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.

74. CLOSING REGISTER OF TRANSFERS AND OF MEMBERS

Subject to compliance with the Act and other applicable Laws, 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 deem expedient.

75. DIRECTORS MAY REFUSE TO REGISTER TRANSFER

Subject to the provisions of these Articles and Sections 58 and 59 of the Act or any other Law for the time being in force, the Board may (at its own absolute 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 (30) days from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to the Company. The Company shall within one month from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to Company, send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission, as the case may be, giving reasons for such refusal. Provided that the registration of transfer of any securities shall not be refused on the ground of the transferor being alone or jointly with any other person or persons, indebted to the Company on any account whatsoever except where the Company has a lien on Shares. Transfer of Shares/Debentures in whatever lot shall not be refused.

76. 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.

77. TITLE TO SHARES OF DECEASED MEMBERS

In case of death of a Member, the survivor or survivors where the Member was a joint holder, and his nominee or nominees or legal representative(s) where he was a sole holder, shall be the only person(s) recognised by the Company as having any title to his interest in the Shares.

78. 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.

79. 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.

80. RIGHTS ON TRANSMISSION

A person becoming entitled to a Share by, reason of 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.

81. 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.

82. 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 of Members) 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.

83. 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.

BUY-BACK OF SHARES

- 84.** Notwithstanding anything contained in these Articles, but subject to the provisions of Sections 68 to 70 of the Act, the Rules or any other Law for the time being in force, the Company may with the sanction of a Board Resolution and Special Resolution, purchase its own Shares or other specified securities.

GENERAL MEETINGS

85. 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 and other applicable Laws.

86. EXTRAORDINARY GENERAL MEETINGS

All General Meetings other than the Annual General Meeting shall be called "Extraordinary General Meeting". The Board may, whenever it thinks fit, call an Extraordinary General Meeting.

87. 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.

88. NOTICE FOR GENERAL MEETINGS

Save as permitted under the Act, a General Meeting of the Company may be called by giving not less than clear twenty one (21) days' notice, in such manner as is prescribed under the Act. The Members may participate in General Meetings through such modes as permitted by applicable Laws.

89. SHORTER NOTICE ADMISSIBLE

Upon compliance with the relevant provisions of the Act, any General Meeting may be convened by giving a shorter notice than twenty one (21) days.

90. CIRCULATION OF MEMBERS' RESOLUTION

The Company shall comply with the provisions of the Act as to giving notice of resolutions and circulating statements on the requisition of Members.

91. 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 or confirmation of any dividend, the consideration of financial statements and reports of the Board 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.

92. QUORUM FOR GENERAL MEETING

The quorum for the General Meetings shall be as provided in Section 103 of the Act, and no business shall be transacted at any General Meeting unless the requisite quorum is present at the time when the meeting proceeds to business.

93. TIME FOR QUORUM AND ADJOURNMENT

Subject to the provisions of the Act, if within half an hour from the time appointed for a meeting, if quorum is not present, the meeting, if called upon at the requisition of Members, shall stand cancelled and in any other case, it shall stand adjourned to the same day in the next week (not being a national holiday) 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, 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 original meeting was called.

94. CHAIRMAN OF GENERAL MEETING

The Chairman of the Board of Directors shall preside as chairman at every General Meeting of the Company.

95. ELECTION OF CHAIRMAN

Subject to the provisions of the Act, if at any meeting the Chairman is not present within fifteen (15) 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 thereof on a show of hands.

96. BUSINESS CONFINED TO ELECTION OF CHAIRMAN WHILE CHAIR IS VACANT

No business shall be discussed at any General Meeting except the election of the Chairman whilst the chair is vacant. If a poll is demanded on the election of the Chairman it shall be taken forthwith in accordance with the provisions of the Act and the Chairman elected on a show of hands under Article 95 shall continue to be the Chairman of the meeting until some other person is elected as Chairman as a result of the poll, and such other person shall be the Chairman for the rest of the meeting.

97. 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.

98. 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.

99. 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.

100. 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.

101. PASSING RESOLUTIONS BY POSTAL BALLOT

- (a) Notwithstanding any of the provisions of these Articles, the Company may, and in the case of resolutions relating to such business as notified under the Act, to be passed by postal ballot, shall get any resolution passed by means of a postal ballot, instead of transacting the business in the General Meeting of the Company.
- (b) Where the Company decides to pass any resolution by resorting to postal ballot, it shall follow the procedures as prescribed under the Act.
- (c) If a resolution is assented to by the requisite majority of the Shareholders by means of postal ballot, it shall be deemed to have been duly passed at a General Meeting convened in that behalf.
- (d) The Company shall cause minutes of the proceedings of every general meeting of any class of members or creditors and every resolution passed by postal ballot to be prepared and signed in such manner as may be prescribed by applicable Law and kept by making within thirty (30) days of the conclusion of every such meeting concerned or passing of resolution by postal ballot entries thereof

in books kept for that purpose with their pages consecutively numbered. There shall not be included in the minutes any matter which, in the opinion of the Chairperson of the meeting:

- (i) is, or could reasonably be regarded, as defamatory of any person;
- (ii) is irrelevant or immaterial to the proceedings; and
- (iii) is detrimental to the interests of the Company.

VOTE OF MEMBERS

102. 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 (1) vote.
- (b) On a poll, every Member holding Equity Shares shall have voting rights in proportion to his share in the paid-up equity share capital of the Company.

A Member may exercise his vote at a meeting by electronic means in accordance with the Act and shall vote only once.

103. VOTING BY JOINT-HOLDERS

In case of joint holders, the vote of first named of such joint holders in the Register of Members who tender a vote whether in person or by proxy shall be accepted as if he/she were solely entitled thereto, to the exclusion of the votes of other joint holders.

104. 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.

105. VOTES IN RESPECT OF SHARES OF DECEASED OR INSOLVENT MEMBERS, ETC.

Subject to the provisions of the Act and other provisions of these Articles, any person entitled under the transmission clause, as specified in Article 79, to any Shares may vote at any General Meeting in respect thereof as if he was the registered holder of such Shares, provided that at least forty eight (48) hours before the timing of holding the meeting or adjourned meeting, as the case may be, at which he/she proposes to vote, he/she shall duly satisfy the Board of his/her right to such Shares unless the Board shall have previously admitted his/her right to vote at such meeting in respect thereof.

Several executors or administrators of a deceased Member in whose name any Share is registered shall for the purpose of this Article be deemed to be Members registered jointly in respect thereof.

106. NO RIGHT TO VOTE UNLESS CALLS ARE PAID

No Member shall be entitled to vote at any General Meeting, either personally or by proxy, unless all calls or other sums presently payable by such Member have been paid, or in regard to which the Company has lien and has exercised any right of lien.

107. EQUAL RIGHTS OF MEMBERS

Any Member whose name is entered in the Register of Members of the Company shall enjoy the same rights

and be subject to the same liabilities as all other Members of the same class.

108. PROXY

Subject to the provisions of the Act, and these Articles, 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.

109. INSTRUMENT OF PROXY

An instrument appointing a proxy shall be in the form as prescribed under Section 105 of the Act for this purpose. The instrument appointing a proxy shall be in writing under the hand of appointer or of his attorney duly authorised in writing or if appointed by a body corporate either under its Seal, if any, or under the hand of its officer or attorney duly authorised in writing by it. Any person whether or not he is a Member of the Company may be appointed as a proxy.

The instrument appointing a proxy and power-of-attorney or other authority, (if any), under which it is signed or a notarised copy of that power or authority must be deposited at the Office of the Company not less than forty eight (48) hours prior to the time fixed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in case of a poll, not less than twenty four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

110. 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.

111. CUSTODY OF THE INSTRUMENT

Any instrument of appointment of proxy deposited as aforesaid shall remain permanently or for such time as the Board may determine in the custody of the Company.

112. CORPORATE MEMBERS

Any corporation which is a Member of the Company may, by resolution of its Board of Directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of the Company and the said person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he/she represents as that corporation could have exercised if it were an individual Member of the Company (including the right to vote by proxy).

DIRECTORS

113. NUMBER OF DIRECTORS

Unless otherwise determined by General Meeting by Special Resolution, the number of Directors shall not be less than three and not more than 15, including all kinds of Directors. The Company shall appoint such number of women and independent directors, as may be required by the applicable laws to the Company.

114. SHARE QUALIFICATION NOT NECESSARY

Subject to applicable Law, any person whether a Member of the Company or not may be appointed as Director and a Director shall not be required to hold any qualification Shares in the Company.

115. 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 Act.

Such person shall hold office only up to the date of the next annual general meeting of the Company but shall be eligible for appointment by the Company as a Director at that meeting subject to the provisions of the Act.

The Company shall ensure that approval of the Members for appointment of a person on the Board of Directors is taken in accordance with applicable Law.

116. ALTERNATE DIRECTORS

- (a) The Board may appoint an alternate director to act for a director, provided that such person proposed to be appointed as an alternate director is not a person who fails to get appointed as a director in a General Meeting (hereinafter in this Article called the “**Original Director**”) during his absence for a period of not less than three months from India. No person shall be appointed as an alternate director for an independent director unless he is qualified to be appointed as an independent director under the provisions of the Act and other applicable Laws.
- (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 director in default of another appointment shall apply to the Original Director and not to the alternate director.

117. APPOINTMENT OF DIRECTOR TO FILL A CASUAL VACANCY

Subject to the provisions of the Act and these Articles, if the office of any Director appointed by the Company in General Meeting is vacated before his/her 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 accordance with applicable Law. The Director so appointed shall hold office only up to the date which the Director in whose place he/she is appointed would have held office if it had not been vacated.

118. REMUNERATION OF DIRECTORS

- (a) A Director may receive a sitting fee not exceeding such sum as may be prescribed by the Act from time to time for each meeting of the Board of Directors or any Committee thereof attended by him/her in addition to his traveling, boarding and lodging and other expenses incurred. The remuneration of Directors including managing director and/or whole-time Director may be paid in accordance with and subject to the applicable provisions of the Act.
- (b) The Board of Directors may allow and pay or reimburse any Director who is not a bonafide 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 (including hotel expenses) and if any Director be called upon to go or reside out of the ordinary place of his/her residence on the Company’s business he/she shall be entitled to be reimbursed any travelling or other expenses (including hotel expenses) incurred in connection with the business of the Company.
- (c) The managing director/ 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 subject to the applicable provisions of the Act.

119. REMUNERATION FOR EXTRA SERVICES

Subject to the provisions of the Act, remuneration for services rendered by a Director which are of a professional nature shall not be included as part of the remuneration paid to him as a Director.

120. CONTINUING DIRECTOR MAY ACT

The continuing Directors may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the minimum number prescribed under applicable Law, the continuing Directors or Director may act for the purpose of increasing the number of Directors to such minimum number prescribed under applicable Law or for summoning a General Meeting of the Company, but for no other purpose.

121. 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

122. Save as otherwise expressly provided in the said Act and these Articles, not less than two-thirds of the total number of Directors of the Company shall be persons whose period of office is liable to determination by retirement of Directors by rotation; and be appointed by the Company in General Meeting. For the purposes of this Article “total number of Directors” shall not include independent directors appointed on the Board of the Company.

123. ONE-THIRD OF DIRECTORS TO RETIRE EVERY YEAR

Subject to Article 122, 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 (3) or a multiple of three (3) then the number nearest to one-third shall retire from office, and they will be eligible for re-election.

124. 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.

125. REMOVAL OF DIRECTORS

Removal of any Director before the expiration of his/her period of office shall be in accordance with the provisions of the Act, the Listing Regulations (to the extent applicable) and other applicable Laws.

Provided that an independent director re-appointed for a 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.

126. 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

127. MEETINGS OF THE BOARD

- (a) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit in accordance with applicable Law.
- (b) The Chairman may, at any time, and the company secretary appointed by the Board of Directors 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 the meeting of the Board shall be given in accordance with applicable Law and shall include (i) the time for the proposed meeting; (ii) the venue for the proposed meeting, as applicable; and (iii) an agenda setting out the business proposed to be transacted at the meeting.
- (c) To the extent permissible by applicable Law, the Directors may participate in a meeting of the Board or any Committee thereof, in person or through electronic mode, that is, by way of video conferencing or other audio visual means, as may be prescribed under applicable Law. The notice of the meeting must inform the Directors regarding the availability of participation through video conferencing or other audio visual means.

128. QUESTIONS AT BOARD MEETING HOW DECIDED

Subject to provisions of the Act, questions arising at any time at a meeting of the Board shall be decided by majority of votes.

129. QUORUM

Subject to the provisions of Section 174 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 (2) 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.

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 (2), 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.

130. 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 case of national holiday, to the next succeeding day which is not a national holiday) 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.

131. ELECTION OF CHAIRMAN OF BOARD

The Board may elect a chairman of its meeting and determine the period for which he is to hold office. If no such chairman is elected or at any meeting the Chairman is not present within five (5) minutes after the time appointed for holding the meeting, the Directors present may choose one among themselves to be the chairman of the meeting.

132. 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 these 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 may be, by such person and in such manner as the Board shall from time to time by resolution determine.

133. DELEGATION OF POWERS

- (a) The Board may, subject to the provisions of the Act, delegate any of its powers to Committees consisting of such member or members of its body as it thinks fit.
- (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.

134. 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 (5) 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.

135. 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.

136. 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 or that his or their appointment had terminated, be as valid as if every such Director or such person has been duly appointed and was qualified to be a Director.

137. RESOLUTION BY CIRCULATION

Save as otherwise expressly provided in the Act, a resolution in writing, signed, whether manually or by secure electronic mode, by a majority of the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or Committee, shall be valid and effective as if it had been passed at a meeting of the Board or Committee, duly convened and held.

138. MAINTENANCE OF FOREIGN REGISTER

The Company may exercise the powers conferred on it by Section 88 of the Act with regard to the keeping of a foreign register; and the Board may (subject to the provisions of those Sections) make and vary such regulations as it may think fit in respect of keeping of any such register.

139. BORROWING POWERS

- (a) Subject to the provisions of Sections 73 and 179 of the Act, these Articles and other applicable Laws, the Board may from time to time, at its own 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 Board 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 interest of the Company.

140. REGISTERS

- (a) The Company shall keep and maintain at its registered office or at any other place in India as may be permitted by the Act and Rules, all statutory registers including, register of charges, register of members, register of debenture holders, register of any other security holders, the register and index of beneficial owners and annual return, register of loans, guarantees, security and acquisitions, register of investments not held in its own name and register of contracts and arrangements for such duration as the Board may, unless otherwise prescribed, decide, and in such manner and containing such particulars as prescribed by the Act and the Rules.
- (b) The Company may charge from the Shareholder, the fee in advance, equivalent to the estimated actual expenses of delivery of the documents, pursuant to any request made by the Shareholder for delivery of such document to him, through a particular mode of service i.e. by post or by registered post or by speed post or by courier or by electronic or other mode; provided such request along with requisite fee has been duly received by the Company at least one week in advance of the dispatch of document by the Company.

141. MANAGING DIRECTOR(S) AND/OR WHOLE TIME DIRECTORS

Subject to the provisions of the Act and these Articles (including Article 113):

- (a) the Board shall have power to appoint from time to time one or more of their body to be managing directors or whole-time directors of the Company for such term and subject to such remuneration as they may think fit. Provided that if permitted under applicable Law, an individual can be appointed or reappointed or continue as Chairman of the Company as well as managing director or chief executive officer of the Company at the same time;

- (b) the Board 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 as required under applicable Law;
- (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;

142. 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.

143. 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 or dismissed by means of a resolution of the Board. Further, the Board may appoint one or more chief executive officers for its multiple businesses, as may be required.
- (b) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.
- (c) A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as a Director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

COMMON SEAL

144. SEAL HOW AFFIXED

The Board shall provide a Seal for the purpose of the Company and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof, and the Board 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 a resolution of the Board or of a Committee of the Board authorised by it in that behalf and in the presence of at least one Director and of the company secretary or such other person duly authorised by the Board of Directors or a Committee of Directors, who shall sign every instrument to which the Seal is so affixed in his presence.

The Company may, in its discretion, 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 Board or any other person duly authorised for the purpose.

DIVIDEND

145. COMPANY IN GENERAL MEETING MAY DECLARE DIVIDENDS

The Company in General Meeting may declare dividends to be paid to the Members according to their rights and interest in the profits and may, subject to the provisions of the Act, fix the time for payment. No larger dividend shall be declared than is recommended by the Board, but the Company in General Meeting may declare a smaller dividend.

146. INTERIM DIVIDENDS

Subject to the provisions of Section 123 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.

147. RIGHT TO DIVIDEND AND UNPAID OR UNCLAIMED DIVIDEND

- (a) Where any amount is paid in advance of calls, such capital, whilst carrying interest, shall not in respect thereof 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. No unpaid dividend shall bear interest as against 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 Section 125 of the Act subject to the provisions of the Act and the Rules. Any person claiming to be entitled to an amount may apply to the authority constituted by the Central Government for the payment of the money claimed.
- (d) The Company shall, within a period of ninety (90) days of making any transfer of an amount, as stated above to the unpaid dividend account, prepare a statement containing the names, their last known addresses and the unpaid dividend to be paid to each person and place it on the website of the Company, if any, and also on any other website approved by the Central Government for this purpose, in such form, manner and other particulars as may be prescribed. If any default is made in transferring the total amount referred to in sub-article (b) or any part thereof to the unpaid dividend account of the Company, it shall pay, from the date of such default, interest on so much of the amount as has not been transferred to the said account, at the rate of twelve (12) per cent per annum and the interest accruing on such amount shall inure to the benefit of the members of the Company in proportion to the amount remaining unpaid to them.
- (e) All Shares in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more shall be transferred by the Company in the name of the Investor Education and Protection Fund subject to the provisions of the Act and the Rules.
- (f) No unclaimed or unpaid dividend shall be forfeited by the Board before the claim becomes barred by applicable Laws.
- (g) All other provisions under the Act will be complied with in relation to the unpaid or unclaimed dividend.

148. 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.

149. 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.

150. 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.

151. 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 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.

152. RECEIPT OF JOINT HOLDER

Any one of two (2) or more joint holders of a share may give effective receipt for any dividends, bonuses or other monies payable in respect of such Shares.

153. 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. The Company shall not be liable for any cheque or warrant lost in transmission or for any dividend lost to the Member or person entitled thereof, by the forged endorsement of a cheque or warrant or the fraudulent recovery thereof by any other means.

154. DIVIDENDS NOT TO BEAR INTEREST

No dividends shall bear interest against the Company.

155. 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.

CAPITALISATION OF PROFITS

156. CAPITALISATION OF PROFITS

- (a) The Company by Ordinary Resolution in General Meeting, may, upon the 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 sub-clause (b) below amongst the Members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- (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 or other securities of the Company to be allotted and distributed, credited as fully paid - up, to and amongst such Members in the proportions aforesaid;
 - (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, for the purposes of this Article, 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; and
 - (v) the Board shall give effect to the resolution passed by the Company in pursuance of these Articles.

157. 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/coupons 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 authorise any person to enter, on behalf of all the Members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further Shares or other securities to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised, of the amount or any part 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

158. 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 Board thinks fit in accordance with the applicable provisions of the Act.

159. 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.

160. INSPECTION BY MEMBERS

The Board of Directors or any Committee thereof, shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books and documents and registers of the Company or any of them shall be open to the inspection of the Members, and no Member (not being a Director) shall have any right of inspecting any account or books or documents or registers of the Company except as conferred by statute or authorised by the Board or by the resolution of the Company in General Meeting.

AUDITORS

- 161.** Appointment, re-appointment, rotation, removal, resignation, eligibility, qualification, disqualification, remuneration, powers and duties etc. of the Auditors whether statutory, secretarial or internal Auditor, shall be in accordance with the provisions of the Act and the Rules.

SERVICE OF DOCUMENTS AND NOTICE

162. MEMBERS TO NOTIFY ADDRESS IN INDIA

Each registered holder of Shares from time to time shall 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.

163. 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.

164. 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.

165. 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.

Provided that, in case of Members who are joint holders, notice shall be given to the joint holder who is first named on the Register of Members.

166. 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.

167. NOTICE BY ELECTRONIC MEANS

Where a document is sent by electronic mail, service thereof shall be deemed to be effected properly, where a Member has registered his electronic mail address with the Company and has intimated the Company that documents should be sent to his registered email address, without acknowledgement due. Provided that the Company, shall provide each Member an opportunity to register his email address and change therein from time to time with the Company or the concerned Depository.

168. MEMBERS BOUND BY DOCUMENT SERVED TO PERSON FROM WHOM TITLE IS DERIVED

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/she derived his/her 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 Board may appoint. The signature to any notice to be given by the Company may be written or printed or lithographed.

WINDING UP

169. Winding up when necessary will be done in accordance with the provisions of Chapter XX of the Act and other applicable Law.

170. 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

171. DIRECTOR'S AND OTHERS' RIGHT TO INDEMNITY

Subject to the provisions of the Act and other applicable Law, every Director, manager, company secretary and officer of the Company shall be indemnified by the Company out of the funds of the Company, to pay all costs, losses and expenses against any liability incurred by him/her in his/her capacity as Director, manager, company secretary or officer of the Company including in relation to defending any proceedings, whether civil or criminal, in which judgment is given in his/her favour or in which he/she is acquitted or in which relief is granted to him/her by the court or the tribunal. Provided, however, that such indemnification shall not apply in respect of any cost or loss or expenses to the extent it is finally judicially determined to have resulted from the willful misconduct or bad faith acts or omissions of such Director or officer of the Company.

172. NOT RESPONSIBLE FOR ACTS OF OTHERS

- (a) Subject to the provisions the Act, no Director, manager, company secretary or officer of the Company shall be liable for the acts, receipt, neglects or defaults of any other Director or Officer, or for joining in any receipt or other act for conformity or for any loss or expenses happening to the Company through insufficiency or deficiency of title to any property acquired by order of the Director for or on behalf of the Company, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency, or tortuous act of any person, company or corporation, with whom any moneys, securities or effects shall be entrusted or deposited or for any loss occasioned by any error of judgment or over sight in his part or for any other loss or damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same happens through his own willful act or default.
- (b) Without prejudice to the generality foregoing it is hereby expressly declared that any filing fee payable or any document required to be filed with Registrar of Companies in respect of any act done or required to be done by any Director or other officer by reason of his holding the said office, shall be paid and borne by the Company.

173. INSURANCE

The Company may take and maintain any insurance as the Board may think fit on behalf of its present and/or former directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly and reasonably.

SECRECY CLAUSE

174. SECRECY

- (a) No Member or other person (not being a Director) shall be entitled to inspect the Company's works without the permission of the managing director/Directors or to require discovery of any information respectively and detail of the Company's trading or any matter which is or may be in the nature of a trade secret, history of trade or secret process, or of any matter whatsoever, which may be related to the conduct of the business of the Company and which in the opinion of the managing director/Directors will be inexpedient in the interest of the Members of the Company to communicate to the public.
- (b) Every Director, managing director, manager, secretary, auditor, trustee, Members of Committee, Officer, servant, agent, accountant or other persons employed in the business of the Company shall, if so required by the Director before entering upon his duties, or any time during his term of office, sign a declaration pledging himself to observe secrecy relating to all transactions of the Company and the state of accounts and in matters relating thereto and shall by such declaration pledge himself not to reveal any of such matters which may come to his knowledge in the discharge of his official duties except which are required so to do by the Directors or any meeting or by a court of Law and except so far as may be necessary in order to comply with any of the provision of these Articles or Law.

GENERAL POWER

- 175.** 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 authorised by its articles, then and in that case this Article authorises 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.

At any point of time from the date of adoption of these Articles, if these Articles are or become contrary to the provisions of the Act, the Rules, the Listing Regulations and any other applicable Laws, the provisions of the Act, the

Rules, the Listing Regulations and other applicable Laws shall prevail over these Articles to such extent and the Company shall, at all times, discharge all of its obligations as prescribed under applicable Laws, from time to time.

SECTION IX: OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following documents and contracts which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Red Herring Prospectus which will be filed with the RoC, and also the documents for inspection referred to hereunder, may be inspected at the Registered Office between 10 a.m. and 5 p.m. on all Working Days and will also be available for inspection on our website at www.aewinfra.com/investor/ from the date of the Red Herring Prospectus until the Bid/Offer Closing Date (except for such documents or agreements executed after the Bid/ Offer Closing Date).

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so, required in the interest of our Company or if required by the other parties, without reference to the Shareholders, subject to compliance of the provisions contained in the Companies Act and other applicable law.

A. Material Contracts for the Offer

1. Offer Agreement dated July 4, 2025 entered into among our Company, the Promoter Selling Shareholder and the BRLMs.
2. Registrar Agreement dated July 4, 2025 entered into among our Company, the Promoter Selling Shareholder and the Registrar to the Offer.
3. Cash Escrow and Sponsor Bank Agreement dated [●] entered into among our Company, the Promoter Selling Shareholder, the BRLMs, the Syndicate Members, the Bankers to the Offer and the Registrar to the Offer.
4. Syndicate Agreement dated [●] entered into among our Company, the Promoter Selling Shareholder, the BRLMs, the Syndicate Members and the Registrar to the Offer.
5. Share Escrow Agreement dated [●] entered into among our Company, the Promoter Selling Shareholder and the Share Escrow Agent.
6. Monitoring agency agreement dated [●] entered into between our Company and the Monitoring Agency.
7. Underwriting Agreement dated [●] entered into among our Company, the Promoter Selling Shareholder and the Underwriters.

B. Material Documents

1. Certified copies of the updated Memorandum of Association and Articles of Association of our Company, as amended from time to time.
2. Certificate of incorporation dated June 7, 2011 by Registrar of Companies, Delhi and Haryana at New Delhi.
3. Fresh certificate of incorporation dated May 1, 2025 issued by the Registrar of Companies, Central Processing Centre to our Company, upon conversion to a public limited company.
4. Resolution of our Board dated June 27, 2025 authorizing the Offer and other related matters.
5. Resolution of our Shareholders dated June 27, 2025 authorizing the Fresh Issue and other related matters.
6. Resolution of our Board dated June 27, 2025 taking on record the participation of the Promoter

Selling Shareholder in the Offer for Sale.

7. Resolution of our Board dated July 4, 2025 approving this Draft Red Herring Prospectus.
8. Resolution of our Audit Committee dated July 4, 2025 approving the key performance indicators of the Company.
9. Consent letter of the Promoter Selling Shareholder for participation in the Offer for Sale, as detailed in “*The Offer*” beginning on page 71.
10. Copies of the annual reports of our Company as of and for the Financial Years 2025, 2024 and 2023.
11. Report titled “Market assessment of smart meters, IIOT automation and wires & cables” dated July, 2025 issued by Crisil Intelligence and consent dated July 3, 2025 issued by Crisil Intelligence with respect to the report.
12. Project Report dated July 4, 2025 issued by Khyati Enterprises, independent chartered engineer.
13. Consents of our Directors, the BRLMs, the legal counsel to our Company as to Indian Law, the Registrar to the Offer, the Bankers to our Company, the Company Secretary and Compliance Officer, the Syndicate Members, Monitoring Agency, Bankers to the Company and the Bankers to the Offer in their respective capacities.
14. Share transfer agreement dated April 25, 2025 entered into amongst Warrissara Aimtheds, Pattarawoot Senaliang and Chaleumchai Chainok, Yuttapong Poomrin and our Company.
15. Valuation report dated May 8, 2025 by M K Singla and Associates, in relation to acquisition of Advance Technology and Electrics Company Limited.
16. Consent dated July 3, 2025 by M K Singla and Associates, to include their name in connection with the valuation report dated May 8, 2025 in relation to acquisition of Advance Technology and Electrics Co. Ltd. in this Draft Red Herring Prospectus.
17. Written consent dated July 4, 2025 from the Statutory Auditors, O. Aggarwal & Co., Chartered Accountants, to include their name as required under section 26(5) of the Companies Act, 2013 read with the SEBI ICDR Regulations, and as an “expert” as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of their (i) examination report, dated July 2, 2025 on the Restated Financial Information; and (ii) their statement of special tax benefits of our Company in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.
18. Written consent dated July 4, 2025 from J.C. Bhalla & Co., Chartered Accountants, having firm registration number 001111N, to include their name as required under section 26(1) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an “expert” as defined under section 2(38) of the Companies Act, 2013 to the extent and in its capacity as the independent chartered accountant and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.
19. Written consent dated July 4, 2025 from Khyati Enterprises, independent chartered engineer, to include their name in this Draft Red Herring Prospectus and be named as an “expert” as defined under Section 2(38) of the Companies Act, 2013, read with Section 26(5) in his capacity as the independent chartered engineer and in respect of (i) their certificate dated July 4, 2025 and (ii) project report dated July 4, 2025 in connection with the Offer and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

20. Written consent dated July 4, 2025 from DPV & Associates LLP, the independent practicing company secretary, to include their name in this Draft Red Herring Prospectus and be named as an “expert” as defined under Section 2(38) of the Companies Act, 2013, read with Section 26(5) in their capacity as the practicing company secretary and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.
21. The examination report dated July 2, 2025 of the Statutory Auditors on the Restated Financial Information, included in this Draft Red Herring Prospectus.
22. Certificate relating to key performance indicators dated July 4, 2025 issued by J.C. Bhalla & Co., Chartered Accountants.
23. The AEW Employee Stock Option Scheme 2025 as approved by our Shareholders on June 17, 2025.
24. Deed of guarantee dated March 21, 2024 executed between Ashutosh Goel for AEW Smart Services Private Limited in favour of ICICI Bank.
25. Tripartite agreement dated March 27, 2025 among our Company, NSDL and the Registrar to the Offer.
26. Tripartite agreement dated April 1, 2025 among our Company, CDSL and the Registrar to the Offer.
27. Due Diligence Certificate dated July 4, 2025 addressed to the SEBI from the BRLMs.
28. In-principle listing approvals dated [●] and [●] issued by the BSE and the NSE, respectively.
29. SEBI observation letter bearing number [●] dated [●] addressed to the BRLMs from the SEBI.

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to our Shareholders, subject to compliance with 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, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY:

Name: **Ashutosh Goel**

Chairman and Managing Director

Date: July 4, 2025

Place: Delhi

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY:

Name: Vipul Gupta

Executive Director

Date: July 4, 2025

Place: Delhi

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY:

Name: Nidhi Goel

Non-Executive Director

Date: July 4, 2025

Place: Delhi

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY:

Name: Marur Narasimha Aravind Kumar

Independent Director

Date: July 4, 2025

Place: Branson, Missorie State USA

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY:

Name: Pradeep Kumar Pujari

Independent Director

Date: July 4, 2025

Place: Ahmedabad

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY:

Name: Neelam Sanghi

Independent Director

Date: July 4, 2025

Place: Delhi

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY:

Name: Manish Jain

Chief Financial Officer

Date: July 4, 2025

Place: Delhi

DECLARATION

The undersigned Promoter Selling Shareholder hereby confirms that all statements, disclosures and undertakings made or confirmed by him in this Draft Red Herring Prospectus about or in relation to himself, as the Promoter Selling Shareholder and the Offered Shares, are true and correct. The undersigned Promoter Selling Shareholder assumes no responsibility for any other statements, disclosures and undertakings, including any statements, disclosures and undertakings, made by, or relating to the Company any other person(s) in this Draft Red Herring Prospectus.

SIGNED BY

Name: Ashutosh Goel

Date: July 4, 2025

Place: Delhi