PROSPECTUS
Dated August 31, 2026
(Please read Section 26 of the Companies Act, 2013)
100% Book Built Offer

(Please scan this QR code to view this Prospectus and the Abridged Prospectus)

LUMINO INDUSTRIES LIMITED

CORPORATE IDENTITY NUMBER: U14293WB2005PLC102556

REGISTERED AND CORPORATE OFFICE	CONTACT PERSON	TELEPHONE AND E-MAIL	WEBSITE
Unit No- 12/4, Merlin Acropolis 1858/1 Rajdanga Main Road Kolkata 700 107, West Bengal, India	Vivek Jain *Company Secretary and Compliance Officer*	**E-mail:** investor.relation@luminoindustries.com **Tel:** +91 33 2441 2008	www.luminoindustries.com

OUR PROMOTERS: PURUSHOTTAM DASS GOEL, DEVENDRA GOEL AND JAY GOEL

DETAILS OF THE OFFER

Type	Fresh Issue size	Offer for Sale size	Total Offer size	Eligibility and reservation
Fresh Issue and Offer for Sale	60,975,609* Equity Shares of face value of ₹5 each aggregating to ₹5,000.00* million	24,390,242* Equity Shares of face value of ₹5 each aggregating to ₹2,000.00* million	85,365,851* Equity Shares of face value of ₹5 each aggregating to ₹7,000.00* million	The Offer was made pursuant to Regulation 6(1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"). For further details, see "***Other Regulatory and Statutory Disclosures - Eligibility for the Offer***" on page 447. For details in relation to share reservation amongst QIBs, NIIs, RIIs and Eligible Employees (defined hereinafter), see "***Offer Structure***" on page 469.

DETAILS OF THE OFFER FOR SALE

Name of the Selling Shareholder	Type	Number of Equity Shares offered/ Amount (in ₹ million)	Weighted average cost of acquisition per Equity Share (in ₹)[(1)(2)]
Devendra Goel	Promoter Selling Shareholder	18,292,682* Equity Shares of face value of ₹5 each aggregating to ₹1,500.00* million	0.002
Jay Goel	Promoter Selling Shareholder	6,097,560* Equity Shares of face value of ₹5 each aggregating to ₹500.00* million	Nil

(1) *As certified jointly by Singhi & Co., Chartered Accountants and SDP and Associates, Chartered Accountants, by way of their certificate dated August 31, 2026.*
(2) *Average cost of acquisition has been calculated after considering split of face value of equity shares from ₹10 per equity share to ₹5 per equity share pursuant to a Board resolution dated November 13, 2024 and Shareholders' resolution dated November 14, 2024.*
** Subject to finalisation of rejection of Bids and Basis of Allotment.*

RISKS IN RELATION TO THE FIRST OFFER

This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹5 each. The Floor Price, Cap Price and Offer Price, as determined by our Company, in consultation with the Book Running Lead Managers, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under "***Basis for Offer Price***" on page 156 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 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 Prospectus. Specific attention of the investors is invited to "***Risk Factors***" beginning on page 20.

ISSUER'S AND SELLING SHAREHOLDERS' ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this 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 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 Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect. Further, each of the Selling Shareholders, severally and not jointly, accepts responsibility for and confirms only the statements specifically made or confirmed by such Selling Shareholders in this Prospectus solely to the extent of information specifically pertaining to it and/or its respective portion of the Offered Shares and assumes responsibility that such statements are true and correct in all material respects and not misleading in any material respect. Each of the Selling Shareholder assumes no responsibility for any other statement in this Prospectus, including, *inter alia*, any of the statements made by or relating to our Company or our Company's business or any other Selling Shareholders or persons.

LISTING

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

BOOK RUNNING LEAD MANAGERS

	Motilal Oswal Investment Advisors Limited	**Contact Person:** Subodh Mallya/ Rohan Aerande	**Tel:** +91 22 7193 4380 **E-mail:** ipo.lumino@motilaloswal.com
	JM Financial Limited	**Contact Person:** Prachee Dhuri	**Tel:** +91 22 6630 3030 **E-mail:** lumino.ipo@jmfl.com
	Monarch Networth Capital Limited	**Contact Person:** Saahil Kinkhabwala/ Aayushi Poddar	**Tel:** +91 22 6647 6400 **E-mail:** ecm@mnclgroup.com

REGISTRAR TO THE OFFER

	Bigshare Services Private Limited	**Contact Person:** Vinayak Morbale	**Tel:** +91 22 6263 8200 **E-mail:** ipo@bigshareonline.com

BID/OFFER PERIOD

ANCHOR INVESTOR BIDDING DATE	Tuesday, August 25, 2026	**BID/ OFFER OPENDED ON**	Thursday, August 27, 2026	**BID/ OFFER CLOSED ON**	Monday, August 31, 2026

PROSPECTUS
Dated August 31, 2026
(Please read Section 26 of the Companies Act, 2013)
100% Book Built Offer

LUMINO INDUSTRIES LIMITED

Our Company was incorporated as "Lumino Industries Limited" at Kolkata, West Bengal as a public limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated March 30, 2005 issued by the Registrar of Companies ("**RoC**"). We received our certificate of commencement of business, issued by the RoC, on March 31, 2005. Historically, a partnership firm by the name 'Lumino Industries' was formed with effect from September 1, 1989 at Calcutta, West Bengal to commence the business of manufacturing cables, conductors and other electrical goods, pursuant to a partnership deed dated September 1, 1989 entered into between Deepak Goel and Shanti Devi Goel. Subsequently, pursuant to the indenture for transfer dated March 31, 2005, entered into between our Company, Shanti Devi Goel and Deepak Goel, our Company took over the business operated by the partnership firm, Lumino Industries, as a going concern, in accordance with the sub-clause III(A) of the MoA of our Company. For details in relation to the changes in the name and registered office of our Company, see "***History and Certain Corporate Matters – Brief history of our Company***" and "***History and Certain Corporate Matters - Changes in the registered office of our Company***" on page 286.

Corporate Identity Number: U14293WB2005PLC102556
Registered and Corporate Office: Unit No- 12/4, Merlin Acropolis 1858/1 Rajdanga Main Road, Kolkata 700 107, West Bengal, India
Contact Person: Vivek Jain, Company Secretary and Compliance Officer
Tel: +91 33 2441 2008 | **E-mail**: investor.relation@luminoindustries.com | **Website**: www.luminoindustries.com

OUR PROMOTERS: PURUSHOTTAM DASS GOEL, DEVENDRA GOEL AND JAY GOEL

INITIAL PUBLIC OFFERING OF 85,365,851* EQUITY SHARES OF FACE VALUE OF ₹5 EACH ("EQUITY SHARES") OF LUMINO INDUSTRIES LIMITED (OUR "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹82.00 PER EQUITY SHARE OF FACE VALUE OF ₹5 EACH (THE "OFFER PRICE") AGGREGATING TO ₹7,000.00* MILLION (THE "OFFER") COMPRISING A FRESH ISSUE OF 60,975,609* EQUITY SHARES OF FACE VALUE OF ₹5 EACH BY OUR COMPANY AGGREGATING TO ₹5,000.00* MILLION (THE "FRESH ISSUE") AND AN OFFER FOR SALE OF 24,390,242* EQUITY SHARES OF FACE VALUE OF ₹5 EACH AGGREGATING TO ₹2,000.00* MILLION COMPRISING 18,292,682* EQUITY SHARES OF FACE VALUE OF ₹5 EACH AGGREGATING TO ₹1,500.00* MILLION BY DEVENDRA GOEL AND 6,097,560* EQUITY SHARES OF FACE VALUE OF ₹5 EACH AGGREGATING TO ₹500.00* MILLION BY JAY GOEL (DEVENDRA GOEL AND JAY GOEL, TOGETHER THE "PROMOTER SELLING SHAREHOLDERS") AND SUCH OFFER BY THE PROMOTER SELLING SHAREHOLDERS, THE "OFFER FOR SALE").

THE OFFER INCLUDES A RESERVATION OF 1,219,512* EQUITY SHARES OF FACE VALUE ₹5 EACH, AGGREGATING TO ₹100.00* MILLION (CONSTITUTING 0.40% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL, FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES ("EMPLOYEE RESERVATION PORTION"). THE OFFER LESS THE EMPLOYEE RESERVATION PORTION IS HEREINAFTER REFERRED TO AS THE "NET OFFER". THE OFFER AND THE NET OFFER SHALL CONSTITUTE 28.03% AND 27.63%, RESPECTIVELY, OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. THE FACE VALUE OF THE EQUITY SHARES IS ₹5 EACH AND THE OFFER PRICE IS 16.40 TIMES THE FACE VALUE OF THE EQUITY SHARES.

The Offer was made in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (the "**SCRR**"), read with Regulation 31 of the SEBI ICDR Regulations. The Offer was 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 was available for allocation on a proportionate basis to Qualified Institutional Buyers ("**QIBs**") (the "**QIB Category**"), provided that our Company, in consultation with the BRLMs, allocated 60% of the QIB Category to Anchor Investors on a discretionary basis (the "**Anchor Investor Portion**"), out of which 40% was available for allocation in the following manner: (i) 33.33% was available for allocation to domestic Mutual Funds, and (ii) 6.67% was reserved for life insurance companies and pension funds, subject to valid Bids having been received from domestic Mutual Funds, life insurance companies and pension funds at or above the price at which Equity Shares were allocated to Anchor Investors ("**Anchor Investor Allocation Price**"), in accordance with the SEBI ICDR Regulations. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares were required to be added to the QIB Category (excluding the Anchor Investor Portion) (the "**Net QIB Category**"). Further, 5% of the Net QIB Category was available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Category was available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids having been received at or above the Offer Price. However, if the aggregate demand from the Mutual Funds was less than 5% of the Net QIB Category, the balance Equity Shares available for allocation in the Mutual Fund Portion (*defined hereinafter*) was added to the remaining QIB Category for proportionate allocation to QIBs. Further, not less than 15% of the Net Offer was available for allocation to Non-Institutional Investors ("**NIIs**") ("**Non-Institutional Category**"), of which one-third of the Non-Institutional Category was available for allocation to Bidders with a Bid size of more than ₹200,000 and up to ₹1,000,000 and two-thirds of the Non-Institutional Category was available for allocation to Bidders with a Bid size of more than ₹1,000,000 and under-subscription in either of these two sub-categories of the Non-Institutional Category was allocated to Bidders in the other sub-category of the Non-Institutional Category in accordance with the SEBI ICDR Regulations, subject to valid Bids having been received at or above the Offer Price. Further, not less than 35% of the Net Offer was available for allocation to Retail Individual Investors ("**RIIs**") ("**Retail Category**"), in accordance with the SEBI ICDR Regulations, subject to valid Bids having been received from them at or above the Offer Price. Further, Equity Shares were allocated on a proportionate basis to Eligible Employees applying under the Employee Reservation Portion, subject to valid Bids received from them at or above the Offer Price. All Bidders (except Anchor Investors) were required to mandatorily participate in this Offer only through the Application Supported by Blocked Amount ("**ASBA**") process and were required to provide details of their respective bank account (including UPI ID in case of UPI Bidders (defined hereinafter)) in which the Bid Amount were blocked by the Self Certified Syndicate Banks ("**SCSBs**") or the Sponsor Bank(s), as the case may be. Anchor Investors were not permitted to participate in the Offer through the ASBA process. For details, see "***Offer Procedure***" beginning on page 473.

RISKS IN RELATION TO FIRST OFFER

This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹5 each. The Floor Price, Cap Price and Offer Price, as determined by our Company, in consultation with the Book Running Lead Managers, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under "***Basis for Offer Price***" on page 156 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 have not been recommended or approved by SEBI, nor does SEBI guarantee the accuracy or adequacy of the contents of this Prospectus. Specific attention of the investors is invited to "***Risk Factors***" beginning on page 20.

ISSUER'S AND SELLING SHAREHOLDERS' ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this 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 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 Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect. Further, each of the Selling Shareholders, severally and not jointly, accepts responsibility for and confirms only the statements specifically made or confirmed by such Selling Shareholders in this Prospectus solely to the extent of information specifically pertaining to it and/or its respective portion of the Offered Shares and assumes responsibility that such statements are true and correct in all material respects and not misleading in any material respect. Each of the Selling Shareholder assumes no responsibility for any other statement in this Prospectus, including, *inter alia*, any of the statements made by or relating to our Company or our Company's business or any other Selling Shareholders or persons.

LISTING

The Equity Shares offered through the Red Herring Prospectus and this Prospectus are proposed to be listed on the Stock Exchanges. Our Company has received in-principle approvals from BSE and NSE for listing of the Equity Shares pursuant to their letters each dated March 20, 2025. For the purposes of the Offer, NSE is the Designated Stock Exchange. A signed copy of the Red Herring Prospectus under Section 32 of the Companies Act, 2013 and a signed copy of this Prospectus in accordance with Section 26(4) of the Companies Act, 2013 has been filed with the RoC. For details of the material contracts and documents which were made available for inspection from the date of the Red Herring Prospectus until the Bid/ Offer Closing Date, see "***Material Contracts and Documents for Inspection***" on page 520.

BOOK RUNNING LEAD MANAGERS			REGISTRAR TO THE OFFER
Motilal Oswal Investment Advisors Limited Motilal Oswal Tower Rahimtullah Sayani Road, Opposite Parel ST Depot Prabhadevi, Mumbai 400 025 Maharashtra, India **Tel:** +91 22 7193 4380 **E-mail:** ipo.lumino@motilaloswal.com **Investor grievance e-mail:** moiaplredressal@motilaloswal.com **Contact Person:** Subodh Mallya/ Rohan Aerande **Website:** www.motilaloswal.com **SEBI registration number:** INM000011005	**JM Financial Limited** 7th Floor, Cnergy Appasaheb Marathe Marg Prabhadevi, Mumbai 400 025 Maharashtra, India **Tel:** +91 22 6630 3030 **E-mail:** lumino.ipo@jmfl.com **Investor grievance e-mail:** grievance.ibd@jmfl.com **Contact Person:** Prachee Dhuri **Website:** www.jmfl.com **SEBI registration number:** INM000010361	**Monarch Networth Capital Limited** 4th Floor, B Wing, Laxmi Towers G Block, Bandra Kurla Complex Bandra (East), Mumbai 400 051 Maharashtra, India **Tel:** +91 22 6647 6400 **E-mail:** ecm@mnclgroup.com **Investor grievance e-mail:** mbd@mnclgroup.com **Contact Person:** Saahil Kinkhabwala/ Aayushi Poddar **Website:** www.mnclgroup.com **SEBI registration number:** INM000011013	**Bigshare Services Private Limited** S6-2, 6th Floor, Pinnacle Business Park Mahakali Caves Road, Next to Ahura Centre Andheri (East), Mumbai 400 093 Maharashtra, India **Tel:** +91 22 6263 8200 **E-mail:** ipo@bigshareonline.com **Investor grievance e-mail:** investor@bigshareonline.com **Contact Person:** Vinayak Morbale **Website:** www.bigshareonline.com **SEBI registration number:** INR000001385

BID/OFFER PERIOD

ANCHOR INVESTOR BIDDING DATE	Tuesday, August 25, 2026	BID/ OFFER OPENED ON	Thursday, August 27, 2026	BID/ OFFER CLOSED ON	Monday, August 31, 2026

* *Subject to finalisation of rejection of Bids and Basis of Allotment.*

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SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

This Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the meaning as provided below. References to any legislation, act, regulation, rule, guideline, policy, circular, notification or clarification shall be to such legislation, act, regulation, rule, guideline, policy, circular, notification or clarification as amended and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

*Unless the context otherwise indicates, all references to "**the Company**", and "**our Company**", are references to Lumino Industries Limited, a public limited company incorporated in India under the Companies Act 1956 with its Registered and Corporate Office at Unit No- 12/4, Merlin Acropolis 1858/1 Rajdanga Main Road, Kolkata 700 107, West Bengal, India. Furthermore, unless the context otherwise indicates, all references to the terms "we", "us" and "our" are to our Company, our Subsidiaries and our joint ventures (as defined below) on a consolidated basis.*

*The words and expressions used in this Prospectus but not defined herein, shall have, to the extent applicable, the meanings ascribed to such terms under the Securities and Exchange Board of India Act, 1992 ("**SEBI Act**"), Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), the Securities Contracts (Regulation) Act, 1956, as amended ("**SCRA**"), the Depositories Act, 1996, as amended or the rules and regulations made thereunder.*

*Notwithstanding the foregoing, terms in "**Statement of Special Tax Benefits**", "**Industry Overview**", "**Key Regulations and Policies in India**", "**Financial Information**", "**Outstanding Litigation and Material Developments**" and "**Main Provisions of the Articles of Association**", beginning on pages 171, 180, 280, 322, 427 and 494, respectively, will have the meaning ascribed to such terms in those respective sections.*

Company Related Terms

Term	Description
Articles or Articles of Association or AoA	The articles of association of our Company, as amended
Audit Committee	The audit committee of our Board, as described in "***Our Management - Committees of the Board – Audit Committee***" on page 305
Board or Board of Directors	The board of directors of our Company (including any duly constituted committee thereof). For details, see "***Our Management***" on page 300
Chairperson	The chairperson of our Board, namely Purushottam Dass Goel. For details, see "***Our Management***" on page 300
Chief Financial Officer	The chief financial officer of our Company, namely Hemant Bhuwania. For details, see "***Our Management - Key Managerial Personnel and Senior Management***" on page 312
Company Secretary and Compliance Officer	The company secretary and compliance officer of our Company, namely Vivek Jain. For details, see "***Our Management - Key Managerial Personnel and Senior Management***" on page 312
Composite Scheme of Arrangement	The composite scheme of arrangement sanctioned and approved by the National Company of Law Tribunal, Kolkata Bench pursuant to an order dated November 8, 2021. It envisaged (i) merger of the Transferor Companies with our Company with effect from April 1, 2019; and (ii) demerger of the EPC and manufacturing division of our Company, operational in the states of Tamil Nadu and Assam, into Laser Power and Infra Private Limited; and (iii) demerger of the real estate division of our Company into Lumino Power Infrastructure Private Limited with effect from April 1, 2019. For further details, see "***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 289
Corporate Social Responsibility Committee or CSR Committee	The corporate social responsibility committee of our Board, as described in "***Our Management – Committees of the Board – Corporate Social Responsibility Committee***" on page 309
CTC Supply Agreement	License and core supply agreement dated February 20, 2026 entered into between CTC Global Corporation and our Company
Director(s)	The director(s) on our Board, as appointed from time to time. For details, see "***Our Management***" on page 300
Dividend Policy	Dividend distribution policy approved and adopted by our Board pursuant to its resolution dated December 19, 2024

Term	Description
Equity Shares	The equity shares of our Company of face value of ₹5 each
Executive Director	The executive director(s) on our Board. For details, see "***Our Management***" on page 300
Group Companies	In terms of SEBI ICDR Regulations, the term "group companies" includes (i) companies (other than Promoter and subsidiaries) with which there were related party transactions as disclosed in the Restated Consolidated Financial Information as covered under the applicable accounting standards, and (ii) any other companies as considered material by our Board, in accordance with the Materiality Policy, as described in "***Our Group Companies***" on page 444
Independent Director(s)	The independent director(s) on our Board, as described in "***Our Management***" on page 300
IPO Committee	The IPO committee of our Board constituted to facilitate the process of the Offer, comprising Purushottam Dass Goel, Devendra Goel and Hemant Sultania
Joint Chief Financial Officer	The joint chief financial officer of our Company, namely Ajay Kumar Luharuka. For details, see "***Our Management - Key Managerial Personnel and Senior Management***" on page 312
Joint Statutory Auditors	The joint statutory auditors of our Company, namely, Singhi and Co., Chartered Accountants and SDP and Associates, Chartered Accountants
Joint Ventures	The incorporated joint ventures of our Company as on the date of this Prospectus, namely, Lumino SMC JV and Lumino- PCSCPL JV, as disclosed in "***Our Subsidiaries and Joint Ventures***" on page 294
Key Managerial Personnel	The key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations and as disclosed in "***Our Management – Key Managerial Personnel and Senior Management – Key Managerial Personnel***" on page 312
Managing Director	The managing director on our Board, namely, Devendra Goel. For details see "***Our Management − Board of Directors***" on page 300
Manufacturing Unit I	Our manufacturing facility located in Bipranapara, Jalan Complex, P.S. Domjur, Howrah, Kolkata 711 411, West Bengal, India
Manufacturing Unit II	Our manufacturing facility located in Jalan Industrial Complex, Gate No. 1, Mouja Baniara, P.O. Begri, P.S. Domjur, Howrah, Kolkata 711 411, West Bengal, India
Materiality Policy	Policy for identification of (i) companies to be disclosed as group companies; (ii) material outstanding civil litigation proceeding involving our Company, our Promoters and our Directors; and (iii) material creditors of the Company, pursuant to the disclosure requirements under SEBI ICDR Regulations, as adopted by the Board pursuant to its resolution dated August 4, 2025
Memorandum of Association or MoA	The memorandum of association of our Company, as amended from time to time
Nomination and Remuneration Committee	The nomination and remuneration committee of our Board, as described in "***Our Management – Committees of the Board – Nomination and Remuneration Committee***" on page 307
Non-Executive Director	The non-executive director on our Board, namely Purushottam Dass Goel. For details see "***Our Management − Board of Directors***" on page 300
Partnership Deed	Partnership deed dated September 1, 1989 entered into between Deepak Goel and Shanti Devi Goel
Promoters	The promoters of our Company, namely, Purushottam Dass Goel, Devendra Goel and Jay Goel. For details, see "***Our Promoters and Promoter Group***" on page 315
Promoter Group	The individuals and entities constituting the promoter group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations. For details, see "***Our Promoters and Promoter Group - Promoter Group***" on page 317
Promoter Selling Shareholders or Selling Shareholders	Together, Devendra Goel and Jay Goel
Registered and Corporate Office	The registered and corporate office of our Company situated at Unit No- 12/4, Merlin Acropolis 1858/1 Rajdanga Main Road, Kolkata 700 107, West Bengal, India
Registrar of Companies or RoC	Registrar of Companies, West Bengal (Kolkata -I) at Kolkata
Restated Consolidated Financial Information	The restated consolidated financial information of our Company as at and for the Fiscals 2026, 2025 and 2024, comprising the restated consolidated statement of assets and liabilities as at March 31, 2026 and March 31, 2025 and March 31, 2024, the restated consolidated statement of profit and loss (including restated consolidated other comprehensive income), the restated consolidated statement of changes in equity and the restated consolidated statement of cash flow for the Fiscals 2026, 2025 and 2024 and the material accounting policies, and other financial information prepared in accordance with Section 26 of Part I of Chapter III of the Companies Act, 2013, as amended, the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, as amended from time to time

Term	Description
Risk Management Committee	The risk management committee of our Board, as described in "***Our Management – Committees of the Board –Risk Management Committee***" on page 308
Senior Management	The senior management of our Company in terms of Regulation 2(1)(bbbb) of the SEBI ICDR Regulations and as disclosed in "***Our Management – Key Managerial Personnel and Senior Management – Senior Management***" on page 312
Shareholders	The shareholders of our Company from time to time
Stakeholders' Relationship Committee	The stakeholder relationship committee of our Board, as described in "***Our Management – Committees of the Board –Stakeholders' Relationship Committee***" on page 308
Subsidiaries	The subsidiaries of our Company as on the date of this Prospectus, details in respect of which are disclosed in "***Our Subsidiaries and Joint Ventures***" on page 294
Transferor Companies	Adishwar Trade Link Private Limited, Astra Vinimay Private Limited, Barden Agencies Private Limited, DRP Trading and Investment Private Limited, Embassy Vyapaar Private Limited, Jalsagar Sales Agency Private Limited, JBLD Trading Private Limited, Kasauti Dealtrade Private Limited, Lumino Electrical Industries Private Limited, Lifeline Commotrade Private Limited, Sanatan Vinimay Private Limited, Regal Financial Advisory Private Limited, Sigma Vyapaar Private Limited and Welkon Goods Private Limited
Warehouse Unit I	Our warehouse located at Jalan Industrial Complex, Gate No. 1, Right Lane No. 8, Bombay Road, Baniara, Domjur, Howrah, Kolkata 711 411, West Bengal, India
Warehouse Unit II	Our warehouse located at Jalan Industrial Complex, Gate No. 3, Mouja Baniara, P.O. Begri, P.S. Domjur, Howrah, Kolkata 711 411, West Bengal, India
Warehouse Unit III	Our warehouse located at Mouja Baniara, P.O. Begri, P.S. Domjur, Howrah, Kolkata 711 411, West Bengal, India
Warehouse Unit IV	Gate No.1, Jalan Industrial Complex, Mouja Baniara, P.S. Domjur, Begri, Howrah 711 411, West Bengal, India
Whole-time Director	The whole-time director on our Board, namely Jay Goel. For details, see "***Our Management***" on page 300

Offer Related Terms

Term	Description
Abridged Prospectus	The memorandum containing such salient features of prospectus as may be specified by SEBI in this regard
Acknowledgment Slip	The slip or document issued by the relevant Designated Intermediary(ies) to the Bidder as proof of registration of the Bid cum Application Form
Allot or Allotment or Allotted	Unless the context otherwise requires, the allotment or transfer, as the case may be of Equity Shares offered pursuant to the Fresh Issue and transfer of the Offered Shares by the Selling Shareholders as part of the Offer for Sale to the successful Bidders
Allotment Advice	Note or advice or intimation of Allotment sent to all the Bidders who have Bid in the Offer, after the Basis of Allotment has been approved by the Designated Stock Exchange
Allottee	A successful Bidder to whom an Allotment is made
Anchor Investor(s)	A Qualified Institutional Buyer, who applied under the Anchor Investor Portion in accordance with the SEBI ICDR Regulations, the Red Herring Prospectus and this Prospectus, and who had Bid for an amount of at least ₹100 million
Anchor Investor Allocation Price	Price i.e., ₹82.00 per Equity Share, being the price at which Equity Shares have been allocated to Anchor Investors according to the terms of the Red Herring Prospectus and this Prospectus, which was decided by our Company in consultation with the BRLMs on the Anchor Investor Bidding Date
Anchor Investor Application Form	The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which was considered as an application for Allotment in terms of the Red Herring Prospectus and this Prospectus
Anchor Investor Bidding Date	Tuesday, August 25, 2026, being one Working Day prior to the Bid/ Offer Opening Date, on which Bids by Anchor Investors were submitted, prior to and after which the BRLMs did not accept any Bids from Anchor Investors, and allocation to Anchor Investors was completed
Anchor Investor Offer Price	Final price i.e., ₹82.00 per Equity Share at which the Equity Shares were Allotted to Anchor Investors in terms of the Red Herring Prospectus and this Prospectus The Anchor Investor Offer Price was decided by our Company in consultation with the BRLMs
Anchor Investor Pay-in Date	The Anchor Investor(s) Biding Date being Tuesday, August 25, 2026

Term	Description
Anchor Investor Portion	60% of the QIB Category which were allocated by our Company in consultation with the BRLMs, to Anchor Investors on a discretionary basis, in accordance with the SEBI ICDR Regulations 40% of the Anchor Investor Portion was available for allocation in the following manner: (i) 33.33% was available for allocation to domestic Mutual Funds, and (ii) 6.67% was reserved for life insurance companies and pension funds, subject to valid Bids having been received from domestic Mutual Funds, life insurance companies and pension funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations
ASBA or Application Supported by Blocked Amount	An application, whether physical or electronic, used by ASBA Bidders to make a Bid and authorising an SCSB to block the Bid Amount in the specified bank account maintained with such SCSB and included amounts blocked 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 and included a bank account maintained by a UPI Bidder linked to a UPI ID, which was blocked upon acceptance of a UPI Mandate Request made by the UPI Bidders
ASBA Bidder(s)	All Bidders except Anchor Investors
ASBA Form	An application form, whether physical or electronic, used by ASBA Bidders to submit Bids which was considered as the application for Allotment in terms of the Red Herring Prospectus and this Prospectus
Bankers to the Offer	Collectively, the Escrow Collection Bank, the Refund Bank, the Public Offer Account Bank and the Sponsor Banks, as the case may be
Basis of Allotment	Basis on which Equity Shares will be Allotted to successful Bidders under the Offer, as described in "***Offer Procedure***" on page 473
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form, and payable by the Bidder or blocked in the ASBA Account of the ASBA Bidder, as the case may be, pursuant to submission of the Bid in the Offer, as applicable In the case of RIIs Bidding at the Cut off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such RIIs and mentioned in the Bid cum Application Form. Eligible Employees applying in the Employee Reservation Portion who applied at the Cut-Off Price and the Bid Amount was Cap Price multiplied by the number of Equity Shares Bid by such Eligible Employee and mentioned in the Bid cum Application Form The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee could not exceed ₹500,000. However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion did not exceed ₹200,000. Only in the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion was available for allocation and Allotment, proportionately to all Eligible Employees who had Bid in excess of ₹200,000, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹500,000
Bid cum Application Form	The Anchor Investor Application Form or the ASBA Form, as the context requires
Bid Lot	182 Equity Shares of face value of ₹5 each and in multiples of 182 Equity Shares of face value of ₹5 each thereafter
Bid(s)	An indication by a ASBA Bidder to make an offer during the Bid/Offer Period pursuant to submission of the ASBA Form, or on the Anchor Investor Bidding Date by an Anchor Investor, pursuant to the 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, to the extent permissible under the SEBI ICDR Regulations, in terms of the Red Herring Prospectus and the Bid cum Application Form. The term 'Bidding' is required to be construed accordingly
Bid/ Offer Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries did not accept any Bid, being Monday, August 31, 2026
Bid/ Offer Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries started accepting Bids, being, Thursday, August 27, 2026
Bid/ Offer Period	Except in relation to Anchor Investors, the period between Thursday, August 27, 2026 and Monday, August 31, 2026, inclusive of both days, during which Bidders (excluding Anchor Investors) submitted their Bids, including any revisions thereof, in accordance with the SEBI ICDR Regulations and in accordance with the terms of the Red Herring Prospectus

Term	Description
Bidder	An investor who made a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an Anchor Investor
Bidding Centres	Centres at which the Designated Intermediaries accepted the ASBA Forms, *i.e.*, Designated SCSB Branches for SCSBs, Specified Locations for Members of the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
Book Building Process	Book building process, as provided in Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer was made
Book Running Lead Managers or BRLMs	The book running lead managers to the Offer, being Motilal Oswal Investment Advisors Limited, JM Financial Limited and Monarch Networth Capital Limited
Broker Centres	Broker centres notified by the Stock Exchanges where ASBA Bidders could have submitted the ASBA Forms to a Registered Broker, provided that UPI Bidders could have only submit ASBA Forms at such broker centres if they are Bidding using the UPI Mechanism. The details of such broker centres, along with the names and contact details of the Registered Brokers are available on the respective websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com, updated from time to time
CAN or Confirmation of Allocation Note	Notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated the Equity Shares, on/after the Anchor Investor Bidding Date
Cap Price	The higher end of the Price Band, i.e. ₹82.00 per Equity Share
Cash Escrow and Sponsor Bank Agreement	The agreement dated August 20, 2026 entered into among our Company, the Selling Shareholders, the Registrar to the Offer, the BRLMs, Syndicate Member(s), the Escrow Collection Bank, the Public Offer Account Bank, the Sponsor Banks, and the Refund Bank for, among other things, collection of the Bid Amounts from the Anchor Investors and where applicable, transfer of funds to the Public Offer Account(s) and where applicable remitting refunds, if any, to Bidders on the terms and conditions thereof
CDP or Collecting Depository Participant	A depository participant as defined under the Depositories Act, registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of the UPI Circulars, issued by SEBI as per the lists available on the websites of the Stock Exchanges, as updated from time to time
Corrigendum	Corrigendum to the Draft Red Herring Prospectus dated July 29, 2026 issued by our Company
Cut-Off Price	Offer Price, finalised by our Company, in consultation with the BRLMs i.e. ₹82.00 per Equity Share. Only Retail Individual Investors in the Retail Category and Eligible Employees Bidding in the Employee Reservation Portion were entitled to Bid at the Cut-off Price. QIBs (including Anchor Investors) and Non-Institutional Investors were not entitled to Bid at the Cut-off Price
Demographic Details	The 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, as applicable
Designated Branches	Such branches of the SCSBs which collected the Bid cum Application Forms used by the Bidders/ Applicants (excluding Anchor Investors) and a list of which is available on http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes
Designated CDP Locations	Such locations of the CDPs where Bidders could have submitted the ASBA Forms. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com, respectively), as updated from time to time
Designated Date	The date on which the funds from the Escrow Account are transferred to the Public Offer Account or the Refund Account, as appropriate, and the relevant amounts blocked in the ASBA Accounts are transferred to the Public Offer Account(s) and/or are unblocked, as applicable, in terms of the Red Herring Prospectus and this Prospectus, after finalization of the Basis of Allotment in consultation with the Designated Stock Exchange, following which the Board of Directors may Allot Equity Shares to successful Bidders in the Offer
Designated Intermediary(ies)	SCSBs, Syndicate, sub-Syndicate, Registered Brokers, CDPs and RTAs who were authorised to collect ASBA Forms from the ASBA Bidders, in relation to the Offer
Designated RTA Locations	Such locations of the RTAs where Bidders submitted the ASBA Forms to RTA 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, respectively) as updated from time to time

Term	Description
Designated SCSB Branches	Such branches of the SCSBs collected the ASBA Forms, a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35, updated from time to time, or at such other website as may be prescribed by SEBI from time to time
Designated Stock Exchange	Being, NSE
Draft Red Herring Prospectus or DRHP	The draft red herring prospectus dated January 20, 2025 and Corrigendum dated July 29, 2026, filed with SEBI and Stock Exchanges in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Offer, including any addenda or corrigenda thereto
Eligible Employees	Permanent employees of our Company (excluding such employees not eligible to invest in the Offer under applicable laws, rules, regulations and guidelines), as on the date of filing the Red Herring Prospectus with the RoC and who continued to be a permanent employee of our Company until the submission of the ASBA Form and is working and present in India or abroad as on the date of submission of the ASBA Form and does not include our Promoters or persons belonging to Promoter Group; or Director of our Company, whether whole-time or otherwise, not holding either himself/herself or through their relatives or through any body corporate, directly or indirectly, more than 10% of the outstanding Equity Shares (excluding Directors not eligible to invest in the Offer under applicable laws, rules, regulations and guidelines) as of the date of filing of the Red Herring Prospectus with the RoC and who continues to be a Director of our Company until submission of the ASBA Form and is working and present in India or abroad as on the date of submission of the ASBA Form The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee could not exceed ₹500,000. However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion could not exceed ₹200,000. Only in the event of an under-subscription in the Employee Reservation Portion post initial Allotment, such unsubscribed portion could have been made available for allocation and Allotment, 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
Eligible FPIs	FPIs from such jurisdictions outside India where it is not unlawful to make an offer/ invitation under the Offer and in relation to whom the Bid cum Application Form and the Red Herring Prospectus constituted an invitation to subscribe to the Equity Shares offered thereby
Eligible NRIs	A non-resident Indian, resident in a jurisdiction outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the Red Herring Prospectus and the Bid Cum Application Form constituted an invitation to subscribe or purchase for the Equity Shares
Employee Reservation Portion	The portion of the Offer being 1,219,512* Equity Shares of face value of ₹5 each (comprising 0.40% of our post Offer Equity Share capital) aggregating to ₹100.00 million which did not exceed 5% of the post Offer Equity Share capital of our Company, available for allocation to Eligible Employees, on a proportionate basis **Subject to finalisation of rejection of Bids and Basis of Allotment*
Escrow Account(s)	‘No-lien’ and ‘non-interest bearing’ account(s) opened with the Escrow Collection Bank and in whose favour Anchor Investors transferred the money through direct credit/NEFT/RTGS/NACH in respect of the Bid Amount while submitting a Bid
Escrow Collection Bank	Bank which is a clearing member and registered with SEBI as a banker to an issue under the BTI Regulations, and with whom the Escrow Account was opened, in this case being Axis Bank Limited
First 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 appeared as the first holder of the beneficiary account held in joint names
Floor Price	The lower end of the Price Band, i.e., ₹78.00 per Equity Share
Fresh Issue	The issue of 60,975,609* Equity Shares of face value of ₹5 each at ₹82.00 per Equity Share (including a premium of ₹77.00 per Equity Share) aggregating to ₹5,000.00* million by our Company **Subject to finalisation of rejection of Bids and Basis of Allotment*
General Information Document	The General Information Document for investing in public offers, prepared and issued in accordance with the SEBI circular number SEBI/HO/CFD/DIL1/CIR/P/2020/37

Term	Description
	dated March 17, 2020, issued by SEBI and the UPI Circulars, as amended from time to time. The General Information Document is available on the websites of the Stock Exchanges and the BRLMs
Gross Proceeds	The gross proceeds of the Fresh Issue that will be available to our Company
Group Companies	The companies identified as 'group companies' in accordance with Regulation 2(1)(t) of the SEBI ICDR Regulations including the Materiality Policy. For details, see "***Our Group Companies***" on page 444
JM Financial	JM Financial Limited
Monarch	Monarch Networth Capital Limited
Monitoring Agency	Crisil Ratings Limited, being a credit rating agency registered with SEBI
Monitoring Agency Agreement	The agreement dated August 20, 2026 entered into between our Company and the Monitoring Agency
Motilal Oswal	Motilal Oswal Investment Advisors Limited
Mutual Fund Portion	The portion of the Offer being 5% of the Net QIB Category consisting of 841,464* Equity Shares of face value of ₹5 each which was available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids having been received at or above the Offer Price **Subject to finalisation of rejection of Bids and Basis of Allotment*
Net Offer	The Offer, less the Employee Reservation Portion
Net Proceeds	Gross Proceeds from the Fresh Issue less our Company's share of the Offer related expenses. For further details regarding the use of the Net Proceeds and the Offer related expenses, see "***Objects of the Offer***" on page 144.
Net QIB Category	The portion of the QIB Category less the number of Equity Shares Allotted to the Anchor Investors
Non-Institutional Category	The portion of the Offer, being not less than 15% of the Net Offer or consisting of 12,621,951* Equity Shares of face value of ₹5 each, which was available for allocation to Non-Institutional Investors of which one-third of the Non-Institutional Category was available for allocation to Bidders with a Bid size of more than ₹200,000 and up to ₹1,000,000 and two-thirds of the Non-Institutional Category was available for allocation to Bidders with a Bid size of more than ₹1,000,000, provided that under-subscription in either of these two sub-categories of Non-Institutional Category was allocated to Bidders in the other sub-category of Non-Institutional Category in accordance with the SEBI ICDR Regulations, subject to valid Bids having been received at or above the Offer Price **Subject to finalisation of rejection of Bids and Basis of Allotment*
Non-Institutional Investors or NIIs	All Bidders, including FPIs other than individuals, corporate bodies and family offices, registered with the SEBI, that are not QIBs (including Anchor Investors) or Retail Individual Investors or the 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)
Offer	Initial public offering of 85,365,851* Equity Shares of face value of ₹5 each for cash at a price of ₹82.00 per Equity Share aggregating to ₹7,000.00 million comprising the Fresh Issue and the Offer for Sale **Subject to finalisation of rejection of Bids and Basis of Allotment*
Offer Agreement	The agreement dated January 20, 2025 executed between our Company, the Selling Shareholders and the BRLMs, pursuant to which certain arrangements are agreed to in relation to the Offer
Offer for Sale	The offer for sale of 24,390,242* Equity Shares of face value of ₹5 each aggregating to ₹2,000.00* million by the Selling Shareholders in the Offer. For further information, see "***The Offer***" on page 88 **Subject to finalisation of rejection of Bids and Basis of Allotment*
Offer Price	The ₹82.00 per Equity Share of face value of ₹5 each, being the final price at which Equity Shares will be Allotted to successful Bidders other than Anchor Investors in terms of the Red Herring Prospectus. The Offer Price was decided by our Company, in consultation with the BRLMs on the Pricing Date, in accordance with the Book-Building Process and in terms of the Red Herring Prospectus
Offered Shares	The Equity Shares offered by the Selling Shareholders in the Offer by way of Offer for Sale. For further information, see "***The Offer***" on page 88
Price Band	The price band ranging from a Floor Price of ₹78.00 per Equity Share to a Cap Price of ₹82.00 per Equity Share, including any revisions thereof.

Term	Description
Pricing Date	The date on which our Company in consultation with the BRLMs, finalised the Offer Price being, August 31, 2026
Prospectus	This Prospectus dated August 31, 2026 for the Offer filed with the RoC after the Pricing Date in accordance with Section 26 of the Companies Act, 2013, and the SEBI ICDR Regulations containing, *inter alia*, the Offer Price, the size of the Offer and certain other information, including any addenda or corrigenda thereto
Public Offer Account	The 'no-lien' and 'non-interest bearing' bank account opened with the Public Offer Account Bank under Section 40(3) of the Companies Act, 2013, to receive monies from the Escrow Account and from the ASBA Accounts on the Designated Date
Public Offer Account Bank	Bank which is a clearing member and registered with SEBI as a banker to an issue, and with whom the Public Offer Account(s) was opened for collection of Bid Amounts from Escrow Account(s) and ASBA Accounts on the Designated Date, in this case being HDFC Bank Limited
QIB Bidders	QIBs who Bid in the Offer
QIB Category	The portion of the Offer (including the Anchor Investor Portion) being not more than 50% of the Net Offer consisting of 42,073,169* Equity Shares of face value of ₹5 each which was available for allocation to QIBs (including Anchor Investors), subject to valid Bids having been received at or above the Offer Price or Anchor Investor Offer Price (for Anchor Investors) **Subject to finalisation of rejection of Bids and Basis of Allotment*
QIBs or Qualified Institutional Buyers	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
Red Herring Prospectus or RHP	The Red Herring Prospectus, dated August 20, 2026, in accordance with Section 32 of the Companies Act, 2013, and the provisions of the SEBI ICDR Regulations, which did not have complete particulars of the price at which the Equity Shares will be Allotted and the size of the Offer, including any addenda or corrigenda thereto. The Red Herring Prospectus was filed with the RoC at least three Working Days before the Bid/Offer Opening Date and has become this Prospectus upon filing with the RoC after the Pricing Date
Refund Account	The 'no-lien' and 'non-interest bearing' account opened with the Refund Bank, from which refunds, if any, of the whole or part of the Bid Amount to Anchor Investors shall be made
Refund Bank	The Banker to the Offer with whom the Refund Account(s) has been opened, in this case being Axis Bank Limited
Registered Brokers	Stock brokers registered with SEBI under the Securities and Exchange Board of India (Stock Brokers) Regulations, 1992 and the stock exchanges having nationwide terminals, other than the Members of the Syndicate
Registrar Agreement	The agreement dated January 20, 2025 entered into between our Company, the Selling Shareholders and the Registrar to the Offer, in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer
Registrar to the Offer or Registrar	Bigshare Services Private Limited
Retail Category	Portion of the Offer being not less than 35% of the Net Offer consisting of 29,451,219* Equity Shares of face value of ₹5 each which was available for allocation to Retail Individual Investors (subject to valid Bids having been received at or above the Offer Price) **Subject to finalisation of rejection of Bids and Basis of Allotment*
Retail Individual Investors or RIIs	Individual Bidders, who had Bid for the Equity Shares for an amount which is not more than ₹200,000 in any of the bidding options in the Offer (including HUFs applying through their karta and Eligible NRI Bidders) and does not include NRIs (other than Eligible NRIs)
Revision Form	Form used by the Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their Bid cum Application Forms or any previous Revision Form(s) QIB Bidders and Non-Institutional Investors were not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Investors and Eligible Employees Bidding in the Employee Reservation Portion could revise their Bids during the Bid/ Offer Period and withdraw their Bids until the Bid/ Offer Closing Date
RTAs or Registrar and Share Transfer Agents	The registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of the SEBI RTA Master Circular, as per the list available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com), and the UPI Circulars

Term	Description
Self-Certified Syndicate Bank(s) or SCSB(s)	The banks registered with SEBI, offering services in relation to ASBA (other than through UPI Mechanism), a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 or www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 or such other website as updated from time to time, and (ii) The banks registered with SEBI, enabled for UPI Mechanism, a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as updated from time to time 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 appearing in the "list of mobile applications for using UPI in Public Issues" displayed on the SEBI website at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43. The said list shall be updated on the SEBI website from time to time
Share Escrow Agent	Escrow agent appointed pursuant to the Share Escrow Agreement, namely, Bigshare Services Private Limited
Share Escrow Agreement	The agreement dated August 20, 2026 entered into between our Company, the Selling Shareholders and the Share Escrow Agent in connection with the transfer of the Offered Shares by the Selling Shareholders and credit of such Offered Shares to the demat account of the Allottees in accordance with the Basis of Allotment
Specified Locations	Bidding Centres where the Syndicate accepted ASBA Forms from Bidders
Sponsor Banks	Bankers to the Offer registered with SEBI have been 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 UPI Mandate Request by the UPI Bidders and carry out other responsibilities, in terms of the UPI Circulars in this case being Axis Bank Limited and HDFC Bank Limited
Sub-syndicate members	The sub-syndicate members, if any, appointed by the BRLMs and the Syndicate Members, to collect ASBA Forms and Revision Forms
Syndicate Agreement	The agreement dated August 20, 2026 entered into between our Company, the Registrar to the Offer, the Selling Shareholders, the BRLMs and the Syndicate Members in relation to the procurement of Bid cum Application Forms by the Syndicate
Syndicate Member(s)	Syndicate members as defined under Regulation 2(1)(hhh) of the SEBI ICDR Regulations
Syndicate or Members of the Syndicate	Together, the BRLMs and the Syndicate Members
Underwriters	Together, the BRLMs and the Syndicate Members
Underwriting Agreement	The agreement dated August 31, 2026 to be entered into between the Underwriters, our Company and the Selling Shareholders
UPI	Unified Payments Interface, which is an instant payment mechanism, developed by NPCI
UPI Bidders	Collectively, individual investors who applied as (i) Retail Individual Investors in the Retail Category; (ii) Eligible Employees in the Employee Reservation Portion; and (iii) Non-Institutional Investors with a Bid size of up to ₹500,000 in the Non-Institutional Category bidding under the UPI Mechanism through ASBA Form(s) submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents In accordance with the SEBI ICDR Master Circular, all individual investors applying in public issues where the application amount is up to ₹500,000 were required to use UPI Mechanism and were required to 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	Collectively, SEBI RTA Master Circular (to the extent that such circulars pertain to the UPI Mechanism), SEBI ICDR Master Circular, along with the circulars issued by the Stock Exchanges in this regard, including the NSE circular number 25/2022 dated August 3, 2022, and the BSE circular number 20220803-40 dated August 3, 2022 and any subsequent circulars or notifications issued by SEBI or Stock Exchanges in this regard

Term	Description
UPI ID	ID created on Unified Payment Interface (UPI) for single-window mobile payment system developed by the National Payments Corporation of India
UPI Mandate Request	A request (intimating the UPI Bidder by way of a notification on the UPI application and by way of an SMS directing the UPI Bidder to such UPI application) to the UPI Bidder initiated by the Sponsor Bank to authorise blocking of funds equivalent to Bid Amount in the relevant ASBA Account through UPI, and subsequent debit of funds in case of Allotment
UPI Mechanism	The bidding mechanism used by UPI Bidders to make a Bid in the Offer in accordance with UPI Circulars
UPI PIN	Password to authenticate UPI transaction
Working Day	All days on which commercial banks in Mumbai, India are open for business; provided, however, with reference to (a) announcement of Price Band; and (b) Bid/ Offer Period, the expression "Working Day" shall mean all days on which commercial banks in Mumbai are open for business, excluding all Saturdays, Sundays or public holidays; and (c) with reference to the time period between the Bid/ Offer Closing Date and the listing of the Equity Shares on the Stock Exchanges, the expression 'Working Day' shall mean all trading days of Stock Exchanges, excluding Sundays and bank holidays, in terms of the circulars issued by SEBI

Conventional and General Terms or Abbreviations

Term	Description
AGM	Annual general meeting of shareholders under the Companies Act, 2013
AIF	An alternative investment fund as defined in and registered with SEBI under the SEBI AIF Regulations
Banking Regulation Act	Banking Regulation Act, 1949
BNS	Bharatiya Nagarik Suraksha Sanhita, 2023
BSE	BSE Limited
BTI Regulations	Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994
CAGR	Compounded annual growth rate
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
Client ID	Client identification number maintained with one of the Depositories in relation to the demat account
CGST Act	Central Goods and Services Tax Act, 2017, as amended
COVID-2019/ COVID-19	A public health emergency of international concern as declared by the World Health Organization on January 30, 2020 and a pandemic on March 11, 2020
CLRA	Contract Labour (Regulation and Abolition) Act, 1970
Companies Act, 1956	The erstwhile Companies Act, 1956 along with the relevant rules, regulations, clarifications, circulars and notifications issued thereunder
Companies Act, 2013	Companies Act, 2013, along with the relevant rules, regulations, clarifications, circulars and notifications issued thereunder
Consolidated FDI Policy	The Consolidated FDI Policy, effective from October 15, 2020, issued by the DPIIT, and any modifications thereto or substitutions thereof, issued from time to time
CrPC	Code of Criminal Procedure, 1973
CSR	Corporate Social Responsibility
Depositories	NSDL and CDSL
Depositories Act	The Depositories Act, 1996, read with regulations framed thereunder
DIN	Director Identification Number
DP ID	Depository Participant's Identity Number
DP or Depository Participant	A depository participant as defined under the Depositories Act
DPIIT	Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry (*formerly Department of Industrial Policy and Promotion*), GoI
EBIT	Earnings before interest and tax
EBITDA	EBITDA is calculated as the sum of (i) restated profit after tax for the year, (ii) tax expenses, (iii) depreciation and amortization expenses, and finance cost
ECLGS	Emergency credit line guarantee scheme
EPS	Earnings Per Share
FC	Family Court
FCNR Account	Foreign currency non-resident bank account established in accordance with the provisions of FEMA
FDI	Foreign direct investment
FEMA	The Foreign Exchange Management Act, 1999, read with rules and regulations thereunder

Term	Description
FEMA Non-Debt Instruments Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019 issued by the Ministry of Finance, GoI
Financial Year or FY or Fiscal or Fiscal Year	Unless states otherwise, the period of 12 months commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year
FPI(s)	Foreign portfolio investors as defined under the SEBI FPI Regulations
Fraudulent Borrower	Fraudulent borrower as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018
FVCI	Foreign venture capital investors as defined and registered under the SEBI FVCI Regulations
GECL	Guaranteed emergency credit line
GoI or Government or Central Government	The Government of India
GST	Goods and services tax
HC, Jodhpur	High Court of Rajasthan
HC, Mumbai	High Court of Bombay
HM Act	Hindu Marriage Act, 1955
HUF	Hindu undivided family
ICAI	The Institute of Chartered Accountants of India
IFRS	International Financial Reporting Standards of the International Accounting Standards Board
Income Tax Act	The Income-tax Act, 2025, read with the rules framed thereunder
Income Tax Rules	The Income-tax Rules, 1962
Ind AS	The Indian Accounting Standards prescribed under section 133 of the Companies Act, 2013, as notified under Companies (Indian Accounting Standard) Rules, 2015
Indian GAAP	Accounting standards notified under section 133 of the Companies Act, 2013, read with Companies (Accounting Standards) Rules, 2006 and the Companies (Accounts) Rules, 2014
IPC	Indian Penal Code, 1860
IPO	Initial public offering
IST	Indian Standard Time
LME	London Metal Exchange
MCA	The Ministry of Corporate Affairs, Government of India
MSME	Micro, small and medium enterprise
Mutual Funds	Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
N.A.	Not applicable
NBFC-SI	A systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations
NEFT	National electronic fund transfer
Non-Resident	A person resident outside India, as defined under FEMA and includes NRIs
NPCI	National Payments Corporation of India
NRI	A person resident outside India, who is a citizen of India or an overseas citizen of India cardholder within the meaning of section 7(A) of the Citizenship Act, 1955
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 before such date was eligible to undertake transactions pursuant to general permission granted to OCBs under FEMA. OCBs are not allowed to invest in the Offer
P/E Ratio	Price / earnings ratio
PAN	Permanent account number
PAT	Profit after tax
PBT	Profit before tax
PBT Margin	Profit before tax margin
PWDV Act	Protection of Women from Domestic Violence Act, 2005
RBI	Reserve Bank of India
Regulation S	Regulation S under the U.S. Securities Act
Resident Indian	A person resident in India, as defined under FEMA
RTGS	Real time gross settlement

Term	Description
SC	Supreme Court
SCORES	SEBI Complaints Redressal System
SCRA	The Securities Contracts (Regulation) Act, 1956
SCRR	The Securities Contracts (Regulation) Rules, 1957
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act, 1992
SEBI Act	The Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	The Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
SEBI FPI Regulations	The Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
SEBI FVCI Regulations	The Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
SEBI ICDR Master Circular	SEBI master circular number HO/49/14/14(2)2026-CFD-POD2/I/4518/2026 dated February 9, 2026
SEBI ICDR Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
SEBI Listing Regulations	The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
SEBI Merchant Bankers Regulations	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
SEBI RTA Master Circular	SEBI master circular number HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 6, 2026
SEBI SBEB SE Regulations	Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
SEBI Stock Broker Regulations	Securities and Exchange Board of India (Stock Brokers) Regulations, 2026
SEBI Takeover Regulations	The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
SEBI VCF Regulations	Erstwhile, the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996
State Government	The government of a state in India
Stock Exchanges	Together, the BSE and NSE
TAN	Tax deduction account number
Trade Marks Act	The Trade Marks Act, 1999
TReDS	Trade receivables discounting system which is an institutional mechanism established by the RBI to facilitate the financing of trade receivables for MSMEs from corporate buyers through multiple financiers. TReDS enables MSMEs to upload invoices, which are authenticated by buyers and subsequently financed by competing financiers through a transparent, digital platform. This system aims to address delayed payments, improve liquidity, and reduce the working capital constraints faced by MSMEs, while providing corporate buyers and financiers with streamlined processes and enhanced efficiency
U.S. GAAP	Generally accepted accounting principles in the United States of America
U.S. Securities Act	U.S. Securities Act of 1933, as amended
USD or $	U.S. Dollar
VCFs	Venture capital funds as defined in and registered with SEBI under the SEBI VCF Regulations and the SEBI AIF Regulations, as the case may be
WBGST Act	West Bengal Goods and Services Tax Act, 2017, as amended
Wilful Defaulter	Wilful Defaulter as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations
Year/ Calendar Year	The 12-month period ending December 31

Technical/ Industry related abbreviations

Term	Description
AAAC	All aluminium alloy conductors
AACSR	Aluminium alloy conductor steel reinforced
ACAR	Aluminium conductor alloy reinforced
ACFR	Aluminium conductor fiber reinforced
ACSR	Alloy conductor steel reinforced
BG	Bank guarantee
BoQ	Bill of quantity
CC	Cash credit
CFC	Carbon fibre core
CRISIL or CRISIL Intelligence	CRISIL Intelligence (*formerly Market Intelligence & Analytics*), a division of CRISIL Limited, appointed by our Company pursuant to an engagement letter dated September 10, 2024

Term	Description
CRISIL Report	Report titled "*Assessment of cables, conductors' industries and investments in power sector in India*" dated August 2026 prepared by CRISIL Intelligence which has been exclusively commissioned and paid for by us in connection with the Offer and is available on our Company's website at https://luminoindustries.com/industry-report/
DMS	Document management system
ECLGS	Emergency credit line guarantee scheme
EHV	Extra high voltage
EPC	Engineering, procurement and construction
ERP	Enterprise resource planning
GECL	Guaranteed emergency credit line
GTACSR	Gap type thermal-resistant aluminium alloy conductor steel reinforced
Hi-TACSR and Hi-TACSR/AW	Extra high strength–thermal resistant aluminium alloy conductor steel reinforced
HPC	High performance conductor
HTLS	High temperature low sag
HTLS ACSS	HTLS aluminium conductors steel supported
HV	High voltage
kV	Kilo volt
NFB	Non-fund based
LV	Low voltage
MQP	Manufacturing quality plan
MT	Metric tonne
MVA	Megavolt amperes
MVCC	Medium voltage cross linked cable
NABL	National accreditation board for testing and calibration laboratories
NFB	Non-fund based
OFAC	Office of foreign assets control
OHE	Overhead equipment
PGCIL	Power Grid Corporation of India
PVC	Polyvinyl chloride
SCADA	Supervisory control and data acquisition
SOP	Standard operating procedures
Sq. ft.	Square feet
STACIR and STACIR/TW	Super thermal resistant aluminium alloy conductor, aluminium clad invar reinforced
TACSR	Resistant aluminium conductor steel reinforced
TACSR and TACSR/AW	Thermal resistant aluminium conductor steel reinforced
UL Certification	Underwriter's laboratories (global safety certification) standards certification
VMS	Vehicle management system
WCL	Working capital loan
WCDL	Working capital demand loan
VMS	Vehicle management system
XLPE Compound	XLPE (cross-linked Polyethylene) compound is a specialized polymer material used primarily for insulation in electrical cables, plumbing, and various industrial applications. It is a highly durable and versatile material with superior resistance to heat, chemicals, and electrical currents, making it ideal for use in a range of industrial and electrical applications

Key operating and financial information used in this Prospectus

Term	Description
GAAP	
Revenue from Operations	Revenue from operations is used by our Company to track the revenue profile of the business and in turn helps assess the overall financial performance of our Company and size of the business
PAT	Profit after tax provides information regarding the overall profitability of the business
Non- GAAP	
Operating EBITDA	Operating EBITDA provides information regarding the operational efficiency of the business
Operating EBITDA Margin	Operating EBITDA margin is an indicator of the operational profitability and financial performance of the business
PAT Margin (%)	PAT margin is an indicator of the overall profitability and financial performance of the business
Tangible Net Worth	Tangible net worth is a fundamental financial metric that represents the difference between an entity's total equity and intangible assets
RoE (%)	RoE provides how efficiently the company generates profits from shareholders' funds
RoCE (%)	RoCE provides how efficiently the company generates earnings from the capital employed in the business

Term	Description
Asset Turnover Ratio	Asset turnover ratio means measures how efficiently a company uses its fixed assets to generate sales
Total Debt	Total debt is a financial ratio that calculates a company's total borrowings including long term as well as short term
Total Debt/ Equity	Total Debt to Equity is a financial ratio that compares a company's total debt to its tangible net worth. It measures the financial leverage and risk of a company
Total Debt/ Operating EBITDA	Total Debt / Operating EBITDA ratio measures a company's ability to pay off its debt using operating earnings before interest, taxes, depreciation, and amortization. A lower ratio indicates better financial health and lower leverage risk
Closing Order Book	Closing order book closing means the amount of Order Book is calculated as the total contract value (as per the terms of the contract / attendant documents / addendums) of all existing contracts, minus any revenue already recognized by the Company in relation to such existing contracts
Capacity (in MT)	Capacity (MT) indicates the production capability for cables and conductors

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

Certain Conventions

All references in this Prospectus to 'India' are to the Republic of India and all references herein to the "US", the "U.S.", the "U.S.A." or the "United States" are to the United States of America.

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.

Unless otherwise specified, any time mentioned in this Prospectus is in Indian Standard Time and all references to page numbers in this Prospectus are to page numbers of this Prospectus.

Financial and Other Data

Unless stated or the context requires otherwise, the financial information and financial ratios in this Prospectus are derived from our Restated Consolidated Financial Information. The Restated Consolidated Financial Information comprises the restated consolidated financial information of our Company as at and for the Fiscals 2026, 2025 and 2024, comprising the restated consolidated statement of assets and liabilities as at for the Fiscals 2026, 2025 and 2024, the restated consolidated statement of profit and loss (including restated consolidated other comprehensive income), the restated consolidated statement of changes in equity and the restated consolidated statement of cash flow for the Fiscals 2026, 2025 and 2024 and the material accounting policies, and other financial information prepared in accordance with Section 26 of Part I of Chapter III of the Companies Act, 2013, as amended, the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, as amended from time to time.

For further information of our Company's financial information, please see "***Financial Information***" on page 322.

There are significant differences between Indian GAAP, Ind AS, U.S. GAAP and IFRS. Our Company does not provide reconciliation of its financial information to IFRS or U.S. GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Prospectus and it is urged that you consult your own advisors regarding such differences and their impact on our financial data. Accordingly, the degree to which the financial information included in this Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting policies and practices, the Companies Act, 2013, Ind AS, and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting policies and practices on the financial disclosures presented in this Prospectus should, accordingly, be limited. For details, see "***Risk Factors – Significant differences exist between Ind AS and other accounting principles, such as U.S. GAAP and IFRS, which may be material to the Restated Consolidated Financial Information prepared and presented in accordance with SEBI ICDR Regulations contained in this Prospectus***" on page 86.

Our Company's Financial Year commences on April 1 of the immediately preceding calendar year and ends on March 31 of that particular calendar year. Accordingly, all references to a particular Fiscal or Financial Year are to the 12 month period commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year. Unless stated otherwise, or the context requires otherwise, all references to a "year" in this Prospectus are to a calendar year.

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

Unless the context otherwise indicates, any percentage amounts, as set forth in "***Risk Factors***", "***Our Business***" and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" on pages 20, 246 and 383, respectively, and elsewhere in this Prospectus have been calculated on the basis of amounts derived from the Restated Consolidated Financial Information.

Non-Generally Accepted Accounting Principles Financial Measures

This Prospectus contains certain non-GAAP financial measures and certain other statistical information relating to our operations and financial performance like EBITDA, PAT Margin, Return on Equity, net asset value per equity share, net worth, return on net worth and certain other statistical information relating to our operations and financial performance (together, "**Non-GAAP Measures**") that are not required by, or presented in accordance with, Ind AS, Indian GAAP, or IFRS. Further, these non-GAAP measures are not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, IFRS or U.S. 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 U.S. GAAP. We compute and disclose such non-Indian 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-Indian 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. For the risks relating to our Non-GAAP Measures, see "***Risk Factors – We have included certain Non-GAAP Measures, industry metrics and key performance indicators related to our operations and financial performance in this Prospectus that are subject to inherent measurement challenges. These Non-GAAP Measures, industry metrics and key performance indicators may not be comparable with financial, or industry-related statistical information of similar nomenclature computed and presented by other companies. Such supplemental financial and operational information is therefore of limited utility as an analytical tool for investors and there can be no assurance that there will not be any issues or such tools will be accurate going forward***" on page 73.

Industry and Market Data

Unless stated otherwise, the industry and market data used in this Prospectus has been derived from industry publications, in particular, the report titled *"Assessment of cables, conductors' industries and investments in power sector in India"* dated August 2026 ("**CRISIL Report**") prepared and issued by CRISIL Intelligence (*formerly Market Intelligence and Analytics*) ("**CRISIL**"), appointed by us on September 10, 2024 and exclusively commissioned and paid for by us in connection with the Offer. CRISIL is an independent agency which has no relationship with our Company, our Subsidiaries, our Joint Ventures, our Promoters, any of our Directors or Key Managerial Personnel, Senior Management, the BRLMs or the Selling Shareholders. For risks in relation to commissioned reports, see "***Risk Factors – Industry information included in this Prospectus has been derived from an industry report exclusively commissioned and paid for by our Company.***" on page 72.

CRISIL *vide* letter, dated August 11, 2026, has accorded their no objection and consent to use the CRISIL Report, in full or in part, in relation to the Offer. The CRISIL Report is available on the website of our Company at https://luminoindustries.com/industry-report/.

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

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

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

Industry publications generally state that the information contained in such publications has been obtained from publicly available documents from various sources. The data used in these sources may have been re-classified by us for the purposes of presentation. Data from these sources may also not be comparable. Accordingly, no investment decision should be made solely on the basis of such information. Further, industry sources and publications are also prepared based on information as of a specific date and may no longer be current or reflect current trends.

The extent to which industry and market data set forth in this Prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources. Accordingly, no investment decision should be made solely on the basis of such information. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those disclosed in "***Risk Factors – Industry information included in this Prospectus has been derived from an industry report exclusively commissioned and paid for by our Company.***" on page 72.

In accordance with the SEBI ICDR Regulations, the section "***Basis for Offer Price***" on page 156, includes information relating to our peer company and industry averages. Such information has been derived from publicly available sources. Such industry sources and publications are also prepared based on information as at specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base this information on estimates and assumptions that may prove to be incorrect.

Currency and Units of Presentation

All references to:

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

All the figures in this Prospectus have been presented in million or in whole numbers where the numbers have been too small to present in million unless stated otherwise. One million represents 10 lakhs or 1,000,000, one billion represents 1,000 million and one trillion represents 1,000 billion. Certain figures contained in this Prospectus, including financial information, have been subject to rounding adjustments. Any discrepancies in any table between the totals and the sum of the amounts listed are due to rounding off. All figures in decimals have been rounded off to two decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given, and (ii) the sum of the figures in a column or row in certain tables may not conform exactly to the total figure given for that column or row. However, figures sourced from third-party industry sources may be expressed in denominations other than million or may be rounded off to other than two decimal points in the respective sources, and such figures have been expressed in this Prospectus in such denominations or rounded-off to such number of decimal points as provided in such respective sources.

Exchange Rates

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

The following table sets forth as at the dates indicated, information with respect to the exchange rate between the Indian Rupee and other foreign currencies:

(*in ₹*)

Currency	Exchange rate as on		
	March 31, 2026	March 31, 2025	March 31, 2024
USD	94.65	85.58	83.37

Source: www.fbil.org
Note: If the reference rate is not available on a particular date due to a public holiday, exchange rates of the previous working day have been disclosed

FORWARD-LOOKING STATEMENTS

This Prospectus contains certain "forward-looking statements". All statements regarding our expected financial condition and results of operations, business, plans and prospects are forward looking statements, which may include statements with respect to our business strategy, our revenue and profitability, our goals and other such matters discussed in this Prospectus regarding matters that are not historical facts. These forward-looking statements generally can be identified by words or phrases such as "***aim***", "***anticipate***", "***believe***", "***goal***", "***expect***", "***estimate***", "***intend***", "***likely to***", "***objective***", "***plan***", "***projected***", "***should***" "***will***", "***will continue***", "***seek to***", "***will pursue***" or other words or phrases of similar import. Similarly, statements that describe our expected financial conditions, results of operations, strategies, objectives, prospects, plans or goals are also forward-looking statements. However, these are not the exclusive means of identifying forward-looking statements. All forward-looking statements whether made by us or any third parties in this Prospectus are based on our current plans, estimates, presumptions and expectations and are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

Actual results may differ materially from those suggested by the forward-looking statements due to risks or uncertainties associated with the expectations with respect to, but not limited to, regulatory changes pertaining to the industry in which our Company has businesses and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India and globally which have an impact on our business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, changes in the competitive landscape, the performance of the financial markets in India and globally, incidence of any natural calamities and/or acts of violence, changes in laws, regulations and taxes and changes in competition in our industry.

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

- Our business and revenues are substantially dependent on orders received from state-owned electricity boards (SEBs) and public sector power utilities. 53.12%, 79.89% and 85.58% of our revenue from operations in the Fiscal 2026, 2025 and 2024, respectively, is from government entities and in the event any one or more such clients were to cease to issue tenders, our business could be adversely affected;

- Revenue from our top 10 customers comprise a significant portion of our Revenue from Operations (46.52% for the Fiscal 2026, 80.33% for the Fiscal 2025 and 90.78% for the Fiscal 2024). Any adverse changes affecting their financial condition or the loss of any of these customers will have an adverse effect on our business, results of operations, financial condition and cash flows;

- The sale of cables and conductors manufactured by our Company contributes a significant portion to our Revenue from Operations (more than 60% for Fiscals 2026, Fiscals 2025 and 2024). Any adverse development in our performance in the manufacturing business could have an adverse effect on our business, cash flows, results of operation and financial position;

- Any increases or fluctuations in prices of, or delay or disruption in supply of primary raw materials could affect our estimated costs, expenditures and timelines which may have a material adverse effect on our business, financial condition, results of operations and cash flows;

- Our revenues from our EPC segment are dependent upon our ability to effectively secure contracts awarded to us through the competitive bidding route. Consequently, our results of operations and cash flows may be adversely affected or fluctuate materially periodically;

- We have high working capital requirement. If there are delays in the collection of receivables from our customers or we are unable to access suitable financing to meet working capital requirements, it could lead to material adverse effect on our business, prospects, financial condition and results of operations;

- We have had negative cash flow from operating activities in the past and may continue to have negative cash flows in the future, which could have an adverse effect on our profitability if we are required to fund this through external borrowings;

- Our continued operations at our manufacturing facilities are critical to our business and any disruption, breakdown or shutdown of our manufacturing facilities may have a material adverse effect on our business, financial condition, results of operations and cash flows;

- We will not receive any proceeds from the Offer for Sale portion and 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 Prospectus would be subject to certain compliance requirements, including prior shareholders' approval; and

- We rely on a limited number of parties for the supply of our raw material, loss of some of these suppliers may have an adverse effect on our business, results of operations and financial conditions.

For a further discussion on factors that could cause our actual results to differ from our expectations, see "***Risk Factors***", "***Our Business***" and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" on pages 20, 246 and 383, respectively.

Forward-looking statements reflect our views as of the date of this 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. Neither our Company, our Promoters, our Directors, the Selling Shareholders, the Syndicate, the Book Running Lead Managers, nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. There can be no assurance to Bidders that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, Bidders are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements to be a guarantee of our future performance.

In accordance with regulatory requirements of SEBI and as prescribed under applicable law, our Company will ensure that investors in India are informed of material developments from the date of filing of this Prospectus until the date of listing and trading approvals by the Stock Exchanges. In accordance with the requirements of SEBI and as prescribed under the applicable law, each of the Selling Shareholders will, severally and not jointly, ensure (through our Company and the BRLMs) that investors are informed of material developments in relation to the statements and undertakings specifically undertaken or confirmed by it in this Prospectus until the receipt of final listing and trading approvals for the Equity Shares pursuant to the Offer. Only statements and undertakings which are specifically confirmed or undertaken by each of the Selling Shareholders to the extent of information pertaining to it and/or its respective portion of the Offered Shares, as the case may be, in this Prospectus shall be deemed to be statements and undertakings made by such Selling Shareholder.

SECTION II – RISK FACTORS

*An investment in Equity Shares involves a high degree of risk. Potential investors should carefully consider all the information in this Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. We have described the risks and uncertainties that we believe are material, but these risks and uncertainties may not be the only risks relevant to us, our Equity Shares, or the industry in which we currently operate or propose to operate. Additional risks and uncertainties not presently known to us or that we currently believe to be immaterial may also have an adverse impact on our business, results of operations, cash flows and financial condition. If any of the following risks or a combination of risks, or other risks that are not currently known or are currently deemed immaterial, actually occur, our business, results of operations, cash flows and financial condition may be adversely affected, the trading price of our Equity Shares could decline, and investors may lose all or part of their investment. To obtain a complete understanding of our business, you should read this section in conjunction with the sections titled "**Industry Overview**", "**Our Business**", "**Restated Consolidated Financial Information**" and "**Management's Discussion and Analysis of Financial Condition and Results of Operations**" beginning on pages 180, 246, 322 and 383, respectively, of this Prospectus, as well as the other financial information contained in this 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. Potential 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 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, which may differ in certain respects from that of other countries. This Prospectus contains certain forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of various factors, including the considerations described in this section and elsewhere in this Prospectus. See "**Forward-Looking Statements**" on page 18 of this Prospectus.*

*Unless otherwise indicated or the context otherwise requires, the financial information included herein is based on or derived from our Restated Consolidated Financial Information included in this Prospectus. For further information, see "**Restated Consolidated Financial Information**" on page 322. Our financial year ends on March 31 of each year, so all references to a particular financial year or Fiscal are to the 12-month period ended March 31 of that year.*

Unless the context otherwise requires, in this section, references to "we", "us" and "our" are to Lumino Industries Limited along with its subsidiaries and its joint venture on a consolidated basis while references to "our Company" or "the Company", are to Lumino Industries Limited on a standalone basis.

*Unless otherwise indicated, industry and market data used in this section has been derived from industry publications, in particular, the report titled "Assessment of cables, conductors' industries and investments in power sector in India" dated August 2026 (the "**CRISIL Report**") prepared and issued by CRISIL Intelligence (formerly Market Intelligence & Analytics), appointed by us on September 10, 2024 and exclusively commissioned and paid for by us in connection with the Offer for the purposes of confirming our understanding of the industry, as no report is publicly available which provides a comprehensive industry analysis, particularly for our Company's products, that may be similar to the CRISIL Report. A copy of the CRISIL Report was made available on the website of our Company at https://luminoindustries.com/industry-report/and formed part of the material documents for inspection. For more information, see "**Risk Factors – Industry information included in this Prospectus has been derived from an industry report exclusively commissioned and paid for by our Company**" on page 72. Also see, "**Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation –Industry and Market Data**" on page 15.*

Internal Risk Factors

1. ***Our business and revenues are substantially dependent on orders received from state-owned electricity boards (SEBs) and public sector power utilities. 53.12%, 79.89% and 85.58% of our revenue from operations in the Fiscal 2026, 2025 and 2024, respectively, is from government entities and in the event any one or more such clients were to cease to issue tenders, our business could be adversely affected***

   A significant portion of our business and revenue from operations is dependent on orders from government entities, including EPC works related to power transmission and distribution. For the Fiscal 2026, we derived

53.12% of our revenue from operations from the tenders/orders issued by government entities. The table below sets forth the revenue generated from government projects and private projects from our business segments:

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
EPC Segment			
Revenue from Operations from government entities *(₹ in million)*	5,957.76	6,660.70	4,840.96
% of Revenue from Operations from government entities *(in %)*	29.19%	34.73%	34.40%
Revenue from Operations from non - government entities *(₹ in million)*	218.50	58.95	0.68
% of Revenue from Operations from non - government entities *(in %)*	1.07%	0.31%	0.00%
Manufacturing Segment			
Revenue from Operations from government entities *(₹ in million)*	4,883.67	8,662.03	7,203.09
% of Revenue from Operations from government entities *(in %)*	23.93%	45.16%	51.18%
Revenue from Operations from non-government entities *(₹ in million)*	9,350.81	3,798.00	2,028.41
% of Revenue from Operations from non- government entities *(in %)*	45.81%	19.80%	14.42%

Note: The percentage of Revenue from Operations have been calculated based on total of respective segmental revenue.

In the event any one or more such clients were to cease to issue tenders, our business could be adversely affected. These projects involve activities such as constructing transmission lines, grid and distribution sub-station, erecting of 400/220/132/66/33/11 kV HT and LT lines, installing and augmenting of 400/220/132/66/33/11 kV sub-station, providing household (both below and above poverty line categories) connections. Such projects are primarily awarded by government authorities, state owned electricity boards ("**SEBs**"), public sector power utilities and state water supply department. The table below sets forth the details of the projects awarded to our Company by the government authorities, SEBs, public sector power utilities, state water supply departments and private sector in the last three Fiscals:

S. No.	Project	Entity who awarded the Project [(1)]	Details of the Project	Date of the letter of award	Current status of the project (in %)	Consideration received as on the date of this Prospectus (₹ in million)	Consideration outstanding as on the date of this Prospectus (₹ in million)
1.	Rwanda Energy Access and Quality Improvement Project	Government-owned entity	Design, supply, and installation of low voltage and medium voltage lines and service connection in Ruhango, Nyanza, Huye, Gisagara, Nyamagabe, Nyaruguru districts in southern province	April 6, 2023	96.03%	833.09	99.90
2.	RDSS BANKURA (PKG 13)	West Bengal State Electricity Distribution Company Limited (SEB)	Supply of all equipment and materials (plant) contract (Contract Part I) for development of distribution infrastructure work for loss reduction under RDSS in Bankura district (within Bishnupur and Bankura division under WBSEDCL) of West Bengal for Package-13 against NIT No.: WBSEDCL/PROJECT-II/RDSS/2022-23/03e (13) dated March 30, 2023 through national competitive bidding.	July 17, 2023	72.29%	1,171.32	256.27
3.	RDSS COOCHBEHAR (PKG 19)	West Bengal State Electricity Distribution Company Limited (SEB)	Supply of (i) all equipment and materials (plant) contract (Contract Part I) and (ii) supply of installation service contract (Contract Part II) for development of distribution infrastructure work for loss reduction under RDSS in Coochbehar District (within Coochbehar, Dinhata and Mathabhanga Division under	July 17, 2023	74.81%	1,150.18	249.65

S. No.	Project	Entity who awarded the Project (1)	Details of the Project	Date of the letter of award	Current status of the project (in %)	Consideration received as on the date of this Prospectus (₹ in million)	Consideration outstanding as on the date of this Prospectus (₹ in million)
			WBSEDCL) of West Bengal on for Package-19 against NIT No.: WBSEDCL/PROJECT-II/RDSS/2022-23/03e (19) dated March 30, 2023 through national competitive bidding.				
4.	RDSS KHARAGPUR (PKG 08)	West Bengal State Electricity Distribution Company Limited (SEB)	Supply of (i) all equipment and materials (plant) contract (Contract Part I) and (ii) supply of installation services contract (Contract Part II) for development of distribution infrastructure work for loss reduction under RDSS in Paschim Midnapur District (within Kharagpur Division under WBSEDCL) of West Bengal for Package-08 against NIT No.: WBSEDCL/PROJECT-II/RDSS/2022-23/03e (8) dated March 30, 2023 through national competitive bidding.	July 17, 2023	99.80%	933.93	150.01
5.	RDSS KHATRA (PKG 14)	West Bengal State Electricity Distribution Company Limited (SEB)	Supply of (i) all equipments and materials (plant) contract (Contract Part I) and (ii) supply of installation services contract (Contract Part II) for development of distribution infrastructure work for loss reduction under RDSS in Bankura District (within Khatra division under WBSEDCL) of West Bengal for Package-14 against NIT No.: WBSEDCL/PROJECT-II/RDSS/2022-23/03(e) dated March 30, 2023 through national competitive bidding.	July 17, 2023	55.13%	520.45	164.89
6.	RDSS PURULIA (PKG 15)	West Bengal State Electricity Distribution Company Limited (SEB)	Supply of (i) all equipments and materials (plant) contract (Contract Part I) and (ii) supply of installation services contract (Contract Part II) for development of distribution infrastructure work for loss reduction under RDSS in Purulia District (within Raghunathpur and Purulia division under WBSEDCL) of West Bengal for Package-15 against NIT No.: WBSEDCL/PROJECT-II/RDSS/2022-23/03(e) dated March 30, 2023 through national competitive bidding	July 17, 2023	69.05%	755.33	173.57
7.	PHED BIRBHUM (WATER)	Private	Construction of different capacity RCC OHRs each with 20.0 metre with staging height and different works including laying of distribution system, providing FHTCs and construction of switch rooms at Khayrasole Block under Birbhum division (PHED) on back to back basis as per terms and conditions set out by Public Health Engineering Directorate (PHED)	December 1, 2023	45.41%	22.44	174.66

S. No.	Project	Entity who awarded the Project [(1)]	Details of the Project	Date of the letter of award	Current status of the project (in %)	Consideration received as on the date of this Prospectus (₹ in million)	Consideration outstanding as on the date of this Prospectus (₹ in million)
			Government of West Bengal as per Memo No. 4123/BHM date October 17, 2023				
8.	Solar - O&M	West Bengal State Electricity Distribution Company Limited (SEB)	Three (03) years comprehensive operation and maintenance of (i) Salboni and (ii) Khemauli [Patni] 10MW (AC) ground mounted solar PV plant installed at Paschim Midnapore district of West Bengal.	July 16, 2024	51.00%	55.94	3.04
			Three (03) years comprehensive operation and maintenance of 10MW Teesta canal bank solar PV power plant installed in Uttar Dinajpur district of West Bengal	July 24, 2024			
			Three (03) years comprehensive operation and maintenance of 10MW solar PV power plant at canal top on TCFHP Tail Race Canal at Uttar Dinajpur district of West Bengal	November 11, 2024			
9.	11KV UG-PATAN	SEB	Site survey, designing, engineering, procurement, supply, loading, transportation, unloading, insurance, delivery at site, handling, storage, installation, testing, commissioning including documentation of all items/material required to complete work for turnkey based contract for conversion of existing 11 Kv HT line network into underground cable network with ring main system at Patan City 1 Sdn of Patan division of Mehsana circle under UGVCL with GIS mapping / Geo Urja mapping (developed by GUVNL) and asset tagging	September 3, 2024	99.70%	854.54	82.07
10.	RDSS-DEOGHAR	SEB	Supply of plant contract (Contract Part I) and installation services contract (Contract Part II) for Revamped Distribution Sector Scheme (RDSS) for development of distribution infrastructure works in Electric Supply Circle Deoghar (comprising Electric Supply Division Deoghar, Madhupur and Godda) of Jharkhand state under loss reduction works against NIT No. 285/PR/JBVNL/2023-24 invited through National Competitive Bidding (Project funding: GoI grant and counterpart funding by state government of Jharkhand)	October 4, 2024	78.70%	1,644.88	582.16
11.	GSS-JAWALI (220KV)	SEB	Construction of 220/132 KV, 1x160 MVA and 132/33 KV, 1x50 MVA GSS at Jawali [Distt. – Alwar] with associated 2x220 KV bays at 400 KV GSS Kumher and 33 KV, 5.43 MVAR capacitor bank at Jawali in Rajasthan including supply of all equipment's/materials. erection (including civil works), testing and	03 January 2025	46.23%	155.43	88.84

S. No.	Project	Entity who awarded the Project [(1)]	Details of the Project	Date of the letter of award	Current status of the project (in %)	Consideration received as on the date of this Prospectus (₹ in million)	Consideration outstanding as on the date of this Prospectus (₹ in million)
			commissioning (on a turnkey basis) against specification no. RVPN/EHV/BN-9018002415.				
12.	GSS-SUMERPUR (220KV)	SEB	Construction of 220/132kV,1x160 MVA GSS at Sumerpur (Upgradation) (Distt. Pali) in Rajasthan including survey, supply of all equipment/material, erection (including civil works), testing and commissioning (turnkey projects) against specification No-RVPN/EHV/BN-9018002417	January 03, 2025	51.51%	138.74	102.23
13.	GSS-BAYANA (220KV)	EHV Substation	Construction of 220/132 KV,1x160 MVA, 132/33 KV, 1x3.15 MVA GSS at Bayana (Seemramati)(Distt. Bharatpur) and 33KV 5.43 MVAR capacitor bank in Rajasthan including supply of all equipments/material, erection (including civil works), testing and commissioning (turnkey projects) against specification No-RVPN/EHV/BN-9018002413	January 09, 2025	46.88%	136.58	67.45
14.	GSS-BHANWATA (220KV)	SEB	Construction of 220/132kV, 1x160 MVA, 132/33kV, 50MVA GSS at Bhanwata (Bandikui) (Distt. Dausa) and 33KV 5.43 MVAR capacitor bank alongwith associated 2 x 132KV bays at existing 132KV GSS Sikandara in Rajasthan including supply of all equipment's/materials, erection (including civil works), testing and commissioning (turnkey projects0 against specification No-RVPN/EHV/BN-9018002420	January 10, 2025	55.71%	182.45	139.13
15.	GSS-ADHI (220KV)	SEB	Construction of 220/132kV, 1x160 MVA GSS at Andhi (upgradation) (Distt. Jaipur) along with associated 132kV bays (02Nos.) at existing 132kV GSS Chordi in Rajasthan including supply of all equipments/material, erection (incl. civil works), testing and commissioning against specification no-RVPN/EHV/BN-9018002421	January 10, 2025	48.98%	83.84	95.38
16.	TL - JAWALI	SEB	Construction of various transmission elements (02 no. 220 kV and 01 no. 132 kV transmission lines) for proposed 220 kV GSS Jawali [Distt. Alwar] including survey, supply of all equipments/materials, erection (including civil works), testing and commissioning (on turnkey basis) against specification no. RVPN/EHV/BN-9018002416	January 10, 2025	74.76%	203.91	73.48
17.	GSS-DEOGARH-RAJ (220KV)	SEB	Construction of 220/132kV,1x160 MVA and 132/33KV,1x3.15MVat 220KV GSS at Deoghar (Distt. Rajsamand) and 33KV capacitor bank along with associated bays including survey, supply of all	January 20, 2025	43.94%	155.40	63.53

S. No.	Project	Entity who awarded the Project [1]	Details of the Project	Date of the letter of award	Current status of the project (in %)	Consideration received as on the date of this Prospectus (₹ in million)	Consideration outstanding as on the date of this Prospectus (₹ in million)
			equipments/materials, erection (incl. civil works), testing & commissioning (turnkey project) against specification no- RVPN/EHV/BN-9019002432				
18.	BHAGALPUR NEW 33KV LINE	SEB	Supply of plant contract (Contract Part I) and erection of plant contract (Contract Part II) for turnkey Contract for Construction of 16 nos of new 33 KV Lines by Wolf Conductor and UG Cable at Bhagalpur circle under SBPDCL from different GSS/PSS to different PSSs and 33 KV bay with all associated works under SBPDCL	March 4, 2025	100.00%	365.79	143.16
19.	UPJN MUZAFFAR NAGAR (WATER)	State water supply department	Survey, design, DPR preparation, procurement and construction to ensure the full functionality of defunct, partial operative rural water supply schemes, including 1 month trial run and comprehensive operations and maintenance for 120 months for fully functional schemes for Saharanpur circle (distt. Muzaffar Nagar).	March 4, 2025	4.85%	106.49	10.01
20.	UPJN BALRAMPUR (WATER)	State water supply department	Survey, design, DPR preparation, procurement and construction to ensure the full functionality of defunct, partial operative rural water supply schemes, including 1 month trial run and comprehensive operations and maintenance for 120 months for fully functional schemes for Gonda Circle (Distt. Balrampur)	March 4, 2025	5.23%	41.63	0.02
21.	33/11kV GIS/AIS – SBPDCL	SEB	Supply of plant contract (Contract Part I) and erection of plant contract (Contract Part II) for turnkey Contract for Construction of 02 nos of 2x10 MVA, 33/11 kV new GIS Power sub-stations along with associated 33 KV and 11 KV lines and 05 nos. of conventional PSS along with associated 33KV and 11 KV lines.	March 11, 2025	61.35%	407.72	283.83
22.	132/33KV AIS - AEGCL	SEB	Construction of 132/33 KV, 2x50 MVA AIS at Serfanguri and Dhing along with associated transmission lines (hereinafter called "PKG:P-II-D")	March 11, 2025	0.00%	150.25	(150.25)
23.	GSS-UDAIPUR (400KV)	SEB	Construction of 400/220 KV, 2x500 MVA GSS at Udaipur along with 420 kV, 125 MVAR bus reactor; 420 KV, 2x50 MVAR switchable line reactors at 400KV GSS Udaipur (proposed) in Rajasthan as new capital work including survey, supply of all equipment's/materials (except transformer and reactor), erection (including civil works), testing and commissioning (turnkey project) against specification no.	March 20, 2025	12.32%	277.21	(28.69)

S. No.	Project	Entity who awarded the Project [1]	Details of the Project	Date of the letter of award	Current status of the project (in %)	Consideration received as on the date of this Prospectus (₹ in million)	Consideration outstanding as on the date of this Prospectus (₹ in million)
			RVPN/KfW/NCB-1/BN-9019002411				
24.	RDSS VARANASI (FS)	SEB	Supply of plant contract (Contract Part I) and erection of plant contract (Contract Part II) for work of new 11KV line works, new distribution transformer, new three phase LT line AB cable line, control room extension work, DTR shifting, 11KV railway crossing and 11KV national highway/state highway crossing etc. for the development of distribution infrastructure for agriculture segregation in Mau, Jaunpur & Fatehpur of PuVVNL under Revamped reforms based and result linked distribution Sector scheme on Turnkey Basis	April 7, 2025	93.81%	238.76	452.11
25.	SOLAR 10MW - GANGAPUR	SEB	Supply of equipment and materials including design and engineering, manufacture / procurement, supply, installation, testing and commissioning for setting up 10 MW (AC) with installing DC capacity of 12 MWP ground mounted solar PV plant at Gangapur-I under Rajnagar Block of Birbhum, District in the state of West Bengal."	June 4, 2025	76.65%	286.34	216.40
26.	5MW FLOATING SOLAR (PURULIA)	SEB	Supply of equipment and materials including design and engineering, manufacture / procurement, supply, installation, testing and commissioning for setting up 05 MW (AC) [minimum 06 MW DC capacity] of floating solar photovoltaic power plant at PPSP Upper Dam, Purulia Pump Storage Project Site, Baghmundi, Purulia, West Bengal	June 16, 2025	44.69%	91.79	61.75
27.	SBPDCL/33KV RC/NIT-31	SEB	Supply of plant contract (Contract Part I) and erection of plant contract (Contract Part II) for turnkey Contract for Re-conductoring of 33 KV Lines by Wolf Conductor & UG Cable at different locations under SBPDCL from different GSS/PSS to different PSSs under with all associated works under SBPDCL	July 2, 2025	74.64%	473.45	270.54
28.	NBPDCL_NIT 41_Motihari	SEB	Supply of plant contract (Contract Part I) and erection of plant contract (Contract Part II) for turnkey contract for construction of 10 Nos 2x10 MVA 33/11kV new power substation, 33 & 11KV lines, bay extension and other associated works under Motihari Electric Supply Circles of NBPDCL under Redevelopment Distribution Sector Scheme against NIT No-41/PR/NBPDCL/2025	July 21, 2025	25.95%	162.74	179.13

S. No.	Project	Entity who awarded the Project [(1)]	Details of the Project	Date of the letter of award	Current status of the project (in %)	Consideration received as on the date of this Prospectus (₹ in million)	Consideration outstanding as on the date of this Prospectus (₹ in million)
29.	NBPDCL_ NIT 42_Begusarai	SEB	Supply of plant contract (Contract Part I) and installation services contract (Contract Part II) for turnkey contract for construction of 7 nos 2x10 MVA 33/11kV New Power Sub Station,33 & 11KV lines, bay extension and other associated works under Samastipur and Begusarai electric supply circles of NBPDCL under Redevelopment Distribution Sector Scheme against NIT No-42/PR/NBPDCL/2025	July 21, 2025	19.90%	200.64	51.31
30.	PGVCL SURENDRANAGAR (PKG 17)	SEB	Supply, Installation, Testing and Commissioning of 11 KV Medium Voltage Covered Conductor (MVCC) with its accessories and allied items in 11KV feeder of Surendrangar Circle of PGVCL under System Improvement (SI) Scheme.	30 August 2025	69.74%	175.14	434.16
31.	PGVCL ANJAR (PKG 19)	SEB	Supply, Installation, Testing and Commissioning of 11 KV Medium Voltage Covered Conductor (MVCC) with its accessories and allied items in 11KV feeder of Anjar Circle of PGVCL under System Improvement (SI) Scheme.	01 September 2025	61.04%	206.46	561.95
32.	PGVCL JAMNAGAR (PKG 16)	SEB	Supply, Installation, Testing and Commissioning of 11 KV Medium Voltage Covered Conductor (MVCC) with its accessories and allied items in 11KV feeder of Jamnagar Circle of PGVCL under System Improvement (SI) Scheme.	01 September 2025	47.58%	217.84	175.28
33.	RDSS_BHILWARA	SEB	Devolopment of distribution infrastructure for segregation of 11kV mixed feeder at Bhiwara Circle of Ajmer Discom of Rajasthan State under RDSS on turnkey basis against RFP AVVNL/RDSS-FS/BHL/TN-157	07 October 2025	53.32%	660.13	299.63
34.	APDCL/PSS/PKG-37	Assam Power Distribution Company Limited (SEB)	Construction of New 33/11kV Sub-Stations, Construction of 33kv and 11kv Line,33kV Terminal Equipments & 33kv & 11kv Crossings for Railway, Highway, River in different parts of state of Assam on Turnkey Basis (Package-37) and Tender Reference No-APDCL/DSELR/NSS-ROA/01	14 October 2025	29.48%	163.70	8.38
35.	KMDA KATWA (WATER)	State development authority	Development of interception and diversion network and STP with wastewater treatment facility on a "Design Build-Operation-Transfer" (DBOT) model for Katwa Municipal area in Purba Burdwan district, West Bengal with 15 (fifteen) years operation and maintenance period under Namami Gange Programme.	05 December 2025	10.04%	54.40	13.63

S. No.	Project	Entity who awarded the Project [(1)]	Details of the Project	Date of the letter of award	Current status of the project (in %)	Consideration received as on the date of this Prospectus (₹ in million)	Consideration outstanding as on the date of this Prospectus (₹ in million)
36.	GSS-KANKANI (400KV)	SEB	Construction of following transmission elements including survey, supply of all equipment's/materials, erection (including civil works), testing and commissioning for M/S Delhi - Mumbai Industrial Corridor Jaipur (JPMIA) Phase-A on deposit work (Turnkey Project) against specification no. RVPN/EHV/BN-90018002532: 02 NOS 220KV bays at 400KV GSS KANKANI as deposit work of M/S JPMIA (12 km) and augmentation of 400/220KV, 500MVA transformer at 400KV GSS Kankani under the deposit work of M/s JPMIA (Ownership with RVPN)	December 18, 2025	0.00%	-	-
37.	JUSNL_TL	SEB	Contract for design, engineering, supply of materials/equipments, erection, testing and commissioning of 132KV DC Maithon-Binod Bihari Chowk Transmission Line(58KM) on turnkey basis	December 31, 2025	0.00%	-	-
38.	Kerela-SS (AGC & RGC)	SEB	Supply of goods contract for construction of 220KV GIS substation at Nirmala city, 110KV GIS substation at Pushpakandam and 110KV AIS Bay works at Nedumkandam and Vazhathope under Ramakkalmedu Green Corridor Package approved under GEC-II scheme of GOI, having MNRE grant and co-financed by KfW	March 13, 2026	0.00%	305.52	(305.52)

[(1)] *The names of the entities who awarded the projects from whom consents have been received to disclose their names have been included.*

The table below sets forth our geographical presence in India, as on the date of this Prospectus:

S. No.	Geographical Zone	No. of projects awarded	Percentage of projects awarded
1.	North	-	-
2.	East	19	50.00%
3.	Central	3	7.89%
4.	West	14	36.84%
5.	South	1	2.64%
6.	Outside India	1	2.63%

The table below sets forth our Revenue from Operations generated from orders received from the government and government-controlled entities for Fiscals 2026, 2025 and 2024, expressed in both absolute terms and as a percentage of our total Revenue from Operations:

(₹ in million, except percentages)

Period	Revenue from Contracts from the government and government-controlled entities	As a % of Revenue from Operations
Fiscal 2026	10,841.43	53.12%
Fiscal 2025	15,322.73	79.89%
Fiscal 2024	12,044.05	85.58%

Our Revenue from Operations from EPC projects decreased from 34.40% in Fiscal 2024 and 35.04% in Fiscal 2025 to 30.26% in Fiscal 2026. The increase in Fiscal 2025 was primarily on account of higher execution of power transmission and distribution projects, supported by a larger order book carried into the year. The decrease in Fiscal 2026 was primarily on account of lower execution of power transmission and distribution projects, as we bid selectively for such projects and increased our focus on EHV substation projects. Any loss or reduction in revenue from the EPC projects whether due to the termination of existing projects, inability to meet quality or customization requirements, disputes with customers, or adverse changes in the customers' financial conditions, such as bankruptcy or liquidation or other financial hardship could have a material adverse effect on our business, results of operations, financial condition and cash flows. While the revenue generated from our EPC projects has grown steadily, we cannot assure you that we will be able to ensure the growth in revenue.

Our ability to negotiate the contract terms with the government entities is limited. Since contracts with government entities typically follow a standard format, the clauses included are also standard and often challenging to negotiate. To secure projects, we may have to accept terms, which may not always be favorable to us. If our contract terminates, we would typically receive payments for works completed prior to the date of termination, however, no further amount on unexecuted work would be payable to us by our customers. This could result in the resources allocated by us towards terminated project being rendered idle until such assets are reassigned to another project or, in some cases, being rendered permanently redundant. Although there have been no instances of termination of our contracts with customers in Fiscals 2026, 2025 and 2024, we cannot assure you that such occurrences will not happen in the future which may have an impact on our business and financial conditions.

Further, we cannot assure you that the government will continue to prioritize the sectors in which we operate. In the event of adverse changes in budgetary allocations or government policies, our business prospects and our financial performance may be adversely affected. Contracts with government institutions and public sector undertakings are also subject to extensive internal processes, policy changes, and insufficiency of funds which may lead to fewer available contracts for bidding, extended gaps between bid invitations and contract awards, or fewer overall bids. Certain terms of such contracts, such as pricing terms, contract period, use of sub-contractors and ability to transfer receivables under the contract or make appropriate adjustments as a result of changes in the tax regime, are typically less flexible than those with private companies. In the event any one or more such clients were to cease to issue tenders, our business could be adversely affected.

2. ***Revenue from our top 10 customers comprise a significant portion of our Revenue from Operations (46.52% for the Fiscal 2026, 80.33% for the Fiscal 2025 and 90.78% for the Fiscal 2024). Any adverse changes affecting their financial condition or the loss of any of these customers will have an adverse effect on our business, results of operations, financial condition and cash flows***

We derive a significant portion of our Revenue from Operations from our top ten customers which are state and central government authorities and thus we are majorly dependent on these state and central government authorities.

For Fiscal 2026, the contribution of our top 10 customers to our Revenue from Operations is as follows:

S. No.	Name of the top 10 customers	Amount (₹ in million)	Percentage of the Revenue from Operations (%)
1.	West Bengal State Electricity Distribution Company Limited	1,494.08	7.32%
2.	Customer-2[(1)]	1,301.29	6.37%
3.	Kashmir Power Distribution Corporation Limited	952.63	4.67%
4.	Customer-4[(1)]	920.44	4.51%
5.	Purvanchal Vidyut Vitran Nigam Limited	913.44	4.47%
6.	Customer-6[(1)]	856.35	4.19%
7.	Skipper Limited	845.80	4.14%
8.	Customer-8[(1)]	765.71	3.75%
9.	Customer-9[(1)]	734.11	3.60%
10.	Customer-10[(1)]	713.87	3.50%
	Total	**9,497.74**	**46.52%**

(1) *The names of our top 2nd, 4th, 6th, 8th, 9th and 10th customers have not been included in this Prospectus due to non-receipt of consents from such customers to disclose their names.*

For Fiscal 2025, the contribution of our top 10 customers to our Revenue from Operations is as follows:

S. No.	Name of the top 10 customers	Amount (₹ in million)	Percentage of the Revenue from Operations (%)
1.	Customer-1[(1)]	4,459.74	23.25%
2.	West Bengal State Electricity Distribution Company Limited	3,490.18	18.20%
3.	Purvanchal Vidyut Vitran Nigam Limited	2,537.57	13.23%
4.	Customer-4[(1)]	1,638.25	8.54%
5.	Assam Power Distribution Company Limited	1,083.43	5.65%
6.	Customer-6[(1)]	694.35	3.62%
7.	Kashmir Power Distribution Corporation Limited	594.32	3.10%
8.	Uttar Gujarat Vij Company Limited	373.19	1.95%
9.	Customer-9[(1)]	277.51	1.45%
10.	Customer-10[(1)]	259.02	1.35%
	Total	**15,407.56**	**80.33%**

[(1)] *The names of our top 1st, 4th, 6th, 9th and 10th customers have not been included in this Prospectus due to non-receipt of consents from such customers to disclose their names.*

For the Fiscal 2024, the contribution of our top 10 customers to our Revenue from Operations is as follows:

S. No.	Name of the top 10 customers	Amount (₹ in million)	Percentage of the Revenue from Operations (%)
1.	Customer-1[(1)]	4,143.97	29.45%
2.	Purvanchal Vidyut Vitran Nigam Limited	2,995.16	21.28%
3.	Assam Power Distribution Company Limited	1,823.35	12.96%
4.	West Bengal State Electricity Distribution Company Limited	1,344.81	9.55%
5.	Customer-5[(1)]	1,036.42	7.36%
6.	Kashmir Power Distribution Corporation Limited	433.26	3.08%
7.	Ganpati Electricals	342.84	2.44%
8.	Customer-8[(1)]	267.38	1.90%
9.	K.G.N Electricals	217.59	1.55%
10.	Kalpataru Projects International Limited	171.37	1.22%
	Total	**12,776.14**	**90.78%**

[(1)] *The names of our top 1st, 5th and 8th customers have not been included in this Prospectus due to non-receipt of consents from such customers to disclose their names.*

We cannot assure you that we will be able to maintain or increase business from these customers. While we have not faced any instances of complaints or cancellation/termination of contracts from our top 10 customers during the Fiscals 2026, 2025 and 2024, any such cancellation/termination or failure by us to retain these top 10 customers in the future may have an adverse effect on our business, results of operations, financial condition and cash flows. In addition, any factors or events which adversely affect the business or operations of our key customers could in turn adversely affect our business, if our sale of products to these customers decrease.

3. ***The sale of cables and conductors manufactured by our Company contributes a significant portion to our Revenue from Operations (more than 60% for Fiscals 2026, Fiscals 2025 and 2024). Any adverse development in our performance in the manufacturing business could have an adverse effect on our business, cash flows, results of operation and financial position***

We operate through two business segments, namely (i) manufacturing and (ii) EPC. The manufacturing segment consists of three business lines, namely (a) aluminium conductors, (b) power cables, (c) electrical wires; and the EPC segment consists of six business lines, namely (a) power transmission and distribution, (b) EHV substation, (c) re-conductoring with HTLS conductors, (d) railway electrification, (e) solar power projects, and (f) water management projects.

The following table sets forth certain information relating to the Total Revenue from Operations from the business segments for the periods indicated:

(₹ in million)

Business segment and business lines	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Amount (₹ million)	Percentage of Revenue from Operations (%)	Amount (₹ million)	Percentage of Revenue from Operations (%)	Amount (₹ million)	Percentage of Revenue from Operations (%)
Aluminium conductors	7,350.65	36.01	4,753.20	24.78	2,380.01	16.92
Power cables	6,340.31	31.06	6,956.07	36.27	5,988.30	42.55
Electrical wire	438.60	2.15	293.53	1.53	188.40	1.34
Others	104.92	0.51	457.23	2.38	674.80	4.79
Revenue from Operations from Manufacturing segment (A)	**14,234.48**	**69.74**	**12,460.03**	**64.96**	**9,231.51**	**65.60**
Power transmission and distribution	4,522.17	22.17	6,206.43	32.37	4,429.29	31.47
EHV substation	909.77	4.46	0.48	-	21.78	0.15
Re-conductoring with HTLS conductors	-	-	0.73	-	-	-
Railway electrification	-	-	0.48	-	-	-
Solar power projects	582.13	2.85	458.56	2.39	390.57	2.78
Water management projects	162.18	0.79	52.97	0.28	-	-
Revenue from Operations from EPC segment (B)	**6,176.25**	**30.26**	**6,719.65**	**35.04**	**4,841.64**	**34.40**
Revenue from Operations (C = A+B)	**20,410.73**	**100.00**	**19,179.68**	**100.00**	**14,073.15**	**100.00**

The manufacturing segment supplies products for captive consumption in the EPC projects executed by us. The integration of our business segments ensures captive consumption of a substantial portion of our products and helps us in ensuring stable and predictable sales, while also streamlining production planning and reducing inventory risks. Similarly, by manufacturing critical products and components in-house, we have developed a reliable and uninterrupted supply chain for our EPC projects. In the event our manufacturing operations are disrupted, it would also affect the EPC segment. Similarly, if we are unable to obtain EPC projects, the cash flows from the manufacturing segment will be adversely affected.

For the Fiscals 2026, 2025, and 2024, respectively, our Revenue from Operations from the Manufacturing segment (i.e. revenue from sale of conductors and cables) has contributed to 69.74%, 64.96% and 65.60% of our Revenue from Operations. The Revenue from Operations from the Manufacturing segment (i.e. revenue from sale of conductors and cables) increased by ₹1,774.45 million or 14.24%, from ₹12,460.03 million in Fiscal 2025 to ₹14,234.48 million in Fiscal 2026 and by ₹3,228.52 million or 34.97% from ₹9,231.51 million in Fiscal 2024 to ₹12,460.03 million in Fiscal 2025. The increase in Fiscal 2025 was primarily on account of higher order volumes for the supply of our manufactured products, both through direct sales to customers and as part of our EPC contracts. The further increase in Fiscal 2026 was primarily on account of higher realisations on our products, reflecting an increase in the prices of key raw materials, which resulted in a corresponding increase in our average selling prices during the year. However, if demand for cables and conductors in India decreases in the future, our business, results of operations, financial condition, cash flows and prospects may be materially and adversely affected.

The cables and conductors market is dependent primarily on governments planned expenditure on building new transmission and distribution networks or upgrading existing transmission and distribution networks. Accordingly, our cables and conductors business may be affected by a reduction in budgetary allocation in transmission and distribution networks or cancellation or interruption of transmission and distribution related projects. Any decrease in revenue or margins from our cables and conductors business, including due to the abovementioned factors, may also have an adverse effect on our business, cash flows, results of operation and financial position.

4. ***Any increases or fluctuations in prices of, or delay or disruption in supply of primary raw materials could affect our estimated costs, expenditures and timelines which may have a material adverse effect on our business, financial condition, results of operations and cash flows***

Our operations are dependent upon the prices and availability of the primary raw materials that we require for the production of our aluminium conductors, power cables and electrical wires. The primary raw materials used by the manufacturing segment of our business are aluminium, steel, copper, XLPE Compound and PVC compound. The following table sets forth certain information relating to the total cost of the raw materials for the periods indicated:

(₹ in million, except percentages)

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Cost of Materials Consumed	15,778.35	14,652.23	10,914.82
Total Expenses	18,845.43	17,773.71	13,086.72
Cost of materials consumed as a percentage of total expenses (%)	83.73%	82.44%	83.40%

Note: Comprises cost of materials consumed plus increase/(decrease) in inventories plus erection, sub-contracting and other project expenses

(₹ in million, except percentages)

Raw Material	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Cost of the raw material consumed	As a % of total cost of material consumed	Cost of the raw material consumed	As a % of total cost of material consumed	Cost of the raw material consumed	As a % of total cost of material consumed
Aluminium	9,518.68	83.25%	8,714.52	82.84%	6,358.10	82.50%
Copper	848.47	7.42%	598.49	5.69%	512.45	6.65%
XLPE Compound	487.70	4.27%	572.69	5.44%	452.21	5.87%
PVC compound	101.71	0.89%	85.04	0.81%	81.32	1.06%
Steel	476.99	4.17%	549.56	5.22%	302.58	3.93%
Total	**11,433.55**	**100.00%**	**10,520.30**	**100.00%**	**7,706.66**	**100.00%**

In the past, we have experienced cost fluctuations for the raw materials on account of changes in prices on various commodity stock exchanges, amongst other factors. To address these price fluctuations of the raw materials, we mitigate the risk and potential losses by constantly monitoring the price exposure of commodities and implement hedging strategies tailored to volume, tenure and the choice of hedging instruments. While we have generally been able to pass on cost increases to our customers, there is no assurance that we will be able to do so in the future. If we are unable to pass on cost increases to our customers or are unsuccessful in managing the effects of raw material price fluctuations, which could materially and adversely affect our business, financial condition, results of operations and cash flow.

In addition, in recent times, geopolitical tensions and conflicts, particularly in the Middle East, have contributed to volatility in global energy and commodity markets and disruptions in international supply chains. Such events have resulted, and may continue to result in, increased prices of petrochemical-based raw materials, including PVC and XLPE Compounds, as well as higher procurement costs for metals such as aluminium and copper due to increased freight, insurance and logistics costs, uncertainty in shipping routes and broader commodity market volatility. Any sustained increase in the prices of our raw materials or disruptions in their availability, including as a result of geopolitical events, may increase our cost of production. If we are unable to procure raw materials on commercially reasonable terms or pass on such increases to our customers, our business, financial condition, results of operations and cash flows could be materially and adversely affected. For further details, see "***Management's Discussion and Analysis of Financial Condition and Results of Operations – Significant Factors Affecting Our Results of Operations and Financial Condition***" on page 387.

The prices and supply of these raw materials are also affected by various factors such as general economic conditions, changes in crude oil prices, global and domestic demand-supply dynamics, competition, production costs and levels, transportation costs, production capacity constraints, infrastructure disruptions, regulatory changes, government policies, labour unrest, indirect taxes, tariffs and currency exchange rates and other macroeconomic conditions among others. Further, as we source our raw materials from third parties, our supply chain may face disruption due to factors beyond our control such as inadequate transportation infrastructure, inclement weather and road accidents.

Aluminium prices in India are majorly governed by global markets. Although substantial portion of our manufacturing unit are being procured from the Indian manufacturers, any fluctuations in price of aluminium in global markets or any disturbance in our relationship with the exporting countries could adversely affect the prices at which we source aluminium for our manufacturing unit. Similarly, while we source other raw materials we require for manufacturing primarily from within India, a certain portion is also imported from other countries. Any change in the dynamics of our relationship with the exporting countries could affect the price we pay for the raw materials.

We source raw materials through short-term contracts and annual contracts with our suppliers, exposing us to fluctuations in materials prices. As of March 31, 2026, we maintained a base of 68 suppliers with whom we have entered into short-term contracts, and a supplier base of two suppliers with whom we have entered into annual contracts. In the event of an increase in raw materials prices, there can be no guarantee that we will be able to pass such cost increases on to our customers. Any increase in the cost of production inputs could lead to higher product prices, which may materially and adversely reduce the demand for our products, and thus, negatively impact our operating results.

We typically maintain approximately 39 to 56 days of inventory for primary raw materials, but we have experienced instances of occasional shortage of raw materials. During such shortages, we may be unable to manufacture our products in accordance with pre-determined timelines, estimated costs, or at all, which could adversely affect our business, results of operations, cash flows and reputation. While the instances of past shortages did not have any material effect on our business operations, we cannot assure you that the future shortages will be mitigated without adversely impacting our operations and financial performance.

5. ***Our revenues from our EPC segment are dependent upon our ability to effectively secure contracts awarded to us through the competitive bidding route. Consequently, our results of operations and cash flows may be adversely affected or fluctuate materially periodically***

The power transmission and distribution market is highly competitive. Pursuant to the National Tariff Policy, 2006 (the "**Tariff Policy**"), all future inter-state transmission systems ("**ISTS**") and intra-state transmission systems ("**InSTS**") are ordinarily required to be developed pursuant to a competitive bidding process.

Participation in transmission or distribution projects, typically requires the bidder to meet certain qualification conditions based on several criteria, including similar experience, technical capacity and performance, financial strength and size of previous contracts for similar projects. For details of the projects awarded to our Company, see section "***Our business and revenues are substantially dependent on orders received from state-owned electricity boards (SEBs) and public sector power utilities. 53.12%, 79.89% and 85.58% of our revenue from operations in the Fiscal 2026, 2025 and 2024, respectively, is from government entities and in the event any one or more such clients were to cease to issue tenders, our business could be adversely affected***" on page 20. Our Company has made multiple bids during the Fiscals 2026, 2025 and 2024. The table below sets forth the details of EPC projects awarded and their value against these bids:

Particulars	**Fiscal 2026**	**Fiscal 2025**	**Fiscal 2024**
Number of bids made	121	73	38
Number of projects awarded	17	14	5
Value of projects awarded (*₹ in million*)	25,451.10	12,124.70	8,065.76

In some cases, bid rules may restrict eligibility to specific technologies, which can disqualify us from projects where we do not meet such criteria. Our inability to meet applicable pre-qualification criteria may limit our ability to expand our operations and adversely effect on our business prospects, financial condition and results of operations. Further, the GoI may make changes to the standard bid document from time to time and such changes may further challenge our ability to compete effectively.

Once bidders meet pre-qualification requirements, the project is usually awarded based on the quotes submitted by the prospective bidders. We prepare our quotes through estimations based on our budget and bid for the proposals and spend considerable time and resources in the preparation and submission of bids. We cannot assure you that we would be awarded the prequalified bid. Despite of competitive bidding, we are also subjected to negotiations or reverse auctions in certain cases, we cannot assure that we will be awarded the tender despite submitting the lowest bid.

At the time of submitting our bid, we provide estimated costs involved for the completion of the project including costs for supply of raw materials, manpower, fuel, equipment, and other project expenses. However, unforeseen construction conditions, failure or delays on part of our contractors/ sub-contractors, change in the project or any other reasons may lead to actual costs exceeding estimates. This could lead to reduced profit margins or result in losses, as recovering additional expenses, is not always possible, which could materially impact our financial performance.

Contracts with governments entities are typically based on the standard terms favouring the customer, leaving limited scope for negotiation. Typically, transmission and distribution networks involve long implementation periods, cost escalations due to the term of the project and others. Any sudden fluctuations in costs or material availability or any other unanticipated costs will substantially impact the business operations, cash flows and financial results.

Projects awarded to us may occasionally be subject to litigation by unsuccessful bidders leading to delays in award of the projects and/or notification of appointed dates, for the bids where we have been successful, which may result in us having to retain unallocated resources and as a result, it would adversely affect our results of operations and financial condition. Further, we may be required to incur substantial expenditure, time and resources in defending such litigations. For instance, our Company has received a notice dated June 26, 2023, from the Registrar of Companies, West Bengal, under Section 206(1) of the Companies Act, 2013, following a complaint alleging non-compliance and corrupt practices by our Company in securing government tenders and contracts. The Company furnished the information/explanation regarding these allegations as directed by RoC. No subsequent notice or letter has been received from the RoC following the submission of our response. For details, see "***Outstanding Litigation and Material Developments - Litigation involving our Company - Actions by regulatory/ statutory authorities***" on page 428. While there have been no legal proceedings initiated by unsuccessful bidders during the last three fiscals, any unsuccessful outcome in any future legal proceedings by unsuccessful bidders may impact our ability to bid for the tenders issued by the government entities or lead to termination of a contract awarded to us, which could have a material adverse effect on our future revenues and profits

We face intense competition in the bidding process from both domestic and international companies with greater resources and expertise. In the past, we have lost bids to competitors offering lower price and we cannot assure you that we would not lose any bids in future as well. Further, any increase in competition during the bidding process or reduction in our competitive capabilities could have a material adverse effect on our market share.

Furthermore, if we are compelled to execute projects with unviable bids or terms unfavorable to us, it could compromise project profitability and damage our reputation. Delays in awarding projects, obtaining necessary approvals, or commissioning can result in cost overruns, and prolonged retention of unallocated resources, negatively affecting our financial condition and results of operations.

6. ***We have high working capital requirement. If there are delays in the collection of receivables from our customers or we are unable to access suitable financing to meet working capital requirements, it could lead to material adverse effect on our business, prospects, financial condition and results of operations***

Our business is working capital intensive and hence, trade receivables and inventories form a substantial part of our current assets.

Our working capital requirements for the Fiscals 2026, 2025 and 2024, together with our working capital requirements as a percentage of our Revenue from Operations for the respective periods are set in the table below:

(₹ in million, except percentages)

Fiscal 2026		**Fiscal 2025**		**Fiscal 2024**	
Net working capital	**Working capital as a % of Revenue from Operations**	**Net working capital**	**Working capital as a % of Revenue from Operations**	**Net working capital**	**Working capital as a % of Revenue from Operations**
7,167.22	35.11%	6,840.99	35.67%	2,264.79	16.09%

A significant portion of our contracts are tender based, with our key customers being state and central governmental organisations, state electricity boards (SEBs), public and private sector power utilities. These contracts with the government owned and controlled entities tends to entail a long credit period, which lead to uncertainty regarding the receipt of the payment. Our payment terms under EPC contracts generally stipulate a payment schedule requiring payment of 60% of the supply contract value to be paid within 30 days from submission of supply invoices, 30% after installation and 10% to be paid after commissioning and successful handover of the project. Furthermore, claim against price escalation in case of delay in procurement leading to project overrun results non-realisation of price escalation. Accordingly, we are required to fund the working capital requirements for any delayed payments by drawing our working capital credit facilities, which may require us to bear higher interest costs.

Our customers may be exposed to factors beyond their control, such as financial instability or, high indebtedness, which could affect their financial condition and consequently their ability to pay us for products and EPC services that we have sold. Various state power utility companies in India have suffered high indebtedness and have had a bad credit history. Although we have not had any defaults in the past, in periods of declining economic conditions, there can be no assurance that such losses in future shall not be material, which may have an adverse effect on our business, financial condition and results of operations. Based on our Restated Consolidated Financial Information, the table below sets forth the key financial parameters for the periods indicated:

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Inventories *(₹ in million)*	3,640.73	2,590.96	1,788.52
Trade receivables (₹ in million)	8,948.58	7,211.64	4,595.23
Retention receivables (₹ in million)	3,087.29	2,481.35	1,257.29
Trade payables (₹ in million)	2,554.72	1,001.38	1,362.61
Trade acceptance (₹ in million)	5,954.66	4,441.58	4,013.64
Working Capital (₹ in million)	**7,167.22**	**6,840.99**	**2,264.79**
Inventory days	56	42	39
Debtor days	145	112	92
Retention days	50	36	23
Trade payable days	42	30	42
Trade acceptance days	123	106	101
Working Capital days	**86**	**54**	**11**

Notes:

(i) Working capital: inventories + trade receivables + retention receivables – trade payables – trade acceptance.
*(ii) Inventory days = average inventory / (Revenue from Operations less export benefit) * 365.*
*(iii) Debtor days: average trade receivables/ (Revenue from Operations less export benefit) *365*
*(iv) Retention Days: average of current and non-current retention / (Revenue from Operations less export benefit) *365*
*(v) Trade payable days: average trade payables / net credit purchase *365*
*(vi) Trade acceptance days: average trade acceptance/ net credit purchase *365*
(vii) Net credit purchase = closing stock + stock consumed - opening stock
(viii) Working capital days: inventories days + trade receivables days + retention days – trade payables days – trade acceptance days.

The increase in debtor days from 92 days in Fiscal 2024 to 112 days in Fiscal 2025 and further to 145 days in Fiscal 2026 can be attributed to reasons such as delay in realisation from the government clients and on account of staggered payment terms against the supply in the EPC projects which forms a major portion of our order value. Furthermore, the increase in creditor payable days can be attributed to our Company Company’s improved credit terms negotiated with suppliers and changes in the timing of payments during the year, resulting in higher average trade payables outstanding.

Further, our dependency on government agencies exposes us to potential risks associated with changes in government policies and regulations which could result in delays or premature closing of existing projects, thereby affecting our revenue streams. Additionally, alterations in funding allocation or budgetary constraints of government agencies may influence their ability to make timely payments for our services, potentially leading to liquidity challenges for our Company. Our need to maintain substantial inventories, primarily consisting of work-in-progress goods, could stress our working capital borrowings. Our working capital borrowings may be stressed if inventory levels, trade receivables and trade payables are not optimally managed, which could lead to a disparity in our cash flows and our profitability might also be negatively impacted.

Furthermore, our working capital requirements are expected to increase in the future with the undertaking of larger or additional projects or projects with a long gestation period or deferred payment schedules. Factors such as reduced advance payments or longer payment schedules may increase receivables and current borrowings. Continued increases in our working capital requirements or our inability to obtain financing at favorable terms, or at all may have a material adverse effect on our financial condition, results of operations and cash flows. If we cannot secure financing on favorable terms, or at all, it may adversely impact our cash flows and results of operations.

The industry in which we operate often requires us to provide bank guarantees, or letters of credit to secure obligations under contracts or payment terms with suppliers. These requirements increase our working capital needs, as we must provide sufficient collateral to obtain such guarantees. If we are unable to provide adequate security, our ability to enter new contracts or secure supplies may be restricted, further impacting our operations and financial stability.

7. ***We have had negative cash flow from operating activities in the past and may continue to have negative cash flows in the future, which could have an adverse effect on our profitability if we are required to fund this through external borrowings***

We have experienced negative cash flows from operating activities in Fiscal 2025. Our cash flows for the last three Fiscals are set forth in the table below:

(*₹ in million*)

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Net cash (used in)/ generated from operating activities	1,560.82	(2,385.93)	1,009.07
Net cash (used in)/ generated from investing activities	(406.01)	(127.74)	(35.81)
Net cash (used in)/ generated from financing activities	(1,017.18)	3,114.77	(942.54)

Such negative cash flows from operating activities during Fiscal 2025 was mainly attributable to increase in trade receivables, increase in retention money against our EPC contracts, and increase in inventory on account of higher business volumes. The table below sets forth the details of the parameters attributable towards negative cash flows for the periods indicated:

(₹ in million, unless stated otherwise)

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Trade receivables (excluding retention)	8,948.58	7,211.64	4,595.23
(Increase)/ decrease in trade receivables	(1,714.53)	(2,667.31)	(2,055.54)
Retention money against our EPC contracts	3,087.29	2,481.35	1,257.29
(Increase)/ decrease in Retention money against our EPC contracts	(605.94)	(1,224.06)	(770.20)
Inventory on account of higher business volumes	3,640.73	2,590.96	1,788.52
(Increase)/ decrease in inventory	(1,027.00)	(833.11)	(561.41)
Increase/ (decrease) in contract liabilities	(195.35)	(147.61)	798.68
Increase/ (decrease) in supplier advance	165.37	41.47	(187.89)

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. Although we generated positive cash flows from operating activities in Fiscal 2026, we may experience negative cash flows from operating activities in the future, as a result of increases in trade receivables, retention money against our EPC contracts and inventory, and continued negative cash flows from investing activities. Any such negative cash flows could materially and adversely affect, our cash flows, business, future financial performance and results of operations materially and adversely affected. For further details, see "***Management's Discussion and Analysis of Financial Condition and Results of Operations – Cash Flows***" on page 410.

8. ***Our continued operations at our manufacturing facilities are critical to our business and any disruption, breakdown or shutdown of our manufacturing facilities may have a material adverse effect on our business, financial condition, results of operations and cash flows***

We own and operate two manufacturing facilities located in Howrah, West Bengal with a combined capacity of 40,000 MT of aluminium consumption per year for manufacturing cables and conductors, with an aggregate area of 264,208 square feet. Our manufacturing facilities are concentrated in West Bengal and events impacting those geographical areas may disrupt our production and operations. See "***- Our Company operates two manufacturing facilities and four warehouses. Our manufacturing facilities and warehouses are located in Howrah, West Bengal, which may expose us to regional risks that could adversely affect our business, results of operations, financial condition, and cash flows***" on page 45. The table below sets forth the details of the manufacturing facilities in relation to its financial parameters for the periods indicated:

(₹ in million unless otherwise stated)

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Revenue from Operations from Manufacturing segment	14,234.48	12,460.03	9,231.51
Revenue sharing *(%)*	69.74%	64.96%	65.60%
Profit before tax pertains to Manufacturing segment	1,618.78	1,190.88	844.03
Profit after tax pertains to Manufacturing segment	1,265.23	880.10	630.60
Profit after tax sharing *(%)*	79.08%	70.64%	72.81%
Capacity (aluminium consumption) *(in MT)*	40,000	40,000	40,000

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Utilised Capacity (aluminium consumption) *(in MT)*	31,571	32,960	28,197

Further, our manufacturing facilities are subject to operating risks, such as the breakdown or failure of equipment, power supply or processes, performance below expected levels of efficiency, obsolescence, labour disputes, natural disasters, industrial accidents, infectious diseases, political instability and the need to comply with the directives of relevant government authorities. See "– ***We operate in a labour-intensive industry and are subject to stringent labour laws and any strike, work stoppage or increased wage demand by our labourers or any other kind of disputes with our labourers could adversely affect our business, financial condition, results of operations and cash flows***." on page 60.

The following table sets forth the installed production capacity and the capacity utilization rate at our manufacturing facilities for Fiscals 2026, 2025 and 2024:

Segment	As of and for the period ended March 31, 2026			As of and for the period ended March 31, 2025			As of and for the period ended March 31, 2024		
	Installed capacity (units in MT)	Actual production(units in MT)	Capacity utilisation (%)	Installed capacity (units in MT)	Actual production(units in MT)	Capacity utilisation (%)	Installed capacity (units in MT)	Actual production (units in MT)	Capacity utilisation (%)
Manufacturing Unit I (located in Bipranapara, Jalan Complex, P.S. Domjur, Howrah 711 411, West Bengal)	31,000	24,531	79.13%	31,000	24,920	80.39%	31,000	24,454	78.88%
Manufacturing Unit II (located in Jalan Industrial Complex, Gate No. 1, Mouja Baniara, P.O. Begri, P.S. Domjur, Howrah 711 411 Kolkata, West Bengal)	9,000	7,040	78.22%	9,000	8,040	89.33%	9,000	3,743	41.59%
Total	**40,000**	**31,571**	**78.93**	**40,000**	**32,960**	**82.40**	**40,000**	**28,197**	**70.49**

Notes

(1) *The information relating to the installed capacity as of the dates included above are based on various assumptions and estimates that have been taken into account for calculation of the installed capacity.*

(2) *Capacity is based on Aluminium consumption for cable and conductors*

(3) *Capacity (in MT) = Capacity indicates the production capability for cables and conductors.*

Usually, we keep approximately 39 to 56 days of inventory of raw materials and work-in-progress goods at our facilities. While we have not faced any instances of shortage in our inventory levels, we cannot assure that we will be able to maintain adequate inventory levels in future. However, if we face a shortage in raw materials in the future, there can be no assurance that we may be able to acquire the raw materials from the market in a timely manner, or at all, and if we are not able to procure raw materials in sufficient quantities, we may not be able to manufacture our products according to our pre-determined timeframes or as contracted with our customers, at our previously estimated product costs, or at all.

In addition, our facilities and operations require constant power supply. See "– ***We have power and fuel requirements and any disruption to power sources could increase our production costs and adversely affect our business and results of operations***" on page 59. Any disruption in the supply of power may disrupt our operations, which may interfere with manufacturing process, requiring us to either stop our operations or repeat activities which may involve additional time and increase our costs. While we believe we have adequate alternative power supply, this may not be adequate if the disruption in the supply of the power is for a longer period. Additionally, such standby power supply may not be sufficient to enable us to operate our facilities at full capacity and any such disruption in the primary power supply available at our production facilities could materially and adversely affect our business, financial condition, results of operations and cash flows.

Our customers rely significantly on the timely delivery of our products and our ability to provide an uninterrupted supply of our products is critical to our business. While we seek to ensure a continuous procurement of products to our customers, our customer relationships, business and financial results may be materially adversely affected by any disruption of operations of our product lines, including due to any of the factors mentioned above. Therefore, any shortage, delay or disruption in procurement of any of our raw materials could have an adverse effect on our business, results of operations, cash flows and reputation.

9. ***We will not receive any proceeds from the Offer for Sale portion and 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 Prospectus would be subject to certain compliance requirements, including prior shareholders' approval***

The Offer consists of Fresh Issue of 60,975,609 Equity Shares of face value of ₹5 each, aggregating to ₹5,000.00 million and an offer for sale of 24,390,242 Equity Shares face value of ₹5 each, aggregating to ₹2,000.00 million (subject to finalisation of rejection of Bids and the Basis of Allotment) by the Selling Shareholders. The Offer for Sale is 0.40 times of the Fresh Issue. Further, while our Company will receive proceeds from the Fresh Issue, it will not receive any proceeds from the Offer for Sale. The Selling Shareholders will not be entitled to the net proceeds from the Offer for Sale, which comprises proceeds from the Offer for Sale net of Offer Expenses, and we will not receive any proceeds from the Offer for Sale. For details, see "***Objects of the Offer***" on page 144.

Each of the Selling Shareholders have, severally and not jointly, confirmed and authorized the transfer of its respective portion of the Offered Shares pursuant to the Offer for Sale, as set out below:

Sr. No.	Name of the Shareholder	Maximum number of Equity Shares offered/ amount (in ₹ millions)	Number of Equity Shares of face value of ₹ 5 each held as on the date of this Prospectus	Percentage of the pre-Offer paid-up Equity Share capital (%)	Percentage of the post-Offer paid-up Equity Share capital (%)
1.	Devendra Goel	1,500.00	119,431,856	49.03	33.21%
2.	Jay Goel	500.00	86,560,000	35.54	26.42%
Total		**2,000.00**	**205,991,856**	**84.57**	**59.63**

We propose to use the Net Proceeds for the prepayment or re-payment, in full or in part, of certain outstanding borrowings availed by our Company; to meet the capital expenditure by our Company for purchase of equipment and machinery, civil works of an existing manufacturing facility and for general corporate purposes. For details, see "***Objects of the Offer***" beginning on page 144. 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. We cannot currently determine with any certainty if we would require the Net Proceeds to meet any other expenditure or fund any exigencies arising out of competitive environment, business conditions, economic conditions or other factors beyond our control. In accordance with the Companies Act and the SEBI ICDR Regulations, we cannot undertake any variation in the utilisation of the Net Proceeds from the Offer as disclosed in this Prospectus without obtaining the Shareholders' approval through a special resolution. In the event of any such circumstances that require us to undertake variation in the disclosed utilisation of the Net Proceeds, we may not be able to obtain the Shareholders' approval in a timely manner, or at all. Any delay or inability in obtaining such Shareholders' approval may adversely affect our business or operations.

Any variation in the utilization of the Net 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, and may be subject to various other approvals, which includes, amongst others obtaining prior approval of the shareholders of the Company.

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. For example, our business strategies could be delayed due to technical difficulties, human resource, technological or other resource constraints, or for other unforeseen reasons, events or circumstances. We may not be able to attract personnel with sufficient skill or sufficiently train our personnel to manage our expansion plans. 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 profitability or an increase in the value of our business and your investment.

10. ***We rely on a limited number of parties for the supply of our raw material, loss of some of these suppliers may have an adverse effect on our business, results of operations and financial conditions***

We are reliant on a limited number of suppliers of raw materials for our operations.

The table below sets out the raw materials which we have obtained from our largest supplier, top 5 suppliers and top 10 suppliers together with such supply as a percentage of our total raw materials supply for the periods indicated:

(₹ in million, except percentages)

Particulars	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Raw materials sourced (in ₹ million)	% of total raw materials sourced	Raw materials sourced (in ₹ million)	% of total raw materials sourced	Raw materials sourced (in ₹ million)	% of total raw materials sourced
Largest supplier of raw materials	3,578.99	30.89%	2,288.25	22.02%	1,516.27	19.39%
Top 5 suppliers of raw materials	8,926.35	77.05%	8,068.40	77.63%	5,650.17	72.27%
Top 10 suppliers of raw materials	10,136.39	87.50%	9,132.08	87.86%	6,697.87	85.67%

Note: Suppliers may vary for each period.

For Fiscal 2026, the contribution of our top 10 suppliers to our total raw material costs is as follows:

S. No.	Name of the top 10 suppliers	Amount (₹ in million)	Percentage of cost of raw materials and components consumed (%)
1.	Hindalco Industries Limited	3,578.99	30.89%
2.	Supplier-2[(1)]	1,812.07	15.64%
3.	Supplier-3[(1)]	1,702.10	14.69%
4.	P.S. Enterprise	1,412.05	12.19%
5.	Classic Electrodes (India) Private Limited	421.13	3.64%
6.	Maruti Recycling	408.17	3.52%
7.	Kritika Wires Limited	235.68	2.03%
8.	Supplier-8[(1)]	222.52	1.92%
9.	HKL Industries Private Limited	184.79	1.60%
10.	Nirmal Wires Private Limited	158.88	1.37%
	Total	**10,136.39**	**87.50%**

(1) The names of our top 2nd, 3rd and 8th supplier have not been included in this Prospectus due to non-receipt of consents from such suppliers to disclose their names.

For Fiscal 2025, the contribution of our top 10 suppliers to our total raw material costs is as follows:

S. No.	Name of the top 10 suppliers	Amount (₹ in million)	Percentage of cost of raw materials and components consumed (%)
1.	P.S. Enterprise	2,288.25	22.01%
2.	Supplier-2[(1)]	1,681.17	16.18%
3.	Supplier-3[(1)]	1,575.41	15.16%
4.	Hindalco Industries Limited	1,524.82	14.67%
5.	Tata International Limited	998.74	9.61%
6.	Asier Metals Private Limited	330.38	3.18%
7.	Supplier-7[(1)]	312.97	3.01%
8.	UIC Udyog Limited	167.38	1.61%
9.	Supplier-9[(1)]	127.3	1.22%
10.	Supplier-10[(1)]	125.65	1.21%
	Total	**9,132.08**	**87.86%**

(1) The names of our top 2nd, 3rd, 7th, 9th and 10th supplier have not been included in this Prospectus due to non-receipt of consents from such suppliers to disclose their names.

For the Fiscal 2024, the contribution of our top 10 suppliers to our total raw material costs is as follows:

S. No.	Name of the top 10 suppliers	Amount (*₹ in million*)	Percentage of cost of raw materials and components consumed (%)
1.	P.S. Enterprise	1,516.27	19.39%

S. No.	Name of the top 10 suppliers	Amount (₹ *in million*)	Percentage of cost of raw materials and components consumed (%)
2.	Tata International Limited	1,232.76	15.77%
3.	Supplier-3[(1)]	1,218.92	15.59%
4.	Vedanta Limited	1,141.05	14.60%
5.	OFB Tech Private Limited	541.17	6.92%
6.	Hindalco Industries Limited	537.63	6.88%
7.	Supplier-7[(1)]	143.99	1.84%
8.	Supplier-8[(1)]	133.96	1.71%
9.	UIC Udyog Limited	121.22	1.55%
10.	Asier Metals Private Limited	110.89	1.42%
	Total	**6,697.86**	**85.67%**

(1) The names of our top 3rd, 7th and 8th supplier have not been included in this Prospectus due to non-receipt of consents from such suppliers to disclose their names.

For Fiscals 2026, 2025 and 2024, 12.78%, 22.08% and 19.54%, respectively, of our raw materials were supplied by our related parties, including P.S. Enterprises which is one of our top 10 suppliers of raw materials. Although we believe that the terms offered by our related parties are competitive, there is a risk that changes in pricing or terms could adversely affect our cost structure, profit margins, or overall financial performance. Our reliance on related parties for raw materials may limit our flexibility in seeking alternative suppliers in case of disruptions of supply or increase in the prices by our related party suppliers. While we have never faced any such disruption or increase in prices with our related party suppliers, we cannot assure you that we will be able to find alternative suppliers within a limited time at financially viable prices. We continuously assess other sourcing options, but any transition to new suppliers could be time-consuming and costly, potentially leading to delays in production or an increase in the cost of our products. While we conduct all related party transactions at an arms' length basis, subject to the Board's or Shareholders' approval, as applicable, and in compliance with the applicable accounting standards, provisions of Companies Act, 2013, as amended, provisions of the SEBI Listing Regulations and other applicable law, such related party transactions may potentially involve conflicts of interest. For details of value of related party transactions undertaken by our Company during the Fiscals 2026, 2025 and 2024, see ***"-We have in the past entered into related party transactions and may continue to do so in the future, which may potentially involve conflicts of interest with the equity shareholders***".

If one or more of our supplier ceases supply to our Company for reasons including due to commercial disagreements, insolvency of the supplier or supply chain issues, we may be unable to source our raw materials from alternative suppliers on similar commercial terms or within a reasonable timeframe. This may adversely impact our production and eventually our business, results of operations, financial conditions and cash flows. In such a scenario, we may also breach contractual terms of delivery and installation which we have entered into with our customers, which may have an adverse impact on our results of operations, financial conditions and cash flows.

11. Increase in material costs without a corresponding increase in our product prices could have an adverse impact on our profitability thereby impacting our results of operations and financial condition

A sharp increase in the costs of materials, such as aluminium, copper, and others, without a corresponding increase in the prices of our products, could significantly impact our profitability. The table below provides our cost of materials as a percentage of our total expenses in relevant periods:

Particular	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Amount (₹ million)	Percentage of total expenses (%)	Amount (₹ million)	Percentage of total expenses (%)	Amount (₹ million)	Percentage of total expenses (%)
Cost of materials consumed [(1)]	15,778.35	83.73%	14,652.23	82.44%	10,914.82	83.40%

(1) Comprises cost of materials consumed plus increase/(decrease) in inventories plus erection, sub-contracting and other project expenses.

While we have incorporated price variation clauses in various customer contracts for key product categories such as aluminium-based cables and conductors, transformers, galvanized iron (GI) structures, lattice towers, circuit breakers, isolators and lightning arrester, these clauses are contractually designed to account for fluctuations in the prices of raw materials and other cost components for our orders. Accordingly, under such contracts, the Company is entitled to receive price escalations from customers based on the terms and conditions specified in each individual contract, including applicable indices and revision formulas. As a result, any increase in the input cost of the aforementioned items is generally offset by a corresponding escalation in the contract price recoverable from the customer. While such cost increases do not have a material adverse impact on the Company's profitability or gross margins in respect of these products, we cannot assure it would not impact our Company's profitability in the future.

If we are unable to pass on these increased costs to our customers through higher product prices, our gross margins may be adversely affected. While most of our supply contracts have in-built price escalation clause and any increase and decrease in the material cost is adjusted as per the price escalation clause, we cannot assure you that this pattern will be maintained in future. Any adverse change could lead to a material effect on our business, financial condition, cash flows, and results of operations. Additionally, sustained increases in material costs could necessitate changes in our pricing strategy, potentially affecting our competitive position and market share.

12. ***We regularly work with hazardous materials and activities in our operation which can be dangerous and could cause injuries to people or property***

Our business operations requires individuals to work under potentially dangerous circumstances or with flammable materials in both the manufacturing and EPC segments. For example, if improperly handled, such as fuel oil which is required to charge the furnace, or the liquified petroleum gas which is used in welding, can seriously hurt or even kill employees or other persons, and cause damage to our properties and the properties of others. While there have been no instances of accidents from handling the hazardous materials at our manufacturing facilities, there have been accidents at our EPC project sites. The details of the accidents that occurred at our EPC project sites for the last three Fiscals:

S. No.	Name and details of the EPC project	Date of accident	Cause of accident	Amount of compensation paid (₹ in million)
1.	RDSS Kanpur	August 21, 2023	Injury to the head at the work site. The victim was provided prompt medical action but succumbed to his injuries.	1.49
2.	RDSS Kanpur	September 9, 2023	Injury to the head while climbing the pole at the work site. The victim was provided prompt medical action but succumbed to his injuries.	1.43
3.	RDSS Prayagraj	September 15, 2023	Injury to the back due to broken pole at the work site. The victim was provided prompt medical action but succumbed to his injuries.	1.23
4.	RDSS Prayagraj	December 13, 2023	Injury due to falling from the pole at the work site. The victim was provided prompt medical action but succumbed to his injuries.	1.00*
5.	RDSS KANPUR (Farrukhabad district)	January 13, 2024	Injuries due to fire from short circuit at the work site. The victim was provided prompt medical action and is presently undergoing treatment.	1.30
6.	RDSS KANPUR (Kanpur Nagar)	February 12, 2024	Injuries due to breaking of the pole while the v-cross arm was being installed at the work site. The victim was provided prompt medical action but succumbed to his injuries.	1.28
7.	HVDS Jalpaiguri (Rajdanaga, Jalpaiguri)	February 26, 2024	Injuries due to a heavy weighted pole falling on the victim's body at the work site. The victim was provided prompt medical action but succumbed to his injuries.	1.56
8.	RDSS KANPUR (Kannauj division)	March 14, 2024	Injuries due to falling off the pole at the work site. The victim was provided prompt medical action but succumbed to his injuries.	1.26
9.	RDSS PRAYAGRAJ (Fatehpur district)	March 23, 2024	Injuries due to electrocution from a sudden back current at the worksite. The victim succumbed to his injuries on the spot.	1.33

S. No.	Name and details of the EPC project	Date of accident	Cause of accident	Amount of compensation paid (₹ in million)
10.	RDSS PRAYAGRAJ (Sultanpur ghos)	April 6, 2024	Injuries due to electrocution from a sudden back current at the worksite. The victim was provided prompt medical action but succumbed to his injuries.	1.10
11.	RDSS KANPUR (Farrukhabad district)	March 6, 2024	Injuries due to falling off the pole at the work site. The victim was provided prompt medical action but succumbed to his injuries.	1.00*
12.	RRDSS BANDA (Chitrakoot district)	May 19, 2024	Injuries due to electrocution from a sudden back current at the worksite. The victim was provided prompt medical action but succumbed to his injuries.	1.00*
13.	RDSS Baramulla (Nowpora site)	June 10, 2024	Injuries due to falling off the ladder and sustaining wounds on the skull at the worksite. The victim was provided prompt medical action but succumbed to his injuries.	1.00*
14.	RDSS BANDA (Banda district)	September 12, 2024	Injuries due to electrocution from a sudden back current at the worksite. The victim was provided prompt medical action but succumbed to his injuries.	1.21
15.	RDSS KANPUR (Kanpur Nagar)	September 19, 2024	Injuries due to electrocution from a sudden back current at the worksite. The victim was provided prompt medical action but succumbed to his injuries.	1.20
16.	RDSS BANKURA	December 01, 2024	Injuries due to falling off the pole at the work site. The victim was provided prompt medical action but succumbed to his injuries.	1.39
17.	RDSS Kharaghpur	October 07, 2025	Injuries due to electrocution from a sudden back current at the worksite. The victim was provided prompt medical action but succumbed to his injuries.	1.00*
18.	RDSS Kanpur	December 07, 2025	The individual met with a fatal road accident after being hit by an unidentified truck.	1.00*
19.	RDSS Kanpur	December 07,2025	The individual met with a fatal road accident after being hit by an unidentified truck.	1.00*
20.	RDSS Deoghar	February 04, 2026	Injuries due to electrocution from a sudden back current at the worksite. The victim was provided prompt medical action but succumbed to his injuries.	1.00*
	Total			**23.78**

**The compensation amount has not been determined as on the date of this Prospectus. The Company has provided an approximate amount of the compensation anticipated, based on the past trends.*

Despite compliance with requisite safety requirements and standards, our operations are subject to significant hazards, including explosions, fires, mechanical failures and other operational problems, discharges or releases of hazardous substances, chemicals or gases and other environmental risks. For further details in relation to our insurance coverage, see "***Our Business – Insurance***" on page 278. The insurance may not be adequate to completely cover any or all our risks and liabilities. There can be no assurance that any claim under the insurance policies maintained by us will be honoured fully, in part or on time, or that we have taken out sufficient insurance to cover all our losses. For risk relating to insurance coverage taken by us, please see "***- Our insurance may be insufficient to cover all losses associated with our business operations***" on page 71. Our Company has also implemented the safety measures in order to prevent accidents at the work sites which include providing all the employees personal protective equipment including safety gear, providing electrical safety equipment, deployment of officers to ensure compliance with safety protocols, conducting regular training to educate the workers on potential hazards and safe work practices, ensuring availability of emergency kits and emergency response kits at the work site, conducting mock drills, conducting routine inspection of the electrical and fire compliance, amongst others.

These hazards can cause personal injury and loss of life or destruction of property and equipment as well as environmental damage. While we (i) endeavour that we adhere to all applicable industry regulations in relation to the safe handling and disposal of hazardous materials, (ii) have adopted a standard operating procedure which enlists the procedures to be followed by all the employees and contractors when handling, storage, or disposal of hazardous materials, (iii) train our employees in emergency response protocols and ensure that all the work sites have first-aid kits, and (iv) have fire control system and ventilation systems to minimize the risks of fire and exposure to harmful fumes in our manufacturing facilities, our operations will inherently be subject to hazards. We have implemented strict spill control measures and waste disposal protocols to protect both its employees, contractual employees and the environment and conduct regular audits and safety drills are conducted to ensure continuous compliance with health, safety, and environmental regulations. In addition, the loss or shutting down of our facilities resulting from any accident in our operations could disrupt our business operations and adversely affect our results of operations, financial condition and business. We could also face claims and litigation filed on behalf of persons alleging injury predominantly due to occupational exposure to hazards at our facilities. If these claims and lawsuits, individually or in the aggregate, are resolved against us, our business, financial condition, results of operations and cash flows could be adversely affected.

13. ***Our EPC contracts have long execution periods, cost and time overruns, project related estimated costs and revenue estimates which may vary from the actual costs incurred and actual revenues generated which may adversely affect our business, financial condition, results of operations and future prospects***

Our EPC contracts involve long execution cycle ranging from 24 months to 30 months to deliver and complete. The time and costs required to complete such projects may increase on account of factors such as price escalation, funding constraints, shortage of materials, equipment, technical constraints, adverse weather conditions, natural disasters, labour disputes, delays in clearances, unforeseen construction-related and/ or operational delays and defects, delivery failures by, disputes with contractors, accidents, social unrest, changes in government priorities and policies (including opposition from local communities), changes in market conditions, interest rates, *force majeure* events, delays in obtaining requisite approvals from the relevant authorities and/or other unforeseeable circumstances, change in plans of our Company, unavailability of labour, strike and/or lock-out, any court order for stay, etc. Further, since land acquisition and availability for substation projects is the responsibility of the project authorities, any delays in acquiring and handing over such land may delay project commencement and execution, thereby extending project timelines. Due to long execution periods of our projects, the Indian currency may be prone to depreciation vis-à-vis the local currency which may lead to increase in cost of the project. Further, we also receive a part of our payment from our clients in the local currency, and in the event the Indian currency appreciates vis-à-vis the local currency, we may not be entitled to increase rates for a project. For details, see "***We are exposed to foreign currency fluctuation risks, particularly in relation to export of products, which may adversely affect our results of operations, financial condition and cash flows***" on page 67. In the past, our Company has faced time and cost overruns in certain projects. The table below sets forth the details of the time and cost overruns of the projects completed by our Company for the last three fiscals indicated:

Particulars	**Fiscal 2026**	**Fiscal 2025**	**Fiscal 2024**
Estimated costs for the projects *(₹ in millions)*[(1)]	N.A.	216.02	N.A.
Cost overruns for the projects *(₹ in millions)*	N.A.	236.17	N.A.
Estimated time period for the projects *(in months)*	22	14	21
Time overruns for the projects *(in months)* [(2)]	6	8	7

(1) Cost overrun was there only in 1 project which has been physically closed but the financial closure remains pending.
(2) Please note that delay in completion was ratified by the client.

Typically, we are entitled to receive an agreed amount as per the terms of our contract with the customer, subject to variations in our scope of work. However, our actual expenses in executing a project may vary based on a change in any such assumptions. The cost of construction materials, fuel, labour and equipment maintenance constitutes a significant part of our operating expenses. We are vulnerable to the risk of rising and fluctuating fuel, labour, steel and cement prices, which are determined by demand and supply conditions in the global and Indian markets as well as government policies. Any unexpected price fluctuations after receipt of orders, shortage, delay in delivery, quality defects, or any factors beyond our control may result in an interruption in the supply of such materials and adversely affect our business, financial performance, results of operations, and cash flows. If our cost overruns are greater than the increase in market rates, we may not be able to recover all of our cost overruns. Further, some of our fixed-price contracts do not include any price variation or escalation clauses, in which case we bear the entire risk of price increases.

We cannot assure you that we will not experience any cost and time overruns in the future. Further, we conduct pre-bidding studies over a short span of time, as part of our preparation and submission for a potential bid by us. Such studies are not exhaustive, because of which, in various instances, there have been deviations from our estimates. Further, we may also need to seek additional financing to meet any consequent cost overruns, which may not be available on attractive terms. Any significant deviations from the estimates could adversely affect our business, financial condition and results of operations.

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

In the ordinary course of our business, we enter into and will continue to enter into transactions with related parties. While we believe that all such transactions in the last three fiscals have been conducted on an arm's length basis, we cannot assure you that we might have obtained more favourable terms had such transactions been entered into with unrelated parties. While we conduct all related party transactions subject to the Board's or Shareholders' approval, as applicable, and in compliance with the applicable accounting standards, provisions of Companies Act, 2013, as amended, provisions of the SEBI Listing Regulations and other applicable law, such related party transactions may potentially involve conflicts of interest. The related parties with whom our Company involved in transactions are of the following categories: (i) key managerial personnel of the Company; (ii) Directors of the Company; (iii) relatives of the key managerial personnel of the Company;(iv) joint ventures of the Company; (v) subsidiaries of the Company till the time they were subsidiaries; and (vi) enterprises where the key managerial personnel of the Company along with their relatives have significant control.

The related party transactions in which the Company was involved in were of the following categories (i) advance given for purchase of goods/ services, (ii) refund of advance given for purchase of goods/ services, (iii) advance to employee, (iv) advance to employee adjusted, (v) expenses incurred towards advertisement and publicity, (vi) contribution to gratuity fund, (vii) conveyance requirement, (viii) corporate social responsibility expenses, (ix) director remuneration, (x) director commission, (xi) director sitting fees, (xii) education sponsorship, (xiii) health care services for employees, (xiii) interest expenses, (xiv) interest income, (xv) loan given, (xvi) loan given received back, (xvii) loan taken, (xviii) purchase of raw material, (xix) rent expenses, (xx) repayment of loan taken, (xxi) salaries and wages, (xxii) sale of goods, (xxiii) sale of services, and (xxiv) security deposit refund. The table below sets forth the value of the related party transactions for the periods as indicated:

(₹ in millions)

S. No.	Nature of related party transaction	Fiscal 2026	Fiscal 2025	Fiscal 2024
1.	Revenue	2.29	23.11	286.79
2.	Expenses	1,875.44	2,838.68	1,995.23
3.	Assets	0.00	(60.60)	(36.80)
4.	Liabilities	0.00	4.69	(85.52)
	Total	**1,877.73**	**2,805.88**	**2,159.69**

Certain of the related party transactions undertaken by our Company for the Fiscals 2025 and 2024 aggregate to more than 10% of the total transactions of similar nature. The table below provides details of our aggregate amount of related party transactions and as a percentage of our Revenue from Operations for the Fiscals 2026, 2025 and 2024:

Particulars	Fiscal		
	2026	2025	2024
Aggregate amount of related party transactions* (₹ million)	1,877.73	2,861.80	2,282.02
Revenue from Operations (₹ million)	20,410.73	19,179.68	14,073.15
Aggregate amount of related party transactions as a percentage of Revenue from Operations (%)	9.20%	14.92%	16.22%

**Only transactions pertaining to profit and loss account have been considered.*

Our Company has, in the past, given loans to our related parties. For more details, see "***Summary of Related Party Transactions***" on page 97. While we have not had any instances where there was a default or delay in repayment of the loans given to related parties in the past, we cannot assure you that there will be no delays or defaults by the related parties in the future. In the event one of the related party defaults in payment of the loans given, it might adversely effect our Company's business and financial condition.

Our Company will endeavour to duly address such conflicts of interest as and when they may arise, however, we cannot assure you that such transactions, individually or in the aggregate, may not involve potential conflict of interest which will not have an adverse effect on our business, results of operations, cash flows and financial condition. Further, it is likely that we may enter into related party transactions in the future. While no such instance has occurred in the past, related party transactions may potentially involve conflicts of interest which may be detrimental to and have an adverse impact on our Company. For further details on our related party transactions, please see "***Restated Consolidated Financial Information – Related Party Transaction – Note 45.11 – Related party disclosure pursuant to Ind AS – 24***" on page 372.

15. ***Our Company operates two manufacturing facilities and four warehouses. Our manufacturing facilities and warehouses are located in Howrah, West Bengal, which may expose us to regional risks that could adversely affect our business, results of operations, financial condition, and cash flows***

As on the date of this Prospectus, we have two operational manufacturing facilities and four warehouses, all situated in Howrah, West Bengal. The concentration of our manufacturing facilities and warehouses in West Bengal exposes us to risks and adverse events specific to the state. These regional risks include disruptions to infrastructure, natural disasters, workforce disruptions, changes in general economic conditions, civil unrest, the regulatory environment, and local government policies, amongst others. While we did not face any such disruptions to manufacturing facilities that materially and adversely affected our results of operations during the past three Financial Years, any such disruptions in the future could adversely affect our business, results of operations, financial condition, and cash flows.

The regulatory landscape in West Bengal includes state-specific labour laws, environmental regulations, safety standards, and other local governmental policies that could impact our operations. Changes or developments in these regulations could impose additional compliance costs, restrict our operational flexibility, or require significant modifications to our manufacturing processes. For instance, stricter environmental regulations including the transitioning of emission norms, could necessitate investments in new technologies or processes to reduce emissions or waste. While we strive to maintain compliance with all applicable regulations, we cannot assure you that we will be able to adapt to new regulatory requirements in a timely or cost-effective manner. Any failure to comply with these regulations could result in fines, penalties, or other sanctions, which could materially and adversely affect our business or results of operations.

Furthermore, incidents such as earthquakes, floods, typhoons, or other events that impact the operations of any or all of our manufacturing facilities and warehouses in Howrah, West Bengal could significantly disrupt the production of our products. In such circumstances, we may need to rely on alternative facilities to manufacture our products. However, we may not be able to do so in a timely and cost-efficient manner, or at all. While we have not experienced such disruptions in the as at the past three Fiscals, we cannot assure you that we will be able to effectively manage potential losses arising from such events in the future

16. ***Our order book may not be representative of our future results and our actual income may be significantly less than the forecasted revenues in our order book, which could adversely affect our results of operations***

Our order book as of a particular date comprises the revenues from the unexecuted portions of all the existing contracts. Further, our Order Book as of a particular date is calculated on the basis of the aggregate value of our ongoing order/project as of such date reduced by the value of work that has been invoiced by us until such date. Further for the purposes of calculating the order book value, we take into account any change in scope of work of our ongoing orders/projects as of the relevant date, which has been approved by the customer. The manner in which we calculate and present our order book is therefore not comparable to the manner in which our Revenue from Operations is accounted, which takes into account revenue from orders/projects relating to escalation or changes in scope of work of our orders/projects. The manner in which we calculate and present our Order Book information may vary from the manner in which such information is calculated and presented by other companies, including our competitors.

The Order Book information included in this Prospectus is not audited and does not necessarily indicate our future earnings. Our order book should not be considered in isolation or as a substitute for performance measures. As at March 31, 2026, our Company had an order book of ₹31,498.78 million. Set forth below are the details of our order book by regions in India and types of clients, as of the dates mentioned:

Order book for our EPC segments across regions in India

(₹ in million)

Region	Order Book					
	Amount as of Fiscal 2026 (₹ in million)	Percentage as of Fiscal 2026 (%)	Amount as of Fiscal 2025 (₹ in million)	Percentage as of Fiscal 2025 (%)	Amount as of Fiscal 2024 (₹ in million)	Percentage as of Fiscal 2024 (%)
North	-	-	98.00	0.73	876.31	11.88
Central	2,909.61	14.61	3,480.54	25.86	3,165.23	42.90
East	7,585.22	38.08	5,570.32	41.38	2,927.88	39.68
West	6,646.14	33.36	4,209.57	31.27	-	-
South	2,743.98	13.78	-	-	-	-

Region	Order Book					
	Amount as of Fiscal 2026 (₹ in million)	Percentage as of Fiscal 2026 (%)	Amount as of Fiscal 2025 (₹ in million)	Percentage as of Fiscal 2025 (%)	Amount as of Fiscal 2024 (₹ in million)	Percentage as of Fiscal 2024 (%)
Outside India	34.71	0.17	102.39	0.76	408.68	5.54
Total orders from EPC segment	**19,919.76**	**100.00**	**13,460.82**	**100.00**	**7,378.10**	**100.00**

Order book for our manufacturing segments across regions in India

(₹ in million)

Region*	Order Book					
	Amount as of Fiscal 2026 (₹ in million)	Percentage as of Fiscal 2026 (%)	Amount as of Fiscal 2025 (₹ in million)	Percentage as of Fiscal 2025 (%)	Amount as of Fiscal 2024 (₹ in million)	Percentage as of Fiscal 2024 (%)
North	1,181.36	10.20	1,680.40	15.41	656.51	5.46
Central	23.85	0.21	185.66	1.70	4,779.50	39.74
East	4,157.46	35.91	4,807.45	44.10	6,047.52	50.28
West	2,291.87	19.79	870.80	7.99	104.87	0.87
South	3,233.70	27.95	3,171.61	29.09	25.16	0.21
Outside India	690.78	5.97	185.96	1.71	414.00	3.44
Total orders from Manufacturing segment	**11,579.02**	**100.00**	**10,901.88**	**100.00**	**12,027.56**	**100.00**

Regions are taken based on customers domiciled and not where products are delivered.

(₹ in million, except percentages)

S. No.	Type of clients	Order Book					
		Amount as of Fiscal 2026 (₹ in million)	Percentage as of Fiscal 2026 (%)	Amount as of Fiscal 2025 (₹ in million)	Percentage as of Fiscal 2025 (%)	Amount as of Fiscal 2024 (₹ in million)	Percentage as of Fiscal 2024 (%)
1.	Government clients	25,892.30	82.20%	17,633.32	72.38%	18,766.25	96.71%
2.	Non-government clients	5,606.48	17.80%	6,729.37	27.62%	639.41	3.29%
	Total	**31,498.78**	**100.00%**	**24,362.69**	**100.00%**	**19,405.66**	**100.00%**

While the order book represents potential future revenues, we may not be able to achieve our expected margins or may even suffer losses on one or more of these contracts. Factors such as unanticipated costs, execution challenges, or unfavorable terms may result in lower-than-expected margins or losses. In addition, there can be no assurance that we will be awarded the projects that we currently anticipate getting or that we will be able to execute agreements for these anticipated projects on terms that are favourable to us or at all.

We may encounter challenges executing the projects as ordered or executing it on a timely basis due to factors beyond our control or the control of our clients including delays or failure to obtain necessary permits, authorizations, permissions, right-of-way, and other types of difficulties or obstructions which may postpone a project or cause its premature closing. Due to the possibility of premature closing or changes in scope and schedule of projects, resulting from our clients' discretion or challenges we encounter in project execution or reasons outside our control or the control of our clients, we cannot predict with certainty when, if or to what extent, a project forming part of our order book will be performed and this could reduce the revenue and profits we ultimately earn from the contracts.

Delays in the completion of a project can lead to clients delaying the payment of the amount, in part or full, that we expect to be paid in respect of such project or imposition of penalties. Even minor delays or execution challenges may result in deferred or withheld payments, impacting our cash flow and profitability. Payments tied to project milestones often represent an important significant portion of the margin, we expect to earn on a project. anticipate earning, and any delay in receiving these payments can materially affect our financial results. In addition, in the event where a project proceeds as scheduled, it is possible that the contracting parties may default or otherwise fail to pay amounts owed. Any delay, reduction in scope, premature closing, execution difficulty, payment postponement or payment default in regard to our order book projects or any other uncompleted projects, or disputes with clients in respect of any of the foregoing, could materially harm our cash flow position, revenues and earnings.

The realization of our order book and its effect on our financial performance can vary significantly across reporting periods. This variability is influenced by the nature, performance, and stage of completion of contracts, as well as applicable accounting principles for revenue and cost recognition. Larger contracts, while offering higher potential revenues, also come with increased risks, including higher potential volatility in financial results, greater exposure to individual contract risks, and increased likelihood of cost overruns, which can negatively impact operating margins. As our contract portfolio remains relatively concentrated, any failure to achieve expected margins or a loss on one or more large-scale contracts could materially and adversely affect our financial condition and results of operations.

17. Our inability to complete our ongoing projects and forthcoming projects by their respective expected completion dates or at all could have a material adverse effect on our business, results of operations and financial condition

Our ability to complete our projects within the expected completion dates or at all is subject to a number of risks and unforeseen events, including, without limitation collaboration with third parties, changes in applicable regulations, availability of adequate financing arrangements on commercially viable terms, as well as an inability or delay in securing necessary statutory or regulatory approvals for such projects.

Our EPC projects are required to achieve commercial operation no later than the scheduled commercial operation dates specified under the relevant EPC contracts, or by the end of the extension period, if any is granted by our clients. We provide our clients with performance guarantees for completion of the construction of our projects within a specified time frame, subject to certain customary exceptions such as (i) occurrence and continuance of *force majeure* events that are not within our control, or (ii) delays that are caused due to reasons solely attributable to our client, failure to adhere to contractually agreed timelines or extended timelines could require us to pay liquidated damages as stipulated in the EPC contract or lead to encashment and appropriation of the bank guarantee or performance security. Further, our projects can also be closed prematurely for reasons such as (i) failure to comply with operational or maintenance standards or defined targets as may be prescribed under terms of the order; (ii) failure to commence work on time or has suspended the progress of the project; (iii) failure to achieve project milestones to complete a project within the prescribed timelines; and (iv) failure to comply with any other material term of the relevant agreement. Such liquidated damages are often specified as a fixed percentage, subject to the terms of capping, of the contract price and our clients are entitled to deduct the amount of damages from the payments due to us.

In addition to the risk of termination by the client, delays in completion of projects may result in time and cost overruns, lower or no returns on capital and reduced revenue for the client thus impacting the project's performance, as well as failure to meet scheduled debt service payment dates and increased interest costs from our financing agreements for the projects. Delay in completion of projects could also have repercussions on our business including but not limited to hefty fines and penalties payable to the customer as per the agreed terms and conditions, partial or complete invocation of our performance bank guarantees, loss of reputation, loss of goodwill with our clients, we may be subject to disputes initiated by the customers, etc. The scheduled completion targets for our projects are estimates and are subject to delays as a result of, among other things, *force majeure* events, issues arising out of right of way, unavailability of financing or unanticipated cost increases. Whilst there have been instances of delays in any of our completed projects or our ongoing projects in the last three fiscals, we cannot assure you that we will not experience any such delays in any of our projects going forward. The table below sets forth the details of the delays in the projects completed by our Company for the periods indicated:

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Estimated time period for the projects *(in months)*	22	14	21
Actual time taken for the projects *(in months)*	28	22	28
Time overruns for the projects *(in months)*	6	8	7
Damages imposed due to delay in completion of projects *(in million)*	-	63.99	0.31

18. ***We are subject to stringent quality standards and any product defect issues or failure by us or our suppliers to comply with quality standards may lead to the cancellation of existing and future orders, recalls or exposure to potential product liability claims. Maintaining these standards incurs significant costs, and failure to uphold required accreditations may damage our brand and reputation may adversely affect our business, results of operations, financial condition, operations, cash flows, and reputation***

We face an inherent risk of exposure to product defects and subsequent liability claims if the use of any of our products results in personal injury or property damage. Non-compliance with regulatory or customer-imposed quality standards, either by us or our suppliers, could materially and adversely affect on our business, financial condition, results of operations and cash flows. We are also required to obtain material approvals and certifications for product quality verification in India and other jurisdictions Further, our manufacturing facilities are subjected to undergo quality control checks, accreditation requirements, and periodic inspections. from various regulatory agencies that have issued us product and system certifications. Non-compliance or product defects may result in recalls, replacements, or redesign such products, or be subjected to legal proceedings or incur significant costs to address any such claims. While we have not incurred any material damages or litigations in the past, we cannot assure you that we will be compliant with the regulatory requirements in the future at all times.

Our products are compliant with international standards of safety and performance and have received certifications from several organisations such as ISO, BIS and UL. For further details, please see "***Our Business - Quality Control, Testing and Certifications***" on page 276. These certifications signify that our products meet the safety and regulatory criteria set by these organisations and thereby enhance the credibility of our products, which has helps us expand our customer base in both the Indian and international markets. While we try to ensure that our products remain compliant with these standards, we cannot assure we will be able to retain our certifications. Any failure to retain our certification could lead to loss of reputations and customers which may business operations, in both Indian and international markets.

While we have not had any instances of return of recall of our sold products, there is no guarantee that there will not be any return or recall or redesign of our products which could have a material effect on our financials and results of operations in future. Latent defects in long-term-use products may emerge years later, potentially resulting in adverse outcomes. Non-compliance by us or our suppliers with regulatory or the quality standards required by our customers could disrupt supply chains, affect product quality, and damage our brand image and revenues. If we need to replace suppliers, there is no assurance we can do so promptly or in compliance with regulations. Such failures may lead to order cancellations and materially affect our business and financial performance.

19. ***We face competitive pressures from the existing competitors and new entrants in both public and private sector. Increased competition and aggressive bidding by such competitors are expected to make our ability to procure business in future more uncertain which may adversely affect our business, financial condition and results of operations***

Our business is highly competitive as we face competition from the competitors in the domestic market as well as in international markets. Projects are typically awarded to bidders offering competitive pricing while meeting the technical and financial qualification criteria. Our Company competes with both domestic and international EPC companies, with key competitive factors including project execution capabilities, financial strength, past experience, compliance with regulatory requirements, and the ability to optimize costs while maintaining quality and timelines, amongst others. The process of bidding for a project entails managing time to prepare bids and proposals for contracts and at times requires us to resort to aggressive pricing to be able to be awarded the contracts. We may not be in a position to aggressively price our services in the future which may result in loss of business and adversely affect our future prospects. Our strong financial position and backward integration with manufacturing facilities, which act as a feeder to the EPC segment, gives us a competitive edge over our competitors in the bidding process of the EPC projects by leveraging our cross-feeding capabilities, resulting in economies of scale. However, we are also subject to competition from both the domestic manufacturers and multinational companies such as quality of the product, pricing of the products, technological advancements and reputation of the brands. Any disruption in our financial position and integrated manufacturing facilities will have a material impact on our ability to bid competitively for our EPC projects. Further, we tend to rely on our internal systems to enable planning, monitoring and control of our EPC projects and on the quality manufacturing units to ensure availability of the specialized products used in such EPC projects. Additionally, the backward integration with our furnace and rolling mill gives us an added advantage in cost reduction, control over quality, increased efficiency and flexibility and supply chain security. For more details, see "***Our Business***" on page 246. We cannot assure you that our internal systems will always be effective and enable us to utilise the integration of our business segments to our advantage.

With increased competition, our ability to estimate costs to provide services required under the contracts and ability to deliver the project in a timely manner will determine our profitability and competitive position in the market. The possibility exists that our competitors might develop new technologies that might cause our existing offerings to become less competitive. Our competition varies depending on the size, nature and complexity of the project. The table below sets forth the names of the competitors of our Company for both the manufacturing and EPC segment:

Business Segment	Names of the competitors
Manufacturing Segment (Conductors and Cables focused players)	Apar Industries Limited, JSK Industries Private Limited, KEI Industries Limited, Sterlite Electric Limited and Universal Cables Limited
EPC Segment (EPC focused players)	Bajel Projects Limited, KEC International Limited, Kalpataru Projects International Limited and Techno Electric & Engineering Company Limited

*For details, see "**Industry Overview**" on page 180.*

A comparative analysis of key financial parameters of our Company and its industry peers for the Fiscal 2026 is provided in "***Basis of Offer Price - Comparison of Key Performance Indicators with Listed Industry Peers***" on page 161. The table below sets forth the product portfolio of our peers:

Company name	Cables	Conductors	Power EPC	Others[2]
Lumino Industries Limited	✓	✓	✓	Solar EPC and O&M and railway EPC
Apar Industries Limited	✓	✓	✓	Speciality oil, polymers, lubricants, etc
Bajel Projects Limited	N.A.	N.A.	✓	Lighting poles and masts, monopoles, etc
JSK Industries Private Limited	✓	✓	✓	IT- cyber security, digital substation, photonics, etc
Kalpataru Projects International Limited	N.A.	N.A.	✓	EPC for urban infrastructure and railways businesses, buildings and factories businesses, etc
K E C International Limited	✓	✓.	✓	Oil and gas pipelines EPC, civil EPC, etc
KEI Industries Limited	✓	✓	✓	Stainless steel wires, etc
Sterlite Electric Limited	✓	✓	✓	Telecom related services/ EPC
Universal Cables Limited	✓	✓	✓	Capacitators, etc
Techno Electric & Engineering Company Limited	N.A.	N.A.	✓	Renewable

*For details, see "**Industry Overview**" on page 180.*
Note:
N.A. stands for not available
1. *Cables includes wires*
2. *Not exhaustive but only an indicative list*

Source: Company websites, CRISIL Report .

Please see below the financial parameters of our Company and our peers as at March 31, 2026:

(₹ in million, unless otherwise stated)

Particulars	Our Company	Apar Industries Limited	Bajel Projects Limited	JSK Industries Private Limited	Kalpataru Projects International Limited	KEC International Limited	KEI Industries Limited	Sterlite Electric Limited	Universal Cables Limited	Techno Electric & Engineering Company Limited
Revenue from	20,410.73	229,021.20	27,915.75	N.A.	271,430.60	235,055.40	117,477.65	N.A.	30,226.73	32,516.33

Particulars	Our Company	Apar Industries Limited	Bajel Projects Limited	JSK Industries Private Limited	Kalpataru Projects International Limited	KEC International Limited	KEI Industries Limited	Sterlite Electric Limited	Universal Cables Limited	Techno Electric & Engineering Company Limited
Operations										
Operating EBITDA	2,389.47	18,759.30	977.09	N.A.	22,399.00	16,585.70	12,290.44	N.A.	2,606.41	4,618.43
PAT	1,599.99	9,769.30	69.03	N.A.	10,306.30	6,055.90	9,184.33	N.A.	1,631.09	4,738.65
Total debt/ Equity	0.53	0.16	0.47	N.A.	0.44	0.87	0.03	N.A.	0.62	0.02
Closing order book	Total - 31,498.78 Manufacturing: 11,579.02 EPC: 19,919.76	Conductors – 76,710.00 Cables – 18,000.00	34,420.00	14,373.00	654,570.00	362,670.00	35,850.00	80,000.00	N.A.	109,510.00

The financial comparisons underscore our relative positioning within the industry; however, we face the risk that our competitors may develop new technologies, enhance operational efficiencies, or benefit from economies of scale that may impact our competitive advantage.

Our ability to anticipate such developments and deploy improved and appropriate technologies through development/acquisitions will determine our competitive position in the marketplace. Any failure on our part to compete effectively in terms of pricing of our services or providing quality services could have a material adverse effect on our operations and financial condition.

There can be no assurance that we will be able to compete successfully against our competitors as well as new entrants in our industry in the future, or that the companies that are not directly in competition with us now will not compete with us in the future. Accordingly, our business, financial condition, results of operations and future prospects would be adversely and materially affected if we are unable to maintain our competitive advantage and compete successfully against our competitors and any new entrants to our industry in the future.

20. ***We are required to furnish bank guarantees as part of our business. Our inability to arrange such guarantees or the invocation of such guarantees or our inability to fulfil any or all of the obligations under such bank guarantees may or may not adversely affect our cash flows and financial condition***

As part of our business and as is customary, we are required to provide performance bank guarantees in favour of our clients under the respective contracts for our projects. For our projects, we typically issue bank guarantees to the relevant authority with whom the contractual arrangement has been entered into.

These guarantees are typically required to be furnished within a few days of the signing of a contract and remain valid up to around three months to six months after the defect liability period prescribed in that contract. In addition, letters of credit are often required to satisfy payment obligations to suppliers. We may not be able to continue obtaining new performance bank guarantees adequately to match our business requirements. If we are unable to provide sufficient collateral to secure the bank guarantees, or letters of credit, our ability to enter into new contracts or obtain adequate supplies could be limited and could have a material adverse effect on our business, results of operations and financial condition. Providing security to obtain letters of credit, financial and performance bank guarantees also increases our working capital requirements.

We issue bank guarantees (including letter of credit) towards securing our financial/ performance obligations under our ongoing projects. The table below sets forth the details of the bank guarantees and letters of credit issued for the indicated periods:

(₹ in million)

Instrument	Fiscal 2026	Fiscal 2025	Fiscal 2024
Bank guarantee	9,020.58	5,802.72	4,943.95
Letter of credit	2,913.58	1,531.06	1,922.35
Total	**11,934.16**	**7,333.78**	**6,866.30**

We may be unable to fulfil any or all of our obligations under the contracts entered into by us in relation to our ongoing projects due to unforeseen circumstances which may result in a default under our contracts resulting in invocation of the bank guarantees issued by us. If any or all the bank guarantees are invoked, it may result in a material adverse effect on our business and financial condition.

21. ***We are exposed to claims, penalties and damages resulting from delays in our projects which may have an adverse effect on our business***

We may face delays in our EPC projects due to the internal processes/client processes involving periodical approval during the course of the order/project, right of way or approvals and clearances, resulting in delay in project execution, which adversely impacts us, especially if the contract is on a fixed-rate basis. Actual or claimed defects in equipment procured and / or construction quality could give rise to claims, liabilities, costs and expenses, relating to loss of life, personal injury, damage to property, damage to equipment and facilities, pollution, inefficient operating processes, loss of production or suspension of operations. Although in certain cases our suppliers are required to compensate us for certain equipment failures and defects, such arrangements may not fully compensate us for the damage that we suffer as a result of equipment failures and defects or the penalties under our agreements with our clients, and they also do not generally cover indirect losses such as loss of profits or business disruption. We may also face delays due to shortage and pilferage of our materials lying at the sites due to theft, pilferage, breakage, mishandling which may require us to replace these materials and consequently resulting in further costs and time being lost for procuring them. While we are insured for losses incurred on account of theft or pilferage, we cannot assure that the losses incurred will not have an adverse effect on our business operations and cash flows. Further, while we typically give performance guarantees and other guarantees to our clients in relation to our projects, in case of non-performance due to delay, the said guarantees may be invoked by our clients and such liabilities may become effective. The table below sets forth the details of the projects on which late delivery deductions were imposed for the last three Fiscals:

S. No.	Name of the Project	Amount of late delivery deduction (₹ in million)	Year in which such late delivery deduction was imposed
1.	220 KV GSS Kirawali, Agra	0.31	2023-24
2.	220 KV GSS Kirawali, Agra	0.10	2024-25
3.	HVDS Jalpaiguri	15.29[(1)]	2024-25
4.	Floating Solar (Purulia)	63.89[(2)]	2024-25
5.	DVVNL	236.14	2025-26
6.	PUVVNL	71.85	2025-26

(1) *The deduction of the late delivery was refunded to Company on December 17, 2024.*

(2) *The deduction of the late delivery was refunded to Company on September 25, 2025 aggregating to ₹54.58 million and the balance was refunded on October 17, 2025.*

Any significant operational problems or the temporary unavailability of the machines and equipment could result in delays or render us unable to complete projects or services and adversely affect our results of operations. We cannot assure you whether there will be no further delays in our ongoing projects or future projects and we will not face penalties in that regard, which may result in an adverse impact on our financial condition, operations and reputation.

22. ***If we fail to identify and effectively respond to changing consumer preferences in a timely manner, we may not be able to effectively manage and expand our brand 'Lumicon' in accordance with our business plan and strategy which might adversely affect our business prospects, financial condition and results of operations***

In October 2022, we diversified our business operations by entering into the B2C market with the launch of our house wire and flexible cable product range under the brand name "Lumicon" which enabled us to directly cater to consumer needs with high-quality electrical solutions.

The success of Lumicon depends on our ability to anticipate, gauge and react in a timely and cost-effective manner to changes in consumer preferences for our products. For instance, if there is a change in consumer preferences for our products, we may have to change the range of the products offered by introducing new products and discontinuing certain existing products. Further, we continuously seek to differentiate our products on the basis of product pricing, availability, functionality, design, material and quality, we may not be able to generate and maintain consumer loyalty, which may affect the demand for our products. Furthermore, in order to retain our customers, we may also be forced to reduce the prices of our products to compete with the similar products in the market. Such reduction in the prices of our products may adversely affect our business, results of operations, financial condition and cash flows.

As on the date of this Prospectus, our products under the brand 'Lumicon' are operational with approximately 104 distributors and 804 retailers in only four states in India, namely Kerala, Uttar Pradesh, Rajasthan and Jammu & Kashmir, with major presence in Kerala. As part of our business strategy, we intend to further deepen our presence in the B2C market by expanding to other states in India and increasing our marketing and advertising campaigns and expenditure. Expansion into new geographic regions in India subjects us to various challenges including, *inter alia*, inability to market our products in the new regions due to legal regulations and economic conditions of these regions, language barriers, managing operations, the lack of brand recognition and reputation in the new regions. The risks involved in expanding into new geographic markets may be higher than expected, and we may have to compete with other regional brands which might have a greater market presence. Further, we are also developing a mobile application for Lumicon house wire which aims to enhance customer relationship management by improving customer engagement and satisfaction through seamless communication and service accessibility. The mobile application is also expected to enhance operational efficiency by streamlining order management, tracking, and customer support functions. In the event, the application does not improve customer engagement or improve operational efficiency, our Company plans to ensure that the specific issues are identified and documented properly, those issues are discussed and communicated with the third-party developer, perform thorough testing to ensure the application is as per customer preferences and ensure ongoing feedback and iteration process to ensure it evolves with the changes in customer preferences.

Further, while our Promoters are experienced in undertaking expansion plans of B2B business model, they have relatively less experience in expansion of B2C business. Therefore, while there have not been any significant challenges in expanding in the B2C market yet, we cannot assure you that we will not face any major challenges in the future and be able to expand at a rate with which we plan to. Our business and growth prospects could be materially and adversely affected if we are not able to expand to other regions at the pace that we desire.

Further, as we expand our network, we may be exposed to various other challenges. We may be required to obtain loans to finance the expansion and that could result in an increase in the working capital requirements; and there is no assurance that such loans will be available to us on commercially acceptable terms, or at all. By expanding into new geographical regions, we could be subject to additional risks associated with establishing and conducting operations, including risks associated with our ability to establish a foothold in new markets and to execute our business strategy in new markets; the demand of our products in such new markets; our ability to introduce an optimal mix of products which successfully meets local customer preferences at attractive prices; our ability to negotiate and obtain favourable terms from our retailers and distributors; the effectiveness of our marketing campaigns; our ability to hire, train and retain skilled personnel and exposure to expropriation or other government actions; political, economic and social instability.

23. ***There have been delays in the payment of certain statutory dues by our Company. Inability to make timely payment of our statutory dues could result us into paying interest on the delay in payment of statutory dues which could adversely affect our business, our results of operations and financial condition***

Our Company has delayed in making payments of statutory dues which were undisputed under certain statutory provisions. For the Fiscals 2026, 2025 and 2024, we have also paid interest and fees towards such delayed payments of certain statutory dues like professional tax, provident fund, GST, Income Tax, etc. Such delayed payment of statutory dues amounted to ₹9.32 million, ₹0.93 million and ₹315.13 million for Fiscals

2026, 2025 and 2024, respectively. The table below sets forth details of the provident fund, ESIC, professional tax, TDS, GST, Income Tax and other dues paid during the Fiscals 2026, 2025 and 2024, as mentioned below:

Particulars	No. of employees to whom payable			Statutory dues paid (₹ in million)		
	Fiscal 2026	Fiscal 2025	Fiscal 2024	Fiscal 2026	Fiscal 2025	Fiscal 2024
The Employees Provident Fund and Miscellaneous Provisions Act, 1952	846	667	565	48.42	36.71	28.79
Employee State Insurance Act, 1948	155	157	114	0.74	0.86	0.64
Professional Taxes	800	709	516	1.14	0.96	0.66
Income Tax Act, 1961 (TDS on Salary)	80	143	102	44.00	43.29	54.56
Income Tax Act, 1961 (TDS other than Salary)	N.A.	N.A.	N.A.	73.46	67.90	46.75
Income Tax Act, 1961 (TCS)	N.A.	N.A.	N.A.	0.63	0.39	0.25
Goods and Service Tax Act, 2017	N.A.	N.A.	N.A.	3,957.05	4,041.44	3,455.11
The West Bengal Labour Welfare Fund Act, 1974	711	1,965	1,253	0.05	0.05	0.02
The Customs Act, 1962	N.A.	N.A.	N.A.	6.56	0.81	-
Income Tax Act, 1961 (Income Tax Liability)	N.A.	N.A.	N.A.	910.00	441.62	313.53
Total				**5,042.05**	**4,634.03**	**3,900.32**

The table below sets forth the details of the delay in the payment of statutory dues/liabilities under the said acts:

Particulars	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Number of Instances	Amount delayed (₹ in million)	Number of Instances	Amount delayed (₹ in million)	Number of Instances	Amount delayed (₹ in million)
The Employees Provident Fund and Miscellaneous Provisions Act, 1952	1	0.00	2	0.01	28	0.62
Employee State Insurance Act, 1948	-	-	1	0.00	6	0.07
Professional Taxes	6	0.02	4	0.00	3	0.02
Income Tax Act, 1961 (TDS on Salary)	-	-	1	0.14	-	-
Income Tax Act, 1961 (TDS other than Salary)	-	-	10	0.76	13	0.87
Income Tax Act, 1961 (TCS)	-	-	1	0.00	15	0.01
Goods and Service Tax Act, 2017	-	-	1	0.00	-	-
The West Bengal Labour Welfare Fund Act, 1974	2	0.05	1	0.02	1	0.01
The Customs Act, 1962	1	9.25	-	-	-	-
Income Tax Act, 1961 (Income Tax Liability)	-	-	-	-	4	313.53
Total	**10**	**9.32**	**21**	**0.93**	**70**	**315.13**

Note: 0.00 represents less than Rs. 10,000/- (rounding off)

The table below sets forth the reasons of the delay in the payment of statutory dues/liabilities under the said acts:

Particulars	Number of instances in Fiscal 2026	Number of instances in Fiscal 2025	Number of instances in Fiscal 2024	Reasons for such delays
The Employees Provident Fund and Miscellaneous Provisions Act, 1952	1	2	28	Registration issues due to documentation and on account of arrear payment
Employee State Insurance Act, 1948	-	1	6	Portal issue and on account of arrear payment
Professional Taxes	6	4	3	Portal issue, on account of arrear payment, delay in deduction, discontinuance of operation in Bihar and enrolment issue in new states

Particulars	Number of instances in Fiscal 2026	Number of instances in Fiscal 2025	Number of instances in Fiscal 2024	Reasons for such delays
Income Tax Act, 1961 (TDS on Salary)	-	1	-	On account of short deduction
Income Tax Act, 1961 (TDS other than Salary)	-	10	13	On account of short deduction
Income Tax Act, 1961 (TCS)	-	1	15	On account of short deduction
Goods and Service Tax Act, 2017	-	1	-	Due to technical issue for adjustment between IGST and SGST-CGST
The West Bengal Labour Welfare Fund Act, 1974	2	1	1	Delay in deduction
The Customs Act, 1962	1	-	-	Delay due to generation of shipping bill
Income Tax Act, 1961 (Income Tax Liability)	-	-	4	On account of difference between estimated taxable income and actual taxable income
Total	**10**	**21**	**70**	

While no legal proceedings or regulatory action against such delay in payment of statutory dues has been initiated against our Company as on the date of this Prospectus, we cannot assure you that such legal proceedings or regulatory actions will not be initiated against our Company or that any fines will not be imposed by regulatory authorities on our Company in this respect in the future.

While we have paid the dues and no penalties were imposed on our Company, there is no assurance that there will not be any future instance of delays in payment in statutory dues and any prolonged delay in payment of statutory dues may attract penalties from statutory authorities and in turn, our cash flow from operations and financial conditions may be adversely affected to the extent we have to pay interest and penalties on the same.

24. ***Our Promoters and member(s) of our Promoter Group have given personal guarantees for loan facilities obtained by our Company. Any failure or default by our Company to repay such loans in accordance with the terms and conditions of the financing documents could trigger repayment obligations on them***

As of the date of this Prospectus, our Promoters, Devendra Goel and Jay Goel, have provided guarantee for the working capital facilities availed by our Company. For further details, please see "***History and Certain Corporate Matters - Guarantees provided to third parties by our Promoters offering their Equity Shares in the Offer for Sale***" and "***Financial Indebtedness***" on pages 290 and 418, respectively. Further, Deepak Goel, entities forming part of our Promoter Group, Brijdham Infrastructure Private Limited and DRP Realtors Private Limited, have provided guarantee for the working capital facilities availed by our Company. As on the date of this Prospectus, the details of the personal guarantee as provided by each of the Promoters and members of the Promoter Group for loan facilities availed by our Company, are set forth below:

S. No.	Date of guarantee	Guarantee issued in favour of	Borrower	Guarantee amount (₹ in million)	Type of facility
1.	February 27, 2026	IDBI Trusteeship Services Limited	Lumino Industries Limited (1)	15,250.00	Working capital
2.	July 18, 2025	Canara Bank	Laser Power And Infra Limited (2)	3,140.00	Working capital
3.	July 18, 2025	Bank of Baroda	Laser Power And Infra Limited (2)	990.00	Working capital
4.	July 18, 2025	IndusInd Bank Ltd	Laser Power And Infra Limited (2)	950.00	Working capital
5.	July 18, 2025	IDBI Bank Ltd	Laser Power And Infra Limited (2)	260.00	Working capital
6.	July 18, 2025	IDFC First Bank Limited	Laser Power And Infra Limited (2)	690.00	Working capital
7.	July 18, 2025	Union Bank of India	Laser Power And Infra Limited (2)	2,450.00	Working capital
8.	July 18, 2025	Axis Bank Limited	Laser Power And Infra Limited (2)	950.00	Working capital
9.	July 18, 2025	State Bank of India	Laser Power And Infra Limited (2)	1,950.00	Working capital

S. No.	Date of guarantee	Guarantee issued in favour of	Borrower	Guarantee amount (₹ in million)	Type of facility
10.	July 18, 2025	HDFC Bank Limited	Laser Power And Infra Limited [(2)]	1,430.00	Working capital
11.	July 18, 2025	RBL Bank Limited	Laser Power And Infra Limited [(2)]	1,000.00	Working capital
12.	July 18, 2025	Punjab National Bank	Laser Power And Infra Limited [(2)]	1,110.00	Working capital
13.	July 18, 2025	Indian Bank	Laser Power And Infra Limited [(2)]	580.00	Working capital
14.	July 18, 2025	UCO Bank	Laser Power And Infra Limited [(2)]	1,000.00	Working capital
15.	July 09, 2024	RBL Bank Limited	Lumino Industries Limited [(1)]	265.00	Working capital
16.	February 16, 2026	IDFC First Bank	Lumino Industries Limited [(1)]	500.00	Working capital
17.	March 12, 2026	HDFC Bank Limited	Lumino Industries Limited [(1)]	700.00	Capex term loan

[(1)] Personal guarantee given by our Promoters, Devendra Goel and Jay Goel.
[(2)] Personal guarantee given by our Promoter, Devendra Goel.

In the event any of these guarantees are revoked, our lenders may require us to furnish alternate guarantees or may demand a repayment of the outstanding amounts under the said facilities sanctioned or may even terminate the facilities sanctioned to us. There can be no assurance that our Company will be able to arrange such alternative guarantees in a timely manner or at all. If our lenders enforce these restrictive covenants or exercise their options under the relevant debt financing agreements, our operations and use of assets may be significantly hampered and lenders may demand the payment of the entire outstanding amount and this in turn may also affect our further borrowing abilities thereby adversely affecting our business and operations. For further details, please see "***Financial Indebtedness***" on page 418. As a result, we may not be able to conduct our business or implement our strategies as planned, which may adversely affect our business and financial condition.

25. ***We are subject to various laws and extensive government regulations and if we fail to obtain, maintain or renew our statutory and regulatory licenses, permits and approvals required in the ordinary course of our business, including environmental, health and safety laws and other regulations, our business financial condition, results of operations and cash flows may be adversely affected***

We are required to comply with Indian laws, among other things, related to occupational health and safety (including regulations governing the generation, storage, handling, use and transportation of waste materials, the emission and discharge of hazardous substances into soil, air or water, and the health and safety of employees) for our projects and manufacturing facilities. For details relating to regulations and policies applicable to our Company, see "***Key Regulations and Policies***" beginning on page 280. While there have been instances of non-compliance with certain regulatory requirements in the past three financial years, there can be no assurance that we will remain compliant with these laws, regulations and the terms and conditions of any such consents or permits at all times. Non-compliance may result in fines or sanctions by relevant regulators, which could adversely impact our business. For further details of pending renewals and pending material approvals, see "***Government and Other Approvals***" and *"**Key Regulations and Policies in India**"* on pages 438 and 280, respectively. If we fail to retain or obtain the required approvals, licenses, registrations, permissions or renewals, in a timely manner or at all, our business, results of operations could be adversely affected. The table below sets forth the details of fines imposed on our Company for non-compliance with the laws and regulations for the periods indicated:

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Instances of non-compliances	11	16	52
Number of fines/ interest imposed on the Company	5	9	12
Amount of fine imposed on the Company *(in million)*	0.00*	0.14	0.03

** 0.00 represents an amount less than ₹10,000 (rounding off). The total amount of fine imposed on our Company is ₹3,804.*

Our government approvals and licenses are subject to certain conditions, some of which are onerous and require us to make substantial compliance-related expenditure. If we fail to comply or a regulator claims that we have not complied with such conditions, our business prospects, results of operations and cash flows may be adversely affected.

Any withdrawal or suspension of our existing licenses and approvals, or a failure to renew such licenses and approvals upon their expiry, may adversely disrupt our ability to carry out our business. Additionally, there can be no assurance that allegations pertaining to non-compliance of environmental and safety standards will not be made against us in the future. The relevant regulator may order closure of our unit if it is found to be non-compliant with the applicable norms. In severe cases, regulators may impose fines, sanctions, or even order the closure of non-compliant units. Moreover, environmental regulations may become more stringent over time, leading to increased costs or liabilities in the future.

As we expand into new markets, we may be required to comply with various laws and regulations applicable in those jurisdictions which could result in substantial costs, including those related to maintenance, inspection, development and implementation of emergency procedures and obtaining insurance coverage or other additional costs to address environmental incidents or external threats. Our inability to manage the costs involved in complying with these and other relevant laws and regulations could have an adverse effect on our business, financial condition, results of operations and cash flows.

26. ***We have leased and, or availed on license, the use of certain properties from which we operate our business. We cannot assure you that the lease, and, or license agreements will be renewed upon termination or that we will be able to obtain other premises on lease on same or similar commercial terms***

We do not own the premises on which our Registered and Corporate Office is situated, which is on a leasehold basis. Further, certain parcels of land on which our manufacturing facilities are located and all the warehouses we operate are on leasehold basis. If we are unable to renew or extend such agreements on commercially acceptable terms, or at all, we may have to relocate our premises. Further, we may be required to re-negotiate rent or other terms and conditions of such agreements. For further details of our premises, see "***Our Business - Property***" on page 278.

We cannot assure you that we will own, or have the right to occupy, these premises in the future, or that we will be able to continue with the uninterrupted use of these premises, which may impair our operations and adversely affect our business operations. We cannot assure you that we will be able to renew the lease / license / rent agreements with third parties in a timely manner or at all. Further, identification of a new location to house our operations and relocating our offices to the new premises may place significant demands on our senior management and other resources and also involve us incurring significant expenditure. Any inability on our part to timely identify a suitable location for our premises could have an adverse impact on our business.

In addition, any regulatory non-compliance by the lessor or us or adverse development relating to the lessors' title or ownership rights to such properties, may entail significant disruptions to our operations, especially if we are forced to vacate the leased spaces following such developments. Our profitability, business, results of operations, financial condition and cash flows could be adversely affected.

27. ***If we are unable to effectively manage our trade receivables and their aging profile, it could negatively impact our liquidity and financial position.***

Our business operations require us to extend credit to our customers, which results in significant amount of trade receivables. As of March 31, 2026 and as of March 31, 2025, our total trade receivables stood at ₹8,948.58 million and ₹7,211.64 million, respectively, as compared to ₹4,595.23 million as of March 31, 2024.

The ageing schedule of our trade receivables is given below:

(in ₹ million)

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Not due	1,741.01	1,714.02	2,262.38
Up to 6 months	4,983.72	5,288.40	2,157.01
6 months – 1 year	1,741.30	151.78	95.88
1 – 2 years	452.29	55.33	75.98
2 – 3 years	30.26	2.11	3.98
More than 3 years	64.11	64.11	-
Gross receivables	**9,012.69**	**7,275.75**	**4,595.23**
Less: expected credit loss	64.11	64.11	-
Net receivables	**8,948.58**	**7,211.64**	**4,595.23**

Timely collection of trade receivables, particularly from government agencies and public sector undertakings, could be delayed beyond agreed timelines. Any further delays or defaults by customers may require us to increase our provisions for doubtful debts, which could have a material adverse effect on our financial condition and results of operations.

28. ***Our trade receivables are high in relation to our revenue, and a substantial portion of our revenue is derived from government contracts, which may contribute to longer receivable cycles***

As at March 31, 2026, our trade receivables were ₹8,948.58 million, representing 43.84% of our total revenue for the corresponding period. A significant portion of our revenue is derived from contracts with government entities and public sector undertakings. While these customers generally present lower counterparty credit risk, payments from such entities are often subject to extended payment cycles due to procedural and administrative requirements, including multi-level approvals, budgetary allocations, and compliance with governmental processes. Further, for our EPC projects, about 60% of our project cost is paid upon supply of materials, 30% upon completion of erection of the project and the remaining 10% upon retention, thereby making the term for completion of full payment for EPC project, extend to years.

Consequently, our receivable cycle tends to be longer in comparison to companies with predominantly private sector clientele. Delays in payment collections can adversely affect our cash flows and working capital requirements. Further, a prolonged increase in trade receivables may require us to make higher provisions for doubtful debts, thereby impacting our financial condition and results of operations. Prolonged receivable cycle also has an impact on our working capital requirements. With delay in payments, our Company has to depend on internal accruals and funding from the loan facilities availed, thereby leading to an adverse impact on the financial condition of our Company.

Although we continuously monitor our receivables and maintain a process for following up on overdue accounts, there can be no assurance that we will be able to recover such amounts in a timely manner or at all. Any material increase in our receivables or delays in collection, particularly from government customers, may adversely impact our liquidity, limit our ability to invest in future growth opportunities, and negatively affect our financial performance.

29. ***Our inability to handle risks associated with our export sales could negatively affect our sales to customers in foreign countries, as well as our operations and assets in such countries***

As on March 31, 2026, we export our products primarily to certain countries in Africa, Asia and United States of America. The table below sets forth the details of the revenues from India and outside India for the periods indicated:

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Revenue from Operations from India (₹ in million)	20,041.70	18,325.14	14,022.33
Percentage of Revenue from Operations from India (in %)	98.19	95.54	99.64
Revenue from Operations outside India (₹ in million)	369.03	854.54	50.82
Percentage of Revenue from Operations outside India (in %)	1.81	4.46	0.36

Our international operations are subject to risks that are specific to each country and region in which we operate, as well as risks associated with international operations in general. Our international operations are subject to, among other risks and uncertainties, the following:

- demand for our products by our customers located outside India;
- social, economic, political, geopolitical conditions and adverse weather conditions, such as natural disasters, civil disturbance, terrorist attacks, war or other military action would affect our business and operations and may also prevent us from production or delivery of our products to our customers;
- non-compliance with local laws, including legal constraints on ownership and corporate structure, environmental, health, safety, labor and accounting laws;
- changes in foreign laws, regulations and policies, including restrictions on trade, import and export license requirements, and tariffs and taxes, intellectual property enforcement issues and changes in foreign trade and investment policies, may affect our ability to both operate and the way in which we manage our business in the countries in which we operate;

- fluctuations in foreign currency exchange rates against the Indian Rupee, may affect our results of operations, the value of our foreign assets, such as export receivables, the relative prices at which we and our competitors sell products in the same markets and the cost of certain inventory and non-inventory items required for our operations. For details, see "***We are exposed to foreign currency fluctuation risks, particularly in relation to export of products, which may adversely affect our results of operations, financial condition and cash flows***" on page 67;

- anti-competitive behaviour, money laundering, bribery and corruption by third parties as well as crime and fraud;

- trend of reduced inventory holdings;

- disruption in the supply chain leading to a short-term disruption in our supply chain while we incorporated the changes brought about by this scheme. Further, there have been other instances of disruption in the supply chain such as the Red Sea Crisis led to an increase in freight costs and delay in export shipments and the sharp rise of cement and metal prices post pandemic which impacted our business and results of operations; and

- inability to effectively enforce contractual or legal rights and adverse tax consequences; differing accounting standards and interpretations.

While there have been no past instances of non-compliance, there can be no assurance that in the future we will not violate regulatory requirements due to changes in regulation. Any failure to effectively prevent, identify or address violations could result in penalties and other sanctions, liabilities, the assertion of damages claims by third parties, and reputational damage, each of which could have a material adverse effect on our business, operations, financial condition or prospects.

Further, we are also required to comply with prescribed quality standards and obtain relevant approvals to be able to export to certain jurisdictions. For instance, we have recently obtained UL certificate, which is important for export of products to the United States and certain countries in Europe. Currently, we are not required to obtain any additional approvals for the jurisdictions we export to, but we cannot assure you that we will not be requiring additional approvals in the future due to several factors such as change in the legal and regulatory landscape of those countries. Any failure to validly maintain or renew such existing approvals, or to obtain any new approvals that may be required, will have an adverse impact on our ability to export to such jurisdictions. Additionally, our ability to innovate and develop products and solutions to ensure we are first to market is critical to our success. We may not perform as expected in our international markets, if our competitors and the established players in these markets are able to reach the market first or are able to introduce products similar to us. Any of these risks, should they materialize, could have a material adverse effect on our business, financial condition, results of operations, cash flows and prospects.

30. ***We have experienced fluctuations in our Revenue from Operations, EBITDA Margin and PAT Margin in the past, and our key financial ratios may not be representative of our future results and any sudden fluctuations in our key financial ratios can have an adverse effect on our business and results of operations.***

We have experienced fluctuations in our Revenue from Operations, EBITDA Margin and PAT Margin in the past, and our key financial ratios may not be representative of our future results and any sudden fluctuations in our key financial ratios can have an adverse effect on our business and results of operations.

Our revenue from the EPC segment has shown significant volatility due to changes in the composition of order book and lower execution of projects. In Fiscal 2024, EPC revenue stood at ₹4,841.64 million, whereas in Fiscal 2025, it increased substantially to ₹6,719.65 million due to the successful bidding and execution of power transmission and distribution projects, supported by a larger order book carried into the year. Further, the EPC revenue in Fiscal 2026 declined to ₹6,176.25 million on account of lower execution of power transmission and distribution projects, as we bid selectively for such projects and increased our focus on EHV sub-station projects

The table below sets forth details of our key financial information:

(₹ in million, except otherwise mentioned)

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Revenue from Manufacturing segment (A)	14,234.48	12,460.03	9,231.51

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Revenue from EPC segment (B)	6,176.25	6,719.65	4,841.64
Revenue from Operations (C = A + B)	20,410.73	19,179.68	14,073.15
Other Income	482.40	287.13	173.12
Total Income	**20,893.13**	**19,466.81**	**14,246.27**
Operating EBITDA	2,389.47	2,229.37	1,450.92
Operating EBITDA Margin %	11.71%	11.62%	10.31%
Restated profit for the year	1,599.99	1,245.86	866.07
PAT margin % (*in %*)	7.66%	6.40%	6.08%
Basic and Diluted earnings per share (in ₹)	6.57	5.11	3.56

Notes:

1. *Restated profit for the year or profit after tax is calculated as profit or loss for the year from continuing operations.*
2. *PAT margin is calculated as PAT divided by total income*
3. *Basic earnings per share (₹) is calculated by dividing the net restated profit for the year attributed to equity shareholders by the weighted average number of Equity Shares outstanding during the period/year.*
4. *Diluted earnings per share (₹) is calculated by dividing the net restated profit for the year attributable to equity shareholders by the weighted average number of Equity Shares outstanding during the period/year as adjusted for the effects of all dilutive potential Equity Shares outstanding during the period/year.*

Our Operating EBITDA increased from ₹1,450.92 million in Fiscal 2024 to ₹2,229.37 million in Fiscal 2025 and ₹2,389.47 million in Fiscal 2026. Correspondingly, our Operating EBITDA margin improved from 10.31% in Fiscal 2024 to 11.62% in Fiscal 2025 and 11.71% in Fiscal 2026, primarily due to changes in our business and revenue mix, operational efficiencies, improved project execution and effective cost management.

Any sudden fluctuations in the key financial parameters can affect our Company's credit ratings which could make it difficult for our Company to avail loans for meeting its working capital requirements. Further, any sudden or frequent fluctuations can also have a negative impact on our positioning in the market and reputation which could affect our prospects in obtaining EPC projects, or it could lead to our suppliers implementing stricter or unfavourable terms, adversely affecting our ability to manage our working capital efficiently.

31. ***We have power and fuel requirements and any disruption to power sources could increase our production costs and adversely affect our business and results of operations***

The manufacturing segment of Company caters to the requirements of cables and conductors by the EPC segment of our Company. The manufacturing plants of our Company are powered by fuel and electricity and any disruption in the supply of fuel and power could halt the manufacturing process thereby affecting both the business segments of our Company. For Fiscals 2026, 2025 and 2024, our power and fuel expenses were ₹ 120.34 million, ₹104.79 million and ₹80.90 million, representing 0.64%, 0.59% and 0.62%, of our total expenses, respectively. While this constitutes a relatively small percentage of our overall expenses, any significant rise in energy costs, or disruptions in electricity supplies or supply arrangements disruptions, our operations and profitability could decline. Energy prices are influenced by numerous factors beyond our control, including global and regional supply and demand, carbon taxes, inflation, political and economic conditions, and applicable regulatory regime.

Our manufacturing operations are energy-intensive, and power consumption is expected to increase as we expand capacity. We source our electricity requirements from state electricity boards. Any substantial increase in electricity prices or disruptions in supply could increase our production costs and impact profitability. While power outages at our facilities are mitigated by diesel generators as an alternative power source, prolonged or frequent outages could disrupt production schedules and increase costs.

In addition, exploring alternative power sources, such as renewable energy or captive generation, could involve significant capital investment and additional operating costs, which may affect our financial condition, results of operations, and cash flows. Furthermore, natural disasters or adverse weather conditions, such as tropical storms, floods, or excessive rainfall, could disrupt electricity supply in the regions where we operate. In the event of extended power disruptions, we may be required to temporarily halt production until electricity supply is restored, leading to increased costs associated with restarting operations and potential loss of in-progress production.

32. ***We operate in a labor - intensive industry and are subject to stringent labor laws and any strike, work stoppage or increased wage demand by our labourers or any other kind of disputes with our labourers could adversely affect our business, financial condition, results of operations and cash flows***

Our EPC services and manufacturing businesses are labour intensive in nature, which makes us prone to labour shortage due to reasons such as relationship with our labourers, availability, pandemics etc., which may affect our ability to complete projects in time and also delay production in our manufacturing facilities. Further, if we are unable to negotiate with our labourers, it could result in work stoppages or increased operating costs due to higher than anticipated wages or benefits. While there have been no instances of strikes or work stoppages or wage demands which led to a disruption of our operations in the past, we cannot assure you that these instances will not happen in future.

There can be no assurance that we will not experience any disruptions in our operations due to any disputes with our labourers, misconduct by our employees, strike or work stoppage in the future. In addition, work stoppages or slow-downs experienced by our clients or key suppliers could result in slow-downs or closures of our units where our products are included in the end products. If we or one or more of our clients or key suppliers experience a work stoppage, such work stoppage could have an adverse effect on our business, financial condition, cash flows and results of operations. While our Company has outstanding litigations pertaining to labour laws, there has not been any materially adverse effect on our Company's business, financial condition, results of operations and cash flows.

We are also subject to a number of stringent labor laws that protect the interests of workers, including legislation that sets forth detailed procedures for dispute resolution and employee removal and legislation that imposes financial obligations on employers upon retrenchment. For further details see, "***Key Regulations and Policies in India***" on page 280. If labor laws become more stringent, it may become more difficult for us to maintain flexible human resource policies, discharge employees or downsize, any of which could have a material adverse effect on our business, financial condition, results of operations, cash flows and prospects.

In addition, we keep entering into contracts with independent contractors under the Contract Labor (Regulation and Abolition) Act, 1970, who in turn engage on-site contract labor for our EPC projects. Although our Company does not engage these labourers directly, we may be held responsible for any wage payments to be made to such labourers in the event of default by such independent contractors. Any requirement to fund their wage requirements may have an adverse impact on our results of operations and financial condition. If we are unable to renew the contracts with our independent contractors at commercially viable terms or at all, our business, financial condition, results of operations and cash flows could be materially and adversely affected.

33. ***We are dependent on the growth of the power sector. Any adverse changes in the conditions affecting the power sector can adversely impact our business, financial condition, results of operations, cash flows and prospects. The energy market may be affected by geopolitical tensions affecting the price of commodities and may have a material adverse impact on our business and results of operations***

Since we manufacture aluminium conductors, power cables and electrical wires and also operate in the EPC sector, our business and financial condition is significantly reliant on the performance of the power sector globally and in India. Consequently, we are exposed to fluctuations in the performance of the power's sector. If demand for our products in India or abroad declines in the future, our business, results of operations, financial condition, cash flows and prospects may be materially and adversely affected.

In Fiscal 2021 and 2022, the government had curtailed the funding for the power sector due to the pandemic which impacted the power sector which had adverse effect on our business and operations. While we have not had any instances in the past wherein our manufacturing facilities have been adversely affected by an abrupt disruption in power supply, we cannot assure there will not be any adverse effects on our manufacturing due to similar disruptions in the future.

The power sector is influenced by various factors such as, among others, changes in government policies, government initiatives, economic conditions, income levels and interest rates. These factors may negatively affect the demand for and the valuation of our products. Such developments and other factors may result in the prices of and demand for our products and may have a material adverse effect on our business, financial condition, results of operations and cash flows.

34. ***We are highly dependent on our Key Managerial Personnel and our Senior Management for our business. The loss of or our inability to attract or retain such persons, as well as other employees, could have a material adverse effect on our business performance***

Our business and the implementation of our strategy is dependent upon our Key Managerial Personnel and members of Senior Management, who oversee our day-to-day operations, strategy and growth of our business. If one or more members of our Key Managerial Personnel and our Senior Management are unable or unwilling to continue in their present positions, such members could be difficult to replace in a timely and cost-effective manner. There can be no assurance that we will be able to retain these personnel. The table below sets forth the details of attrition amongst the Key Managerial Personnel and Senior Management of our Company for the periods indicated:

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Total number of Key Managerial Personnel and members of Senior Management	10	9	9
Attrition rate (%)	10.53	11.11	Nil

The loss of our Key Managerial Personnel or members of our Senior Management or our inability to replace such Key Managerial Personnel or members of Senior Management may restrict our ability to grow, to execute our strategy, to raise the profile of our brand, to raise funding, to make strategic decisions and to manage the overall running of our operations, which would have a material adverse impact on our business. Further, our Company currently has not adopted any succession plan or policy to prevent any long period of absences in the senior and key positions in our Company. While the lack of a succession policy has not had any adverse impact on our Company, we cannot assure you that we will not be subject to any adverse impacts due to lack of such policy in the future.

Our success in expanding our business will also depend, in part, on our ability to attract, retain and motivate skilled personnel. Competition for skilled personnel in our industry is intense. Our competitors may offer compensation and remuneration packages beyond what we are offering to our employees. We may also be required to increase our levels of employee compensation more rapidly than in the past to remain competitive in attracting employees that our business requires. Because of these factors, there is no assurance that we can effectively attract and retain sufficient number of skilled personnel to sustain our expansion plans, which would have a material adverse impact on our business, results of operations, financial position and cash flows.

35. ***We depend on skilled and unskilled labour and an inability to access skilled and unskilled labour at reasonable costs at our project sites may adversely affect our business***

We depend significantly on access to a large pool of skilled and unskilled labour which we engage on a contractual basis, for our manufacturing and EPC segments. Since we have distinct business lines under our EPC and manufacturing segments, the number of skilled, semi-skilled and unskilled labourers engaged by us varies from time to time and is also based on the nature and extent of work we are involved in.

While we have limited number of skilled, semi-skilled and unskilled labour on the payroll of our Company, we tend to majorly engage labourers on third-party payroll for both our manufacturing and EPC segments. The table below sets forth the bifurcation of the labourers engaged on our payroll and on third-party payroll for our manufacturing segment for the last three Fiscals as indicated:

Labour	No. of labourers as at March 31, 2026	No. of labourers as at March 31, 2025	No. of labourers as at March 31, 2024
Labourers on the payroll of our Company	21	23	25
Labourers on the payroll of a third-party contractor	638	608	607
Total	**659**	**631**	**632**

In relation to our EPC segment, our labour requirement is largely dependent on the nature, scope and location of the project. The nature and location of the project play a major role in us determining the labour requirement by us. While we have faced operational challenges with respect to the location of the EPC projects we were working on, we cannot assure you that such challenges will not arise in the future. If we are unable to engage labourers at the site of our future EPC projects, we may be delayed in meeting the completion timelines which could have an adverse effect on our business prospects, results of operations and cash flows.

Our dependence on such contract labour may result in significant risks to our operations, relating to the availability of such contract labourers, especially during peak periods in labour-intensive sectors such as ours or in case of other disruptions. While we have not had any instances of labour shortages or unavailability in the past, we cannot assure you that we will not face any labour shortages for factors within and beyond our control, in the future. If we are not able to deploy adequate labourers on our projects, it might have an adverse effect on our business prospects, results of operations and cash flows.

We cannot assure you that we will have adequate access to skilled workmen at reasonable rates and in the areas in which we execute our projects. As a result, we may be required to incur additional costs to ensure timely execution of our projects or may not be able to complete our projects on schedule or at all. While there have not been any such instances during the Fiscals 2026, 2025 and 2024, any future instances where were face such challenges, it may adversely affect our business and profitability. In addition, there may be local regulatory requirements relating to use of contract labour in specified areas and such regulations may restrict our ability to engage contract labour for a project. See also "***Key Regulations and Policies in India***" on page 280. Further, all contract labourers engaged in our projects are assured minimum wages that are fixed by the relevant state and central governments, and any increase in such minimum wages payable may adversely affect our results of operations.

36. ***Majority of our Directors do not have prior experience of holding a directorship in a company listed on the Stock Exchanges***

Majority of our Directors do not have prior experience of directorship in any of companies listed on recognized stock exchanges, therefore, they will be able to provide only a limited guidance in relation to the affairs of our Company post listing. Except for Amitabh Mathur, Hemant Sultania and Shalu Laxmanraj Bhandari, our Independent Directors, our remaining Directors do not have prior experience as directors of companies listed on recognized stock exchanges. While our Executive Directors have experience in the power industry, directors of listed companies have a wide range of responsibilities, including, among others, ensuring compliance with continuing listing obligations, monitoring and overseeing management, operations, financial condition and trajectory of the company.

We cannot assure you that our Directors will be able to adequately manage our Company after we become a listed company, due to their lack of prior experience as directors of companies listed on recognized stock exchanges. Accordingly, we will get limited guidance from them and accordingly, may fail to maintain and improve the effectiveness of our disclosure controls, procedures and internal control as required for a listed entity under the applicable law. For further details, please see chapter titled "***Our Management***" on page 300.

37. ***Our financing agreements contain covenants that limit our flexibility in operating our business. Further, our Company has availed unsecured loans from banks and other financial institutions, which may be recalled on demand. If we are not in compliance with certain of these covenants and are unable to obtain waivers from the respective lenders, our lenders may accelerate the repayment schedules, and enforce their respective security interests, leading to a material adverse effect on our business and financial condition***

As on July 31, 2026, our borrowings including secured and unsecured borrowings and trade acceptance, on a consolidated basis, were ₹18,567.82 million. A portion of these borrowings is secured by mortgage of immovable properties, hypothecation of current assets (both present and future) and fixed immovable assets. Our existing financing arrangements contain a number of restrictive covenants that impose significant operating and financial restrictions on us and may limit our ability to, without prior consents from the lenders, engage in acts that may be in our long-term best interest, including restrictions on our ability to, among other matters, change our capital structure, undertake merger or amalgamation, change our ownership and composition of our board of directors, senior management or key managerial personnel, issue further Equity Shares, make certain payments (including payment of dividends, redemption of shares and prepayment of indebtedness), alter the business we conduct or investments to set up new projects or expansion activities, engaging the services of other banks in the Offer including as investment banks, escrow collection banks, public issue account banks, sponsor banks and refund banks and other intermediaries and other ancillary actions as may be required in relation to the Offer, carry out modifications, amendments or alterations to the constitutional documents of our Company, enter into borrowing arrangements with any other bank, financial institution, company or otherwise, create any charges, lien or encumbrances over our assets or undertaking or any part thereof in favor of any third party, or sell, assign, mortgage or dispose of any fixed assets charged to a lender or wind-up, liquidate or dissolve affairs or take steps for voluntary winding up or liquidation or dissolution.

As of the date of this Prospectus, we have received all requisite approvals from the relevant lenders in connection with the Offer. While we have not violated any of the restrictive covenants/events of default nor have undergone any rescheduling for repayment of loans during the Fiscals 2026, 2025 and 2024, with respect to any of our debt financing facilities availed, we cannot assure you that we will not receive any notices in the future for violation of any of the restrictive covenants.

While we have received consents from the relevant lenders to undertake the Offer, if we are not in compliance with certain of these covenants or if any events of default occur, our lenders may accelerate the repayment schedules or terminate our credit facilities. As at the Fiscals 2026, 2025 and 2024, we have outstanding unsecured loans amounting to ₹843.63 million, ₹1,840.84 million and Nil, respectively, from banks and other financial institutions, which are repayable on demand to them. We may be required to repay the entirety of the unsecured loans together with accrued interest. There can be no assurance that the lenders will not recall such borrowings or if we will be able to repay loans in a timely manner or at all. Further, such covenant defaults could result in cross-defaults in our other debt financing agreements.

If our future cash flows from operations and other capital resources become insufficient to pay our debt obligations or our contractual obligations, or to fund our other liquidity needs, we may be forced to sell assets or attempt to restructure or refinance our existing indebtedness. Our ability to restructure or refinance our debt will depend on the condition of the capital markets and our financial condition at such time. Any refinancing of our debt could be at higher interest rates and may require us to comply with more onerous covenants, which could further restrict our business operations. The terms of existing or future debt instruments may restrict us from adopting some of these alternatives. In addition, any failure to make payments of interest or principal on our outstanding indebtedness on a timely basis would likely result in a reduction of our creditworthiness or credit rating, which could harm our ability to incur additional indebtedness on acceptable terms.

38. An inability to accurately forecast demand or price for our cables and conductors and manage our inventory may adversely affect our business, results of operations, financial condition, and cash flows

We manufacture power cables and aluminium conductors for sale based on confirmed orders under direct contractual arrangements. Since we assess the quantum of our manufacturing based on confirmed orders, we cannot assure you that we will be able to maintain inventory levels beforehand for our future orders which could adversely affect our business, results of operations, financial condition and cash flows.

Our business depends on manufacturing decisions made in advance based on the demand for our cables and conductors from customers taking into account the current confirmed orders. We tend to rely on historical trends to estimate our manufacturing decisions to ensure we do not face any shortages in our B2C market. We maintain an inventory level that we think is appropriate to meet our customer demands. The inventories on our books for Fiscals 2026, 2025 and 2024 were ₹3,640.73 million, ₹2,590.96 million and ₹1,788.52 million, respectively.

If we overestimate demand for our products, we run the risk of purchasing more materials than necessary, which could expose us to risks and costs associated with prolonged storage of some of these materials, and materially affect our results of operations. Conversely, if our customers place orders for greater quantities of products compared to their historical requirements, we may not be able to adequately source the necessary materials in a timely manner and may not have the required available manufacturing capacity or inventory of raw materials to meet such demand, leading to loss of business. In addition, if our suppliers for any particular material are unable or unwilling to meet our requirements or our estimates fall short of the demand, we could suffer shortages or significant cost increases.

While most of our customer contracts account for increases in raw material costs on a pass-through basis, prolonged supply disruptions could exert pressure on our costs, and there can be no assurance that all or part of any increased costs can be passed along to our customers in a timely manner or at all, which could adversely impact our business, prospects and financial performance.

If we face demand in excess of our production, we may not be able to adequately respond to the demand for our products. This could result in delays in delivery of our products to our customers and we may suffer damage to our reputation and customer relationships. In addition, our customers may be driven to purchase products offered by our competitors, thereby affecting our market share. There can be no assurance that we will be consistently manage our inventories at optimum levels to successfully respond to customer demand.

39. ***Our business is expected to become more integrated and our historical results of operations may not be indicative of our future performance and thus affecting our business, financial condition, results of operations and future prospects***

Our Company proposes to execute new business strategies such as expanding our manufacturing capabilities, leveraging market opportunities and core competencies for growth in EPC of power transmission and distribution sector, expansion and diversification into allied EPC sectors by leveraging project execution capabilities and focusing on increasing our global presence and entering new markets.

The implementation of these strategies depends on several factors including, among other things, favourable Indian and global markets and policies, availability of funds, less competition and our ability to retain and recruit competent employees. Some of the factors are beyond our control and by nature, are subject to uncertainty. There is no assurance that our strategies can be implemented successfully. Any failure or delay in the implementation of any or all of these strategies may have a material adverse effect on our business, profitability and future prospects. There can be no assurance that our revenues or profits will continue to increase or that our profit margin will not significantly decrease or that we will not experience losses from our new businesses. As a result, our historical results of operations may not be indicative of our future performance.

40. ***Projects undertaken through a joint venture may be delayed on account of the performance of the joint venture partner or, in some cases, losses from the joint venture may have an adverse effect on our business, results of operations and financial condition***

We have entered into joint ventures as part of our business operations, to meet the required credentials required for the execution of specific EPC projects. We have formed joint ventures to participate in specific tenders which requires combined technical expertise, financial capacity, prior experience, or local presence that may be more efficiently satisfied through a partnership arrangement rather than direct project bidding by our Company. The success of these joint ventures significantly depends on the satisfactory performance by our joint venture partner and fulfilment of their respective obligations. For details, see "***Our Subsidiaries and Joint Ventures***" on page 294. If our joint venture partners fail to perform these obligations satisfactorily, the joint ventures may be unable to perform adequately or deliver its contracted services. In such cases we may be required to make additional investments and/ or provide additional resources to ensure the adequate performance and delivery of the contracted services as we are subject to joint and several liabilities as a member of the joint venture, in such projects. Such additional obligations could result in reduced profits or, in some cases, significant losses for us. The inability of a joint venture partner to continue with a project due to financial or legal difficulties could mean that we would bear increased and possibly sole responsibility for the completion of the project and bear a correspondingly greater share of the financial risk of the project. The table below sets forth the details of projects undertaken by our joint ventures and instances of delays:

Particulars	**Fiscal 2026**	**Fiscal 2025**	**Fiscal 2024**
Number of projects undertaken by our joint ventures	3	2	1
Number of instances of delays in completion of projects	N.A.	N.A.	N.A.
Amount of late penalty imposed on account of delays	Nil	Nil	Nil

Further, while joint ventures allow us to expand our market reach and leverage partner capabilities, these arrangements inherently involve certain risks which include challenges in ensuring effective operational control, timely decision-making, and consistent application of our internal policies across the JV entity. Moreover, differences in strategic priorities, risk appetite, or governance practices among JV partners may lead to disputes, delays in project execution, or inefficient operations. There can be no assurance that our joint venture partners will continue to act in our best interests, or that we will be able to influence key decisions, including those relating to capital deployment, project execution, cost overruns, or distribution of returns. In certain instances, we may not have majority ownership or control, which may restrict our ability to unilaterally implement operational or strategic changes.

Further any disputes that may arise between us and our strategic partners may cause delays in completion or the suspension or abandonment of the project. In the event that a claim, arbitration award or judgement is awarded against the consortium, we may be responsible for the entire claim. There have not been such instances in the past three years. We cannot assure that our relationships with our consortium partners in the future will be amicable or that we will have any control over their actions. Further, we enter into agreements in relation to our business joint ventures. In the event of any default or breach of the terms of the agreements, we may be facing legal action initiated by our joint venture partners. The realization of any of these risks and other factors may have an adverse effect on our business, results of operations and financial condition.

41. ***There are outstanding litigation proceedings involving our Company, Promoters and Directors. Any adverse outcome in such proceedings may have an adverse impact on our reputation, business, financial condition, results of operations and cash flows***

There are outstanding legal proceedings involving our Company, Promoters and Directors, which are pending at various levels of adjudication before various courts, tribunals and other authorities. The amounts claimed in these proceedings have been disclosed to the extent ascertainable and include amounts claimed jointly and severally from us and other parties. Should any new developments arise, such as any change in applicable Indian law or any rulings against us by appellate courts or tribunals, we may need to make provisions in our financial statements that could increase expenses and current liabilities. Any adverse decision in such legal proceedings may have a material adverse effect on our business, financial condition, results of operations and cash flows. We also investigate and resolve internal complaints we receive in accordance with our policies and as required by law including in relation to complaints from employees including inter-employee related complaints and any failure to investigate and resolve them adequately or at all may result in additional legal proceedings.

The summary of outstanding matters set out below includes details of criminal proceedings, tax proceedings, statutory and regulatory actions and material civil involving our Company, Subsidiaries, Directors and Promoters:

Category of individuals/ entities	Criminal proceedings	Tax proceedings	Statutory or regulatory actions	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters in the last five years, including outstanding action	Material civil litigation as per the Materiality Policy	Aggregate amount involved* (₹ in million)
Company						
By our Company	19	2	N.A.	N.A.	1	277.86
Against our Company	Nil	3	N.A.	N.A.	Nil	97.43
Subsidiaries						
By our Subsidiaries	Nil	N.A.	N.A.	N.A.	Nil	Nil
Against our Subsidiaries	Nil	Nil	Nil	N.A.	Nil	Nil
Directors						
By our Directors	1	N.A.	N.A.	N.A.	Nil	Nil
Against our Directors	1	4	Nil	N.A.	Nil	5.68
Promoters						
By the Promoters	Nil	N.A.	N.A.	N.A.	Nil	Nil
Against our Promoters	Nil	4	Nil	N.A.	Nil	5.68

* *To the extent quantifiable.*

A summary of outstanding criminal proceedings and statutory or regulatory actions involving our Key Managerial Personnel and Senior Management, as disclosed in this Prospectus, is provided below:

Category of individuals	Criminal proceedings	Statutory or regulatory actions	Aggregate amount involved (₹ in million)
By our Key Managerial Personnel and Senior Management	Nil	Nil	Nil
Against our Key Managerial Personnel and Senior Management	Nil	Nil	Nil

As on the date of this Prospectus, there is no outstanding litigation involving our Group Companies which may have a material impact on our Company. As on the date of this Prospectus, there is no outstanding litigation involving our Subsidiaries.

For further information, see "***Outstanding Litigation and Material Developments***" on page 427.

For instance, our Company has received a notice dated June 26, 2023, from the Registrar of Companies, West Bengal, under Section 206(1) of the Companies Act, 2013, following a complaint alleging non-compliance and corrupt practices by our Company in securing government tenders and contracts. Our Company furnished the information/explanation regarding these allegations as directed by RoC. No subsequent notice or letter has been received from the RoC following the submission of our response. For details, see "***Outstanding Litigation and Material Developments - Litigation involving our Company - Actions by regulatory/ statutory authorities***" on page 428.

Contingent liabilities arising out of outstanding litigations (excluding the provisioned amount) have been quantified and disclosed, and constitute approximately 3.44% of the net worth of our Company, as at March 31, 2026. For further information, see "***Summary of Contingent Liabilities***" and "***Restated Consolidated Financial Information – Note 45.1 – Contingent Liabilities***" on page 96 and 363, respectively.

There can be no assurance that these legal proceedings will be decided in favour of our Company or Directors or Promoters and such proceedings may divert management time and attention and consume financial resources in their defense or prosecution. In addition, we cannot assure you that no additional liability will arise out of these proceedings. The decisions in such proceedings adverse to our interests may have an adverse effect on our reputation, business, financial condition, results of operations and cash flows.

42. There are outstanding tax litigations against our Company, our Directors and our Promoters. Any adverse outcome in such proceedings may have an adverse impact on our reputation, business, financial condition, results of operations and cash flows

There are outstanding direct and indirect tax litigations which are pending at various levels of adjudication before various courts, tribunals and authorities. The table below sets forth the details of the outstanding direct and indirect tax proceedings pending, as on the date of this Prospectus:

Nature of case	Number of cases(1)	Aggregate amount involved to the extent ascertainable(1) (₹ in million)
Company		
Direct tax	1	2.30
Indirect tax	4	233.54
Promoters		
Direct tax	4	5.68
Indirect tax	Nil	Nil
Directors		
Direct tax	4	5.68
Indirect tax	Nil	Nil
Subsidiaries		
Direct tax	Nil	Nil
Indirect tax	Nil	Nil

(1) *As certified by V Jalan & Co, Chartered Accountants, by way of their certificate dated August 31, 2026.*

For details of criminal proceedings, tax proceedings, statutory and regulatory actions and material civil involving our Company, Directors and Promoters, see "***Risk factors - There are outstanding litigation proceedings involving our Company, Promoters and Directors. Any adverse outcome in such proceedings may have an adverse impact on our reputation, business, financial condition, results of operations and cash flows***" on page 65.

The rationale for a high number of tax proceedings against our Company, our Directors and our Promoters can be attributed to the search and seizure which was conducted at our Company's registered office and manufacturing facility located in Bipranapara, Jalan Complex, P.S. Domjur, Howrah 711 411, West Bengal, the residence of our Promoters, Devendra Goel and Jay Goel and the residence of our Joint CFO, amongst others on March 15 and 16, 2022 by the Income Tax Department which led to legal proceedings being initiated against our Company and its Directors and Promoters.

In order to avoid further tax litigations, our Company is committed to ensuring timely and accurate filing of tax returns, proper and accurate assessment of income and tax liabilities, and adherence to applicable tax regulations. Our Company has also engaged experienced tax consultants and a dedicated team to oversee compliance with taxation laws. While we have not experienced any material impact from the ongoing tax litigations initiated against us, we cannot assure you that any tax litigation initiated against us will not have an adverse effect on our business, reputation and results of operations.

43. We are exposed to foreign currency fluctuation risks, particularly in relation to export of products, which may adversely affect our results of operations, financial condition and cash flows

We present our financial statements in Indian Rupees. However, given that we export our products to the overseas market, a portion of our business transactions is denominated in foreign currencies. The table below sets forth our Revenue from Operations from outside India geographical segment for the periods indicated:

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Revenue from Operations (₹ in million)	369.03	854.54	50.82
Percentage of Revenue from Operations (in %)	1.81	4.46	0.36

Further, our raw materials such as aluminium is priced by reference to benchmarks quoted in US dollars, and hence our expenditures are largely influenced by the value of the US dollar. For details on the exchange rates between the Indian Rupee and the USD, see "***Certain Conventions, use of Financial Information and Market Data and Currency of Presentation***" on page 15.

Further, while we seek to hedge our exposure to foreign currency risk by entering into foreign exchange forward contracts, any steps undertaken to hedge the risks due to fluctuations in currencies may not adequately hedge against any losses we incur due to such fluctuations. The following table sets forth details of our foreign currency exposure for the indicated periods:

Foreign currency risks	For the Fiscal 2026	For the Fiscal 2025	For the Fiscal 2024
Trade USD Receivables (*USD in million*)	1.30	2.34	2.35
Hedged USD (*USD in million*)	1.11	2.34	1.30
% hedged	85.38%	100.00%	55.32%

Depreciation of the Indian Rupee against the USD and other foreign currencies may adversely affect our results of operations by increasing the cost of any proposed capital expenditure in foreign currencies. Although we generally seek to pass exchange rate fluctuations through to our customers through increases in our prices, there can be no assurance that we will be able to do so immediately or fully, which could adversely affect our business, financial condition, results of operations and cash flows.

44. We rely on third party logistics providers for transportation of our manufactured power cables, aluminium conductors and wires to the project site or distribution to our clients. Any delay or disruption or refusal by our third-party logistics providers in timely delivery of our products may affect our business, results of operations and cash flow adversely

We do not own any trucks, containers, commercial vehicles or marine cargo containers and typically use third-party logistics providers for all our domestic and international transportation needs and as a result incur considerable expenditure. We have incurred freight and other related expenses as at the Fiscal 2026, 2025 and 2024, respectively, details of which are set out below:

(₹ in million, except percentages)

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Freight and other expenses	191.92	161.69	182.96
Percentage contribution of freight and other expenses towards the total expenses	1.02%	0.91%	1.40%

Since our projects are subject to completion within prescribed timelines under our EPC contracts, our clients rely significantly on timely deliveries of our projects and any delays in transportation of key materials to our project sites can lead to our clients delaying or refusing to pay the amount, in part or full, that we expect to be paid in respect of such project.

Any service disruption by the logistics service providers as a result of a failure or disruption of their facilities or equipment, technological issues, lower capacity and congestion during peak, shipment volume periods, *force majeure*, prolonged power outage, third-party sabotages, disputes, employee delinquencies or strikes (including port led strikes), poor port management, political instability, government inspections or regulatory orders mandating service halt or temporary or permanent shutdowns could adversely impact our business operations. The outbreak of an epidemic or a pandemic, may also cause a significant disruption to our business.

Additionally, international shipping prices may be affected due to factors like shipment size, distance, poor transport infrastructure in the recipient countries, extreme weather conditions, blockages, natural disasters, piracy, war and economic and legal sanctions. In the past, our shipments have been delayed and our shipping prices have increased due to capacity constraints, container shortages on a global level, abnormal rise in rates of shipping and other unforeseen events. For instance, during the Red Sea crisis, we were executing our EPC project in Rwanda, on account of which the availability of containers went down which led to the transportation cost increasing substantially. Such eventualities are beyond the control of our Company and it may adversely affect our business, financial condition, result of operations and cash flows.

45. We have applied for registration of certain trademark under the Trade Marks Act, 1999. Any delay or refusal for registration may affect our business, results of operations and cash flow

We currently have the registration of the trademark in relation to our logo LUMINO INDUSTRIES LTD. under classes 17 and 19 of the Trade Marks Act, 1999, as amended (the "**Trademarks Act**") and LUMINO under classes 9, 6, 36, 37 of the Trademarks Act. Further, we also have the registered trademark of our house-brand Lumicon LUMICON under class 9, LUMICAB under class 9, LUMICON under class 9 and 11, 3L (LOW LINE LOSS) under class 9 and under class 9 of the Trademarks Act. However, we have made nine applications for the mark under class 6 (*bearing application numbers 6939981*), 17 (*bearing application numbers 6939980*), 11 (*bearing application numbers 6939979*) and 35(*bearing application numbers 6939978*); and LUMINO mark under class 6 (*bearing application numbers 6939972*), 9 (*bearing application numbers 6939973*), 11 (*bearing application numbers 6939975*), 17 (*bearing application numbers 6939976*) and 35 (*bearing application numbers 6939977*) of the Trademarks Act and these applications are currently pending. For details, see "***Government and other Approvals – Intellectual Property***" on page 440.

While we have accrued sufficient reputation and goodwill, there can be no assurance that our trademark will be registered in a timely manner. In addition, while we believe that we are entitled to institute an action against and obtain remedies from third parties for passing off or for counterfeit products under the Trademarks Act, the recourse available to us may be less than the legal remedies available with respect to registered trademarks. If we are unable to obtain registrations due to opposition by third parties or if any injunctive or other adverse order is issued against us or if we are unable to remove the objections, we may be unable to avail ourselves of legal protection or prevent unauthorized use of such trademarks by third parties, which may adversely affect our goodwill, business, financial condition, results of operations, cash flows and prospects.

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

The following table sets forth certain information relating to our contingent liabilities to the extent not provided for Fiscal 2026, as per Ind AS 37:

(₹ in million)

Particulars	As at March 31, 2026
Contingent liabilities	
Claims against the Company not acknowledged as debts:	
(a) Claims by customers/suppliers and other third parties	9.38
(b) Representation have been filed before the respective authorities against:	
- Custom duty under appeal / litigation	94.67
- Income tax under appeal/ litigation	-
- GST under appeal/ litigation	143.60
- High Court- Patna relating to civil writ jurisdiction	0.94
Total	**248.59**

Notes

i) *The amounts shown in above represent the best possible estimates arrived at on the basis of available information. The uncertainties and timing of the cash flows are dependent on the outcome of different legal processes which have been invoked by our Company and its Subsidiary, Lumino Green Energy Private Limited (together, the "**Group**") and its joint ventures or the claimants, as the case may be and, therefore, cannot be estimated accurately. The Group and its joint ventures do not expect any reimbursement in respect of above contingent liabilities.*

ii) *One of the claim with respect to (a) above our Company has made counter claims/ has a right to recover money in the event of claims crystallizing amounting to ₹8.72 million (previous year ended March 31, 2025 and March 31, 2024 - ₹8.72 million).*

iii) *Our Company has received several demand orders under WBGST and CGST Act. The management firmly believes that our Company has a strong case and such demand is not tenable as per law. Our Company has filed appeal against these orders.*

If a significant portion of our contingent liabilities materialize, it could have an adverse effect on our results of operations, financial condition and cash flows. For details, see "***Management's Discussion and Analysis of Financial Condition and Results of Operations – Contingent Liabilities***" and "***Financial Information***' beginning on pages 413 and 322, respectively.

47. Failure or disruption of our information technology ("IT") systems may adversely affect our business, financial condition, results of operations, cash flows and prospects

We have implemented various IT solutions to cover certain areas of our operations including drawing and designing, supply chain, accounting, workforce management, execution and material management, MIS reporting and dashboard, task tracking, website management and development and site operations. However, these systems are potentially vulnerable to damage or interruption from a variety of sources, which could result in a material adverse effect on our operations. An IT malfunction could disrupt our business or lead to disclosure of, and unauthorized access to sensitive Company information. Our Company is also focussed on the redevelopment and maintenance of our website to align with regulatory requirements and improve our customer engagement, to ensure compliance with disclosure norms while also serving as a tool for strengthening investor relations and improving our brand reputation and digital presence.

Our ability to keep our business operating depends on the proper and efficient operation and functioning of various IT systems, which are susceptible to malfunctions and interruptions (including those due to equipment damage, power outages, computer viruses and a range of other hardware, software and network problems). Such malfunctions or disruptions could interrupt our business operations and result in economic losses. Any failure of our information technology systems could also cause damage to our reputation which could harm our business. For instance, recently in November 2024, there has been an instance of cyber fraud wherein an aggregate amount of USD 102,260 was misappropriated by individuals impersonating to be officers of one of the international vendors we had to procure our machineries and equipment from. The accused deceitfully induced our Company to deliver the money to them and further created a domain name resembling our Company's domain name to cause wrongful loss to our Company. Our Company has filed a written complaint dated February 18, 2025 with the Cyber Crime Police Station, Kolkata. While this instance did not have any material impact on our Company's business and operations, there is no guarantee that such instances which could impact our operations will not occur in the future. Any of these developments, alone or in combination, could have a material adverse effect on our business, financial condition, results of operations and cash flows.

Our Company has implemented measures such as installing an enhanced anti-virus software which provides protection against evolving threats, updating and reinforcing the firewall policies to secure our Company's data from external attacks and adopting a multi-layered secure backup system to ensure that all critical data is regularly backed up and can be quickly restored in the event of any breach in the future. Despite implementing strict measures, any failure in overhauling or updating our IT systems in a timely manner will cause our operations to be vulnerable and inefficient. Hence, any failure or disruption in the operation of these systems or the loss of data due to such failure or disruption (including due to human error or sabotage) may affect our ability to plan, track, record and analyze work in progress and sales, process financial information, meet business objectives manage payables and inventory or otherwise conduct our normal business operations, which may increase our costs and otherwise materially adversely affect our business, financial condition, results of operations, cash flows and prospects.

Further, we are dependent on external vendors for certain elements of our operations and are exposed to the risk that external vendors or service providers may be unable to fulfil their contractual obligations to us (or will be subject to the same risk of operational errors by their respective employees) and the risk that their (or their vendors') business continuity and data security systems prove to be inadequate. Failure to perform any of these functions by our external vendors or service providers could materially and adversely affect our business, results of operations and cash flows.

48. ***We may be unable to obtain, renew or maintain statutory and regulatory permits, licenses and approvals required to operate our business and operate our manufacturing facilities and warehouses, which could have an adverse effect on our results of operations***

Our operations are subject to extensive government regulations, and we are required to obtain and maintain a number of statutory and regulatory permits and approvals under central, state and local government rules in the geography in which we operate, generally for carrying out our business and for our manufacturing facilities. We also require approvals and licenses for the export of our products. Several of these approvals are granted for a limited duration. Some of these approvals have expired and we have either made or are in the process of making an application for obtaining the approval for its renewal. For further details, see "***Government and other Approvals - Material Approvals or renewals applied for but not received***" on page 439. If we do not receive such approvals or are not able to renew the approvals in a timely manner, our business and operations may be adversely affected.

The approvals required by us are subject to numerous conditions and we cannot assure you that these would not be suspended or revoked in the event of non-compliance or alleged noncompliance with any terms or conditions thereof, or pursuant to any regulatory action. If there is any failure by us to comply with the applicable regulations or if the regulations governing our business are amended, we may incur increased costs, be subject to penalties, have our approvals and permits revoked or suffer a disruption in our operations, any of which could adversely affect our business. In addition, these registrations, approvals or licenses are liable to be cancelled or the manufacture or sale of products may be restricted. In case any of these registrations, approvals or licenses are cancelled, or its use is restricted, then it could adversely affect our results of operations or growth prospects.

We have certain parts of our manufacturing facility on leasehold lands. For further details, see *"**Our Business –Property**"* on page 278.

In case of any encumbrance or adverse impact or deficiency in the title of the owners or development rights from whose premises we operate, breach of the contractual terms of any lease, or if any of the owners of these premises do not renew the agreements under which we occupy the premises, or if they seek to renew such agreements on terms and conditions unfavorable to us, or if they terminate our agreements, we may suffer a disruption in our operations and shall have to look for alternate premises. In the event of relocation, we may be required to obtain fresh regulatory licenses and approvals. Until we receive these, we may suffer disruptions in our operations and our business which may adversely affect our financial condition.

49. ***Any downgrade in our credit ratings could increase our borrowing costs, affect our ability to obtain financing, and adversely affect our business, results of operations and financial condition***

The cost and availability of capital depends in part on our short-term and long-term credit ratings. Credit ratings reflect the opinions of ratings agencies on our financial strength, operating performance, strategic position and ability to meet our obligations. We have received the following credit ratings, as on the date of this Prospectus:

Instrument	Credit rating
Long Term Rating	CRISIL A/Stable
Short Term Rating	CRISIL A1

Any downgrade in our credit ratings could increase borrowing costs, result in an event of default under certain of 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. In addition, any downgrade in our credit ratings could result in a recall of existing facilities, increase the probability that our lenders impose additional terms and conditions to any financing or refinancing arrangements we enter into in the future, impair our future issuances of debt and equity, and our ability to raise new capital on a competitive basis, which may adversely affect our business, results of operations and financial condition.

Any adverse revisions to India's credit ratings for domestic and international debt by international rating agencies may adversely affect our Company's ratings or terms on which our Company is able to finance future capital expenditure. This could have an adverse effect on our ability to fund our growth on favourable terms or at all and consequently adversely affect our business and financial performance and the price of the Equity Shares.

50. ***Our failure to identify and understand evolving industry trends and preferences to meet our customers' demands may materially adversely affect our business***

Changes in consumer preferences, regulatory or industry requirements or in competitive technologies may render certain of our products obsolete or less attractive. Our ability to anticipate changes in technology and regulatory standards and introduce new and enhanced products on a timely basis is a significant factor in our ability to remain competitive. However, there can be no assurance that we will be able to secure the necessary technological knowledge that will allow us to offer our product portfolio in this manner. If we are unable to obtain such knowledge in a timely manner, or at all, we may be unable to effectively implement our strategies, and our business, results of operations and cash flows may be adversely affected. Moreover, we cannot assure you that we will be able to achieve the technological advances that may be necessary for us to remain competitive or that certain of our products will not become obsolete. We are also subject to the risks generally associated with new product introductions and applications, including lack of market acceptance and failure of products to operate properly. Further, the development of new or improved products or technologies by our competitors may render our products obsolete or less competitive. To keep abreast of the most updated technology and respond effectively to changing customer preferences and requirements, we must be able to produce new products to meet our customers' demand in a timely manner. While we continuously seek to offer new products, there can be no assurance, that these new products will be successful with our customers or that we will be able to install and commission the equipment needed to produce products for our customers in time for the start of production. Our failure to successfully produce new products could materially adversely affect our results of operations and cash flows.

Our adaptability to alternative technologies or a fundamental shift in technologies in key markets for our electric equipment could have a material adverse effect on our business. The increased acceptance and use of alternative technologies may exert a downward pressure on our sales and consequently have a material adverse effect on our future results of operations, cash flows and financial condition.

51. ***Our insurance may be insufficient to cover all losses associated with our business operations***

Our operations are subject to various risks and hazards inherent in the EPC services and manufacturing, including breakdowns, failure or substandard performance of equipment, third party liability claims, labour disturbances, employee fraud and infrastructure failure, as well as fire, theft, robbery, earthquake, flood, acts of terrorism and other force majeure events. Our insurance coverage expires from time to time. We apply for the renewal of our insurance coverage in the normal course of our business. While none of our insurance policies are due for renewal as of date, we cannot assure you that such renewals in the future (on expiry) will be granted in a timely manner, at acceptable cost or at all. The table below sets forth our total insurance coverage as of the dates indicated:

Particulars	**Amount of Assets as at (₹ in million)**		
	March 31, 2026	**March 31, 2025**	**March 31, 2024**
Insured Assets	3,110.74	2,641.03	1,935.80
Uninsured Assets	8.82	5.53	8.41
Total Assets	3,119.56	2,646.56	1,944.21
% of Insured Assets to Total Assets	99.72%	99.79%	99.57%
% of Insurance Coverage	129.76%	128.12%	131.58%

As certified jointly by Singhi & Co., Chartered Accountants and SDP and Associates, Chartered Accountants, by way of their certificate dated August 20, 2026.

There can be no assurance that any claim under the insurance policies maintained by us will be honoured fully, in part or on time, or that we will take sufficient insurance to cover all our losses. While our insurance claims have not exceeded our insurance coverage, we have recognized losses in the last three Fiscals due to partial rejection of our claims by our insurers, there can be no assurance that claims in the future will continue to be covered or our claims will be accepted in full by our insurance policies.

Additionally, our policies are subject to standard limitations. We cannot assure you that the operation of our business will not be affected by any of the risks and hazards listed above. In addition, our insurance may not provide adequate coverage in circumstances including losses arising on account of third-party claims that are either not covered by insurance or the values of which exceed insurance limits, economic or consequential damages that are outside the scope of insurance coverage, and claims that are excluded from coverage. If our arrangements for insurance or indemnification are not adequate to cover claims, we may be required to make substantial payments and our results of operations and financial condition may therefore be adversely affected.

52. ***Our Promoters and Promoter Group will continue to retain a majority shareholding in us after the Offer, which will allow them to exercise significant influence over us***

After the completion of the Offer, our Promoters and Promoter Group will hold the majority of our outstanding Equity Shares. Accordingly, our Promoters and Promoter Group will continue to exercise significant influence over our business and all matters requiring shareholders' approval, including the composition of our Board of Directors, the adoption of amendments to our constitutional documents, the approval of mergers, strategic acquisitions or joint ventures or the sales of substantially all of our assets, and the policies for dividends, investments and capital expenditures. This concentration of ownership may also 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 our Promoters and Promoter Group. Further, the Promoters' shareholding may limit the ability of a third party to acquire control. The interests of our Promoters and Promoter Group, as our Company's controlling shareholder, could conflict with our Company's interests, your interests or the interests of our other shareholders. There is no assurance that our Promoters and Promoter Group will act to resolve any conflicts of interest in our Company's or your favor.

53. ***Industry information included in this Prospectus has been derived from an industry report exclusively commissioned and paid for by our Company***

We have availed the services of an independent third-party research agency, CRISIL Intelligence, appointed pursuant to an engagement letter dated September 10, 2024, to prepare an industry report titled "*Assessment of cables, conductors' industries and investments in power sector in India*" dated August 2026 ("**CRISIL Report**") exclusively for purposes of inclusion of such information in this Prospectus. CRISIL Report highlights certain industry and market data, which may be subject to estimates and/or assumptions. We cannot assure you that estimates and/or assumptions are correct or will not change and, accordingly, our position in the market may differ from that presented in this Prospectus. Additionally, some of the data and information in the CRISIL Report is also based on discussions/conversations with industry sources. Industry sources and publications are also prepared based on information as of specific dates and may not be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect.

Given the scope and extent of the CRISIL Report, disclosures are limited to certain excerpts and the CRISIL Report has not been reproduced in its entirety in this Prospectus. The report is a paid report that has been commissioned by our Company and is subject to various limitations and based upon certain assumptions that are subjective in nature. Due to possibly flawed or ineffective collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced for other economies and should not be unduly relied upon. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy as may be the case elsewhere. Statements from third parties that involve estimates are subject to change, and actual amounts may differ materially from those included in this Prospectus. Further, the CRISIL Report is not a recommendation to invest or disinvest in our Company.

54. ***Our Company's ability to pay dividends or undertake bonus issue in the future will depend on our Company's earnings, financial condition, working capital requirements, capital expenditures and restrictive covenants of our Company's financing arrangements***

We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividends in certain years or in the foreseeable future. Our Board has approved and adopted a dividend distribution policy effective from December 19, 2024. The declaration and payment of dividends will be recommended by the Board of Directors and approved by the Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act 2013. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that our Board of Directors deem relevant, including among others, our results of operations, financial condition, cash requirements, business prospects and any other financing arrangements. For further details, see "***Dividend Policy***" on page 321.

Accordingly, realization of a gain on shareholders' investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value or having appreciated, will not get impaired for any reasons whatsoever. Further, our Promoters will continue to hold a significant portion of our post-Issue paid-up Equity Share capital and will have a significant ability to control the payment and, or, the rate of dividends. Therefore, we cannot assure you that our Company will be able to declare dividends, of any particular amount or with any frequency in the future.

We also intend to presenting revenue figures clearly under pre and post bonus issue scenarios in our future reports and filings. This will provide greater transparency and enable investors to understand the financial metrics with respect to the adjusted share capital following bonus issues. Further, while our Company has undertaken a bonus issue of its Equity Shares in the last three years, undertaking a bonus issue in the future may be subject to factors such as (i) our Company having sufficient free reserves, securities premium and/or capital redemption reserve; (ii) obtaining approval from our Board and Shareholders for the bonus issue; (iii) our Company having complied with the conditions prescribed under Companies Act, 2013, as amended, and any rules thereunder. For details of the bonus issue in the last three years, see "***Capital Structure – Notes to capital structure – Equity share capital history of our Company***" on page 114. We cannot assure you that we will have sufficient reserves or securities premium or be able to obtain requisite approvals from our Board and Shareholders or comply with all the conditions under Companies Act, 2013, as amended, and any rules thereunder to undertake a bonus issue in the future.

55. ***We have included certain Non-GAAP Measures, industry metrics and key performance indicators related to our operations and financial performance in this Prospectus that are subject to inherent measurement challenges. These Non-GAAP Measures, industry metrics and key performance indicators may not be comparable with financial, or industry-related statistical information of similar nomenclature computed and presented by other companies. Such supplemental financial and operational information is therefore of limited utility as an analytical tool for investors and there can be no assurance that there will not be any issues or such tools will be accurate going forward***

Certain non-GAAP financial measures and certain other industry measures relating to our operations and financial performance have been included in this Prospectus. We compute and disclose such non-GAAP financial and operational measures, and such other industry-related statistical and operational information relating to our operations and financial performance as we consider such information to be useful measures of our business and financial performance, and because such measures are frequently used by securities analysts, investors and others to evaluate the operational performance of businesses similar to ours, many of which provide such non-GAAP financial and operational measures, and other industry-related statistical and operational information. These non-GAAP financial and operational measures, and such other industry-related statistical and operational information relating to our operations and financial performance may not be computed on the basis of any standard methodology that is applicable across the industry and therefore may not be comparable to financial and operational measures, and industry-related statistical information of similar nomenclature that may be computed and presented by other companies pursuing similar business. See "***Definitions and Abbreviations***", "***Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation***", "***Basis for Offer Price***", "***Our Business***", "***Restated Consolidated Financial Information***" and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" beginning on pages 1, 15, 156, 246, 322 and 383, respectively.

Further, in evaluating our business, we consider and use certain key performance indicators that are presented herein as supplemental measures to review and assess our operating performance. We present these key performance indicators because they are used by our management to evaluate our operating performance. These key performance indicators have limitations as analytical tools and may differ from, and may not be comparable to, estimates or similar metrics or information published by third parties and other peer companies due to differences in sources, methodologies, or the assumptions on which we rely, and hence their comparability may be limited. As a result, these metrics should not be considered in isolation or construed as an alternative to our financial statements or as an indicator of our operating performance, liquidity, profitability or results of operations. Further, as the industry in which we operate continues to evolve, the measures by which we evaluate our business may change over time. In addition, we calculate measures using internal tools, which are not independently verified by a third party. If the internal tools we use to track these measures under-count or over-count performance or contain algorithmic or other technical errors, the data and/or reports we generate may not be accurate. Such supplemental financial and operational information is therefore of limited utility as an analytical tool, and investors are cautioned against considering such information either in isolation or as a substitute for an analysis of the Restated Consolidated Financial Information of our Company in disclosed in "***Our Business***", "***Restated Consolidated Financial Information***" and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" beginning on pages 246, 322 and 383, respectively.

While we have not experienced any issues on account of such tools in the past, there can be no assurance that there will not be any issues or such tools will be accurate going forward. Limitations or errors with respect to how we measure data or with respect to the data that we measure may affect our understanding of certain details of our business, which could affect our long-term strategies. If our key performance indicators are not accurate representations of our business, or if investors do not perceive these metrics to be accurate, or if we discover material inaccuracies with respect to these figures, our reputation may be materially and adversely affected, the market price of our shares could decline, we may be subject to shareholder litigation, and our business, results of operations, and financial condition could be materially adversely affected.

56. ***We intend to utilise a portion of the Net Proceeds for funding our capital expenditure requirements, including in relation to for purchase of equipment and machinery, civil works and interior development of the existing manufacturing facility. We are yet to enter into definitive agreements or place orders for such capital expenditure and purchase of such machinery, and the utilisation of such portion of the Net Proceeds may be subject to the risk of unanticipated delays in implementation, cost overruns and other risks and uncertainties***

We intend to utilize a portion of the Net Proceeds to fund the capital expenditure for purchase of equipment and machinery, civil works and interior development of the existing manufacturing facility. For further details, see "***Objects of the Offer***" on page 144. We have obtained quotations from various vendors in relation to the purchase of various machinery and equipment to be installed and operated at the existing facility. However, we have not yet placed orders for such machinery and have therefore not entered into any definitive agreements to utilize the Net Proceeds for such purpose.

Furthermore, while we have obtained the quotations from various vendors in relation to such capital expenditure, 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 our 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 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 Company. 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 we have estimates from the quotations obtained, 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.

While we intend to complete the capital expenditure of our existing facility on time, there can be no assurance that there won't be any delay in the timelines. Time delays can be attributed to several factors such as strikes, unavailability of labourers, delay in delivery of raw materials, delay in deployment of funds, unrest in the area surrounding the manufacturing facility, amongst others. In the event there is any delay in completion of our capital expenditure, it may have an adverse effect on our business, results of operations and cash flows.

In addition, we cannot assure you that we will be able to undertake the capital expenditure within the cost indicated by our management's estimate or that there will not be cost escalations beyond the contingency costs or at all. Additionally, in the event of any delay in placement of orders for the proposed capital expenditure, the proposed schedule implementation and deployment of the Net Proceeds may be extended or may vary accordingly. For details, see "***Objects of the Offer***" on page 144.

57. ***Although subject to monitoring, our management will have broad discretion in how we apply the Net Proceeds, including interim use of the Net Proceeds, and there is no assurance that the objects of the Offer will be achieved within the time frame expected or at all, or that the deployment of the Net Proceeds in the manner intended by us will result in any increase in the value of your investment***

We intend to utilize the Net Proceeds of the Offer as set forth in "***Objects of the Offer***" on page 144, with respect to prepayment or re-payment, in full or in part, of all or a portion of certain outstanding borrowings availed by our Company, funding capital expenditure of our Company and for general corporate purposes. The funding requirements mentioned as a part of the objects of the Offer are based on internal management estimates which in turn, is based on current conditions and is subject to change in light of changes in external circumstances, costs, other financial condition or business strategies.

We are yet to place orders for the total capital expenditure. We have not entered into any definitive agreements to utilize the Net Proceeds for this object of the Offer and have relied on the quotations received from third parties for estimation of the cost. While we have obtained the quotations from various vendors in relation to such capital expenditure, most of these quotations are valid for a certain period of time and may be subject to revisions, and other commercial and technical factors. Additionally, in the event of any delay in placement of such orders, the proposed schedule implementation and deployment of the Net Proceeds may be extended or may vary accordingly. For details, see "***Objects of the Offer – Details of the Objects of the Fresh Issue - Capital expenditure by our Company for purchase of equipment and machinery, civil works and interior development of an existing manufacturing facility***" on page 149. 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. There can be no assurance that we will be able to complete such capital expenditure in accordance with the proposed schedule of implementation and any delay could have an adverse impact on our business, results of operations, financial condition, cash flow and future prospects.

Risks relating to the Offer

58. The Offer Price, market capitalization to Revenue from Operations multiple and price to earnings ratio based on the Offer Price of our Company, may not be indicative of the market price of the Company on listing or thereafter

Set forth below are details regarding our Revenue from Operations and restated profit / (loss) after tax in the corresponding year as per the Restated Consolidated Financial Information:

(₹ in million)

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Revenue from Operations	20,410.73	19,179.68	14,073.15
Restated profit / (loss) for the period/ year	1,599.99	1,245.86	866.07

Our market capitalization to Revenue from Operations (Fiscal 2026) multiple is 1.22 times and our price to earnings ratio (based on Fiscal 2026 restated profit / (loss) after tax for the period / year) is 15.61 times at the upper end of the Price Band and 14.85 times at the lower end of the Price Band. The Offer Price of the Equity Shares is proposed to be determined on the basis of assessment of market demand for the Equity Shares offered through a book-building process, and certain quantitative and qualitative factors as set out in "***Basis for Offer Price***" on page 156, and the Offer Price, multiples and ratios may not be indicative of the market price of our Company on listing or thereafter. Investors are advised to make an informed decision while investing in our Company taking into consideration the price per share that will be published in price advertisement, the revenue generated per share in the past and the market capitalization of our company vis-à-vis the revenue generated per share.

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

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

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

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

The determination of the Price Band is based on various factors and assumptions, and will be determined by our Company, in consultation with the BRLMs. Furthermore, the Offer Price of the Equity Shares will be determined by our Company, in consultation with the BRLMs through the Book Building Process. These will be based on numerous factors, including factors as described under "***Basis for Offer Price***" on page 156 and may not be indicative of the market price for the Equity Shares after the Offer.

In addition to the above, the current market price of securities listed pursuant to certain previous initial public offerings managed by the BRLMs is below their respective issue price. For further details, see "***Other Regulatory and Statutory Disclosures – Price information of past issues handled by the Book Running Lead Managers***" on page 454. The factors that could affect the market price of the Equity Shares include, among others, broad market trends, financial performance and results of our Company post-listing, and other factors beyond our control. 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.

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

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

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

Upon listing, the trading of our Equity Shares would be subject to differing market conditions as well as other factors which may result in high volatility in price, and low trading volumes as a percentage of combined trading volume of our Equity Shares. The occurrence of any of the abovementioned factors or other circumstances may trigger any of the parameters prescribed by SEBI and the Stock Exchanges for placing our securities under the GSM and/or ASM framework or any other surveillance measures, which could result in significant restrictions on trading of our Equity Shares being imposed by SEBI and the Stock Exchanges. These restrictions may include requiring higher margin requirements, limiting trading frequency or freezing of price on the upper side of trading, as well as mentioning of our Equity Shares on the surveillance dashboards of the Stock Exchanges. The imposition of these restrictions and curbs on trading may have an adverse effect on the market price, trading and liquidity of our Equity Shares and on the reputation and conditions of our Company. Any such instance may result in a loss of our reputation and diversion of our management's attention and may also decrease the market price of our Equity Shares which could cause you to lose some or all of your investment.

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

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

Sr. No.	Name	Number of Equity Shares of face value of ₹5 each held	Average cost of acquisition per Equity Share (in ₹)[1]
Promoters			
1.	Purushottam Dass Goel	800,000	Nil
2.	Devendra Goel[2][3]	119,431,856	0.002
3.	Jay Goel[2]	86,560,000	Nil

(1) As certified jointly by Singhi & Co., Chartered Accountants and SDP and Associates, Chartered Accountants, by way of their certificate dated August 31, 2026.

(2) Also, a Selling Shareholder.

62. *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, including in relation to class actions, may not be as extensive and widespread as shareholders' rights under the laws of other countries or jurisdictions. Investors may face more challenges in asserting their rights as a shareholder in an Indian company than as a shareholder of an entity in another jurisdiction.

63. *Investors may not be able to enforce a judgment of a foreign court against us, our Directors, and executive officers in India respectively, except by way of a law suit in India*

We are incorporated under the laws of India and most of our Directors, Key Managerial Personnel and Senior Management reside in India. As of the date of this Prospectus, all of our assets are located in India. Where investors wish to enforce foreign judgments in India, they may face difficulties in enforcing such judgments. India exercises reciprocal recognition and enforcement of judgments in civil and commercial matters with a limited number of jurisdictions. In order to be enforceable, a judgment obtained in a jurisdiction which India recognizes as a reciprocating territory must meet certain requirements of the Civil Procedure Code, 1908 (the "**CPC**") and Bharatiya Nagarik Suraksha Sanhita, 2023 ("**BNSS**").

India is not a party to any international treaty in relation to the recognition or enforcement of foreign judgments. Recognition and enforcement of foreign judgments is provided for under Sections 13, 14 and 44A of the CPC on a statutory basis. Section 44A of the CPC provides that where a certified copy of a decree of any superior court, within the meaning of that section, obtained in any country or territory outside India which the government has by notification declared to be in a reciprocating territory, may be enforced in India by proceedings in execution as if the judgment had been rendered by a district court in India. However, Section 44A of the CPC is applicable only to monetary decrees and does not apply to decrees for amounts payable in respect of taxes, other charges of a like nature or in respect of a fine or other penalties and does not apply to arbitration awards (even if such awards are enforceable as a decree or judgment).

Among other jurisdictions, the United Kingdom, United Arab Emirates, Republic of Singapore and Hong Kong have been declared by the government to be reciprocating territories for the purposes of Section 44A of the CPC. A judgment of a court of a country which is not a reciprocating territory may be enforced in India only by a suit upon the judgment under Section 13 of the CPC, and not by proceedings in execution. Section 13 of the CPC provides that foreign judgments shall be conclusive regarding any matter directly adjudicated upon except: (i) where the judgment has not been pronounced by a court of competent jurisdiction; (ii) where the judgment has not been given on the merits of the case; (iii) where it appears on the face of the proceedings that the judgment is founded on an incorrect view of international law or refusal to recognize the law of India in cases to which such law is applicable; (iv) where the proceedings in which the judgment was obtained were opposed to natural justice; (v) where the judgment has been obtained by fraud; and/ or (vi) where the judgment sustains a claim founded on a breach of any law then in force in India. The suit must be brought in India within three years from the date of judgment in the same manner as any other suit filed to enforce a civil liability in India.

The United States has not been declared by the GoI to be a reciprocating territory for the purposes of Section 44A of the CPC. Therefore, a final judgment for the payment of money rendered by any federal or state court in the United States on civil liability, whether or not predicated solely upon the federal securities laws of the United States, would not be enforceable in India. However, the party in whose favor such final judgment is rendered may bring a new suit in a competent court in India based on a final judgment that has been obtained in the United States. The suit must be brought in India within three years from the date of the judgment in the same manner as any other suit filed to enforce a civil liability in India.

Further, there may be considerable delays in the disposal of suits by Indian courts. It is unlikely that a court in India would award damages on the same basis as a foreign court if an action were brought in India. Furthermore, it is unlikely that an Indian court would enforce a foreign judgment if that court were of the view that the amount of damages awarded was excessive or inconsistent with public policy or Indian law. It is uncertain as to whether an Indian court would enforce foreign judgments that would contravene or violate Indian law. However, a party seeking to enforce a foreign judgment in India is required to obtain approval from the RBI under the FEMA to execute such a judgment or to repatriate any amount recovered.

64. ***Investors may be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares***

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares held as investments in an Indian company are generally taxable in India. Any capital gain realized on the sale of listed equity shares on a 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 Stock Exchanges, the quantum of gains and any available treaty relief. Accordingly, you may be subject to payment of long-term capital gains tax in India, in addition to payment of Securities Transaction Tax ("**STT**"), on the sale of any Equity Shares held for more than 12 months immediately preceding the date of transfer. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold. Further, any capital gains realized on the sale of listed equity shares held for a period of 12 months or less immediately preceding the date of transfer will be subject to short-term capital gains tax in India.

In terms of the Finance Act, with effect from July 24, 2024, taxes payable by an assessee on the capital gains arising from transfer of long-term capital assets (introduced as Section 112A of the Income-Tax Act, 1961) shall be calculated on such long-term capital gains at the rate of 12.5%, where the long-term capital gains exceed ₹125,000. The stamp duty for transfer of certain securities, other than debentures, on a delivery basis is currently specified at 0.015% and on a non-delivery basis is specified at 0.003% of the consideration amount.

Under the Finance Act 2020, any dividends paid by an Indian company will be subject to tax in the hands of the shareholders at applicable rates. Such taxes will be withheld by the Indian company paying dividends. Our Company may or may not grant the benefit of a tax treaty (where applicable) to a non-resident shareholder for the purposes of deducting tax at source pursuant to any corporate action including dividends. Investors are advised to consult their own tax advisors and to carefully consider the potential tax consequences of owning Equity Shares. Unfavorable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals.

65. ***Upon listing, we may be subject to additional costs/unanticipated expenses arising from the obligations that a listed public company has to comply with, under the applicable regulatory framework in India. Further, certain Directors do not have any prior experience in directorship of listed entities, which may affect our ability to meet such additional compliance requirements***

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. As a listed company, we will incur significant legal, accounting, corporate governance and other expenses that we did not incur as an unlisted company. Further, we will need to maintain and improve the effectiveness of our disclosure controls and procedures, and our internal controls over financial reporting, including keeping adequate records of daily transactions. In order to do this, significant resources and management attention will be required. While some of our Directors are or have previously been directors on the boards of listed entities, majority of our Directors do not have any prior experience of directorship in listed entities. Consequently, additional management attention may be required to ensure compliance with the requirements associated with publicly listed companies. Further, we may need to hire additional personnel with appropriate experience and technical knowledge to ensure that we meet these additional requirements, which may require us to incur additional expenses. We cannot guarantee that we will be able to hire such personal in a timely or efficient manner.

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

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

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

Prior to the Offer, there has been no public market for our Equity Shares, and an active trading market may not develop or be sustained after the Offer. Listing and quotation do not guarantee that a market for our Equity Shares will develop or, if developed, the liquidity of such market for the Equity Shares. The Offer Price of the Equity Shares is proposed to be determined through a book building process and may not be indicative of the market price of our Equity Shares at the time of commencement of trading of our Equity Shares or at any time thereafter.

There has been significant volatility in the Indian stock markets in the recent past, and the trading price of our Equity Shares after this Offer could fluctuate significantly as a result of market volatility or due to various internal or external risks, including but not limited to those described in this Prospectus. These broad market fluctuations and industry factors may materially reduce the market price of our Equity Shares, regardless of our Company's performance. In addition, following the expiry of the six-month locked-in period on certain portions of the pre-Offer Equity Share capital, the pre-Offer shareholders may sell their shareholding in our Company, depending on market conditions and their investment horizon. Any perception by investors that such sales might occur could additionally affect the trading price of our Equity Shares. Consequently, the price of our Equity Shares may be volatile, and you may be unable to sell your Equity Shares at or above the Offer Price, or at all. A decrease in the market price of our Equity Shares could cause investors to lose some or all of their investment.

68. ***There is no guarantee that the Equity Shares of our Company will be listed on the Stock Exchanges in a timely manner or at all***

In accordance with applicable Indian law and practice, permission for listing and trading of our Equity Shares will not be granted until after certain actions have been completed in relation to this Offer and until the Allotment of Equity Shares pursuant to this Offer. In accordance with current regulations and circulars issued of SEBI, our Equity Shares are required to be listed on the Stock Exchanges within such time as mandated under UPI Circulars, subject to any change in the prescribed timeline in this regard. However, we cannot assure you that the trading in our Equity Shares will commence in a timely manner or at all. Any failure or delay in obtaining final listing and trading approvals may restrict your ability to dispose of your Equity Shares.

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

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

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

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

In addition, pursuant to the Press Note No. 3 (2020 Series), dated April 17, 2020, issued by the DPIIT, which has been incorporated as the proviso to Rule 6(a) of the FEMA Rules, investments where the beneficial owner of the Equity Shares is situated in or is a citizen of a country which shares a land border with India, can only be made through the Government approval route, as prescribed in the Consolidated FDI Policy dated October 15, 2020 and the FEMA Rules. We cannot assure you that any required approval from the RBI or any other governmental agency can be obtained with or without any particular terms or conditions or at all.

For further information, see "***Restrictions on Foreign Ownership of Indian Securities***" on page 493.

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

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

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

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

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

As a listed Indian entity, there are provisions in Indian law that may delay, deter or prevent a future takeover or change in control of our Company. Under the Takeover Regulations, an acquirer has been defined as any person who, directly or indirectly, acquires or agrees to acquire shares or voting rights or control over a company, whether individually or acting in concert with others. Although these provisions have been formulated to ensure that interests of investors / shareholders are protected, these provisions may also discourage a third party from attempting to take control of our Company subsequent to completion of 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.

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

U.S. law generally prohibits U.S. persons from directly or indirectly investing or otherwise doing business in or with certain countries that are the subject of comprehensive sanctions and with certain persons or businesses that have been specially designated by the Office of Foreign Assets Control ("**OFAC**") or other U.S. government agencies. Other governments and international or regional organizations also administer similar economic sanctions. We may enter into transactions with customers who may be doing business with, or located in, countries to which certain OFAC-administered and other sanctions apply. There can be no assurance that we will be able to fully monitor all of our transactions for any potential violation. If it were determined that transactions in which we participate violate U.S. or other sanctions, we could be subject to U.S. or other penalties, and our reputation and future business prospects in the United States or with U.S. persons, or in other jurisdictions, could be adversely affected. We rely on our staff to be up-to-date and aware of the latest sanctions in place. Further, investors in the Equity Shares could incur reputational or other risks as the result of our customers' dealings in or with countries or with persons that are the subject of U.S. sanctions.

EXTERNAL RISK FACTORS

76. Our business is dependent on the Indian economy. Political, economic or other factors that are beyond our control may have an adverse effect on our business and results of operations

The performance and growth of our business are necessarily dependent on economic conditions prevalent in India. The Indian economy and its securities markets are influenced by economic developments and volatility in securities markets in other countries. Investors' reactions to developments in one country may have adverse effects on the market price of securities of companies located in other countries, including India. Negative economic developments, such as rising fiscal or trade deficits, or a default on national debt, in other emerging market countries may also affect investor confidence and cause increased volatility in Indian securities markets and indirectly affect the Indian economy in general. Any worldwide financial instability could also have a negative impact on the Indian economy, including the movement of exchange rates and interest rates in India and could then adversely affect our business, financial performance and the price of our Equity Shares.

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. Any of these factors could depress economic activity and restrict our access to capital, which could have an adverse effect on our business, financial condition, results of operations, cash flows and prospects, and reduce the price of our equity shares.

In particular, the demand for solar power products is influenced by macroeconomic factors, such as the demand and supply and price of other competitive energy products, as well as government policies and regulations concerning the solar power industry. The policies and regulations of the government have been very dynamic in the past and hence affect our operations and business. The price of solar power systems and modules is highly volatile and inconsistent in its trends and requires easy availability of low-cost credit for the end consumers. Any financial disruption could have an adverse effect on our business, financial performance, shareholders' equity and the price of our Equity Shares.

77. ***Natural 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 droughts, epidemics, pandemics such as H7N9, H5N1, H1N1 strains of influenza in birds and actual or threatened war, terrorist activities, political unrest, civil strife, and other geopolitical uncertainty as well as other *force majeure* events may impede our production and delivery efforts and adversely affect our sales results, which could materially and adversely affect our business, financial condition and results of operations.

Developments in the ongoing conflict between Russia and Ukraine, Israel and Hamas, Iran and the Houthi rebels and certain western countries, have resulted in and may continue to result in a period of sustained instability across global financial markets, induce volatility in commodity prices, adversely impact availability of natural gas, increase in supply chain, logistics times and costs, increase borrowing costs, cause outflow of capital from emerging markets and may lead to overall slowdown in economic activity in India. 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 could have a negative effect on us. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the price of the Equity Shares. Another outbreak of any new variant of COVID-19 pandemic such as the new JN.1 variant or future outbreaks of SARS-CoV-2 virus or a similar contagious disease could adversely affect the global economy and economic activity in the region. To the extent any geopolitical tension may adversely affect our business, it may also have the effect of heightening many of the other risks described herein. Such risks include, but are not limited to, adverse effects on macroeconomic conditions, including inflation; disruptions to our global technology infrastructure, including through cyberattack, ransom attack, or cyber-intrusion; adverse changes in international trade policies and relations; disruptions in global supply chains; significant volatility in commodity prices and supply of energy resources; political and social instability; changes in consumer or purchaser preferences and constraints; volatility, or disruption in the capital markets, any of which could negatively affect our business and financial condition. In the recent past, we have been witnessing increased geopolitical tensions globally. Any potential aftermaths of such tensions such as cross border restrictions, sanctions, trade barriers, imposition of tariffs could adversely affect our supply chains and as a result our production schedules. While we have alternative supply sources, should the conflicts lead to global shortages of commodities that are related to our business, such as energy, we may face challenges in sourcing parts and materials, including experiencing significant procurement cost increases.

Further, our operations may be adversely affected by fires and/or severe weather in India, which can result in damage to our property and generally reduce our productivity and may require us to evacuate personnel and suspend operations. Such incidents could create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business. We cannot assure you that any backup systems will be adequate to protect us from the effects of such unexpected events. Any of the foregoing events may give rise to damage to our property, delays in production, breakdowns, system failures, technology platform failures or internet failures or other interruptions to our business operations, which could cause the loss or corruption of data or malfunctions of software or hardware as well as adversely affect our business, financial condition, and results of operations.

78. ***Changing laws, rules or regulations and legal uncertainties including taxation laws, or their interpretation, may significantly affect our financial statements***

The regulatory environment in which we operate is evolving and is subject to change. Governmental and regulatory bodies in India and other countries may enact new regulations or policies, which may require us to obtain approvals and licenses from applicable governments and other regulatory bodies, or impose onerous requirements and conditions on our operations, in addition to those which we are in the process of obtaining. New compliance requirements could increase our costs or otherwise adversely affect our business, prospects, financial condition and results of operations. Further, the manner in which new requirements will be enforced or interpreted can lead to uncertainty in our operations and could adversely affect our operations. Accordingly, any adverse regulatory change in this regard could lead to fluctuation of prices of raw materials and thereby increase our operational costs. For information on the laws applicable to us, see "***Key Regulations and Policies in India***" on page 280.

The Income Tax Act, 1961 ("**Income Tax Act**") was amended vide the Taxation Laws (Amendment) Ordinance, 2019 on September 20, 2019 to provide domestic companies an option to pay corporate income tax at the effective rate of approximately 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. Any adverse order passed by the appellate authorities, tribunals or courts would have an effect on our profitability.

Further, with the implementation of GST, we are obligated to pass on any benefits accruing to us as result of the transition to GST to the consumer thereby limiting our benefits. In order for us to utilize input credit under GST, the entire value chain has to be GST compliant, including us. While we are and will continue to adhere to the GST rules and regulations, there can be no assurance that our suppliers and dealers will do so. Any such failure may result in increased costs on account of non-compliance with the GST and may adversely affect our business and results of operations.

No dividend distribution tax is required to be paid in respect of dividends declared, distributed or paid by a domestic company after March 31, 2020 and, accordingly, such dividends would not be exempt in the hands of the Shareholders both for residents as well as non-residents. 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.

Further, the GoI has notified the Finance Act, 2024 ("**Finance Act**") which has introduced various amendments to the Income Tax Act. In addition, unfavorable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations including foreign investment laws governing our business, operations, and group structure could result in us being deemed to be in contravention of such laws or may require us to apply for additional approvals. We may incur increased costs relating to compliance with such new requirements, which may also require management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects. 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. For instance, the Supreme Court of India has in a decision clarified the components of basic wages which need to be considered by companies while making provident fund payments, which resulted in an increase in the provident fund payments to be made by companies. Any such decisions in future or any further changes in interpretation of laws may have an impact on our results of operations.

Similarly, changes in other laws may require additional compliance and/or result in us incurring additional expenditure. 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 and prospects.

79. Any downgrading of India's sovereign debt rating by an international rating agency could have a negative impact on our business, results of operations and cash flows

Our borrowing costs and our access to the debt capital markets depend significantly on the credit ratings of India. Any 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 funding is available. A downgrading of India's credit ratings may occur, for example, upon a change of government tax or fiscal policy, which is outside our control. This could have an adverse effect on our ability to fund our growth on favorable terms and consequently adversely affect our business and financial performance and the price of the Equity Shares.

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

While we are incorporated in India, and our operations are based in India, we cater to a number of overseas customers, including Indian multinational companies that have operations overseas. As a result, we are highly dependent on prevailing economic conditions in India and other economies and our results of operations and cash flows are significantly affected by factors influencing the Indian and global economies.

Other factors that may adversely affect the economy, and hence our results of operations and cash flows, may include:

a. high rates of inflation in India and in countries where our customers are based could increase our costs without proportionately increasing our revenue, and as such decrease our operating margins;

b. any slowdown in economic growth or financial instability in India and in countries our customers are based;

c. any exchange rate fluctuations;

d. any scarcity of credit or other financing, resulting in an adverse impact on economic conditions and scarcity of financing for our expansions;

e. prevailing income conditions among customers and corporates;

f. volatility in, and actual or perceived trends in trading activity on, the relevant markets principal stock exchanges;

g. changes in existing laws and regulations in India and in countries where our customers are based;

h. political instability, terrorism or military conflict in the region or globally, including in various neighbouring countries;

i. occurrence of natural or man-made disasters;

j. any downgrading of debt rating of India by a domestic or international rating agency; and

k. instability in financial markets.

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

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

82. *Governmental actions and changes in policy could adversely affect our business*

The Government of India and the State Governments in India have broad powers to affect the Indian economy and our business in numerous ways. Additionally, we operate our business in several countries and any change in policies in such countries may affect our business. Any change in the existing policies of Government of India and/or State Government, or foreign government policies, or new policies affecting the economy of India or any foreign country, where we operate our business, could adversely affect our business operations. Moreover, we also cannot assure you that the Central Government or State Governments in India, or foreign government in countries where we operate will not implement new regulations and policies which will require us to obtain additional approvals and licenses from the Government and other regulatory bodies or impose onerous requirements and conditions on our operations. We cannot predict the terms of any new policy, and we cannot assure you that such policy will not be onerous. Such new policy may also adversely affect our business, cash flows, financial condition and prospects.

83. *We may be affected by competition law in India and any adverse application or interpretation of the Competition Act 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 customers 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.

On April 11, 2023, the Competition (Amendment) Bill 2023 received the assent of the President of India to become the Competition (Amendment) Act, 2023 ("**Competition Amendment Act**"), amending the Competition Act and giving the CCI additional powers to prevent practices that harm competition and the interests of consumers. It has been enacted to increase the ease of doing business in India and enhance transparency. 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 and empowers the CCI to impose penalties based on the global turnover of entities, for anti-competitive agreements and abuse of dominant position.

The Competition Act aims to, among others, prohibit all agreements and transactions which may have an AAEC in India. Consequently, all agreements entered by us could be within the purview of the Competition Act. Further, the CCI has extraterritorial powers and can investigate any agreements, abusive conduct, or combination occurring outside India if such agreement, conduct, or combination has an AAEC in India. However, the impact of the provisions of the Competition Act on the agreements entered by us cannot be predicted with certainty at this stage. 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.

84. *A downgrade in ratings of India, may affect the trading price of the Equity Shares*

Our borrowing costs and our access to the debt capital markets depend significantly on the credit ratings of India; India's sovereign rating is Baa3 with a 'stable' outlook (Moody's), BBB— with a 'positive' outlook (S&P) and BBB— with a 'stable' outlook (Fitch). Any adverse revisions to India's credit ratings for domestic and international debt 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. A downgrading of India's credit ratings may occur, for example, upon a change of government tax or fiscal policy, which are outside our control. This could have an adverse effect on our ability to fund our growth on favourable terms or at all, and consequently adversely affect our business and financial performance and the price of our Equity Shares.

85. ***Significant differences exist between Ind AS and other accounting principles, such as U.S. GAAP and IFRS, which may be material to the Restated Consolidated Financial Information prepared and presented in accordance with SEBI ICDR Regulations contained in this Prospectus***

We have not attempted to quantify the impact of U.S. GAAP or any other system of accounting principles on the financial data, prepared and presented in accordance with Ind AS for as at the Fiscal 2026, Fiscal 2025 and Fiscal 2024 included in this Prospectus, nor do we provide a reconciliation of our financial information to those of U.S. GAAP or any other accounting principles. U.S. GAAP differs in significant respects from Ind AS. Accordingly, the degree to which the Restated Consolidated Financial Information included in this Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Ind AS and SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Prospectus should accordingly be limited. Additionally, Ind AS differs in certain respects from IFRS and therefore financial information prepared under Ind AS may be substantially different from financial information prepared under IFRS.

86. ***Financial difficulty and other problems in certain financial institutions in India could have a material adverse effect on our business, results of operations, future cash flows and financial condition***

Indian financial system may be affected by financial difficulties faced by all or some of the Indian financial institutions whose commercial soundness may be closely related as a result of credit, trading, clearing or other relationships. This risk, which is sometimes referred to as 'systemic risk', may adversely affect financial intermediaries, such as clearing agencies, banks, securities firms and exchanges. Any such difficulties or instability of the Indian financial system in general could create an adverse market perception about Indian financial institutions and banks and adversely affect our business.

87. ***Financial instability, economic developments and volatility in securities markets in other countries may also cause the price of the Equity Shares to decline***

The Indian economy and its securities markets are influenced by economic developments and volatility in securities markets in other countries. Investors' reactions to developments in one country may have adverse effects on the market price of securities of companies located in other countries, including India. For instance, the economic downturn in the U.S. and several European countries during a part of Fiscals 2008 and 2009 adversely affected market prices in the global securities markets, including India. 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. Negative economic developments, such as rising fiscal or trade deficits, or a default on national debt, in other emerging market countries may also affect investor confidence and cause increased volatility in Indian securities markets and indirectly affect the Indian economy in general.

A loss of investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and the Indian economy in general. Any worldwide financial instability could also have a negative impact on the Indian economy, including the movement of exchange rates and interest rates in India. Any financial disruption could have an adverse effect on our business, future financial performance, shareholders' equity and the price of the Equity Shares.

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

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

89. ***If security or industry analysts do not publish research, or publish unfavourable or inaccurate research about the business of our Company, the price and trading volume of the Equity Shares may decline***

The trading market for the Equity Shares may depend, in part, on the research and reports that securities or industry analysts publish about us or our business. We may be unable to sustain coverage by established and/or prominent securities and industry analysts. If either none or only a limited number of securities or industry analysts maintain coverage of our Company, or if these securities or industry analysts are not widely respected within the general investment community, the trading price for our Equity Shares would be negatively impacted. In the event we obtain securities or industry analyst coverage, if one or more of the analysts downgrade our Equity Shares or publish inaccurate or unfavourable research about our business, our Equity Shares price may decline. If one or more of these analysts cease coverage of our Company or fail to publish reports on us regularly, demand for our Equity Shares could decrease, which might cause the price and trading volume of our Equity Shares to decline.

SECTION III – INTRODUCTION

THE OFFER

The following table summarises the Offer details:

Offer(1)(2)	
The Offer comprises:	
Fresh Issue(1)	60,975,609* Equity Shares of face value of ₹5 each aggregating to ₹5,000.00* million
Offer for Sale(2)	24,390,242* Equity Shares of face value of ₹5 each aggregating to ₹2,000.00* million
The Offer consists of:	
Employee Reservation Portion(3)	1,219,512* Equity Shares of face value of ₹5 each aggregating to ₹100.00* million
Net Offer	84,146,339* Equity Shares of face value of ₹5 each aggregating to ₹6,900.00* million
The Net Offer comprises of:	
A. QIB Category (4)	42,073,169* Equity Shares of face value of ₹5 each aggregating to ₹3,450.00* million
Of which:	
Anchor Investor Portion(5)	25,243,901* Equity Shares of face value of ₹5 each
Of which:	
33.33% of the Anchor Investor Portion shall be reserved for domestic Mutual Funds	8,413,792* Equity Shares of face value of ₹5 each
6.67% of the Anchor Investor Portion shall be reserved for life insurance companies and pension funds	1,683,768* Equity Shares of face value of ₹5 each
Net QIB Category (assuming Anchor Investor Portion is fully subscribed)	16,829,268* Equity Shares of face value of ₹5 each
Of which:	
Mutual Fund Portion (5% of the Net QIB Category)	841,464* Equity Shares of face value of ₹5 each
Balance of QIB Category for all QIBs including Mutual Funds	15,987,804* Equity Shares of face value of ₹5 each
B. Non-Institutional Category(6)	12,621,951* Equity Shares of face value of ₹5 each aggregating to ₹1,035.00* million
Of which:	
One-third available for allocation to Bidders with a Bid size of more than ₹200,000 and up to ₹1,000,000	4,207,317* Equity Shares of face value of ₹5 each
Two-thirds available for allocation to Bidders with a Bid size of more than ₹1,000,000	8,414,634* Equity Shares of face value of ₹5 each
C. Retail Category	29,451,219* Equity Shares of face value of ₹5 each aggregating to ₹2,415.00* million
Pre and post-Offer Equity Shares	
Equity Shares outstanding prior to the Offer (as on the date of this Prospectus)	243,578,096 Equity Shares of face value of ₹5 each
Equity Shares outstanding after the Offer	304,553,705* Equity Shares of face value of ₹5 each
Use of Net Proceeds	See "***Objects of the Offer***" on page 144 for information about the use of the proceeds from the Fresh Issue. Our Company will not receive any proceeds from the Offer for Sale

* *Subject to finalisation of rejection of Bids and Basis of Allotment.*

(1) *Our Board has authorised the Offer pursuant to its resolution dated December 9, 2024. Our Shareholders have authorised the Fresh Issue pursuant to its special resolution dated December 9, 2024.*

(2) *Our Board has taken on record the approval for the Offer for Sale by the Selling Shareholders pursuant to its resolution dated August 8, 2026. Each of the Selling Shareholders, severally and not jointly, confirm that their respective portion of the Offered Shares have been held by them for a period of at least one year prior to the filing of the Draft Red Herring Prospectus with SEBI in accordance with Regulation 8 of the SEBI ICDR Regulations or are otherwise eligible for being offered for sale in the Offer in accordance with the provisions of the SEBI ICDR Regulations. Each of the Selling Shareholders have, severally and not jointly, authorized the inclusion of their respective portion of the Offered Shares in the Offer for Sale. The details of such authorisation and consent are provided below:*

Sr. No.	Name of the Selling Shareholders	Date of consent letter	Maximum value of Offered Shares (in millions)
1.	Devendra Goel	August 8, 2026	1,500.00
2.	Jay Goel	August 8, 2026	500.00

*Each of the Selling Shareholders, severally and not jointly, confirms its compliance with the conditions specified in Regulation 8A of the SEBI ICDR Regulations, to the extent applicable to such Selling Shareholders, as on the date of this Prospectus. For further details, see "**The Offer**" and "**Other Regulatory and Statutory Disclosures**" on pages 88 and 446, respectively.*

(3) *The Employee Reservation Portion was reserved only for the Eligible Employees under applicable laws. No allocation under the Employee Reservation Portion was made to any person other than Eligible Employees. In the event of under-subscription in the Employee Reservation Portion the unsubscribed portion was available for allocation and Allotment, proportionately to all Eligible Employees who had Bid in excess of ₹200,000, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹500,000. Further, an Eligible Employee Bidding in the Employee Reservation Portion could also Bid in the Net Offer and such Bids were not treated as multiple Bids subject to applicable limits. The undersubscribed portion, if any, in the Employee Reservation Portion was added back to the Net Offer. In case of undersubscription in the Net Offer, spill-over to the extent of such under-subscription was permitted from the Employee Reservation Portion. The Employee Reservation Portion did not exceed 5% of our post-Offer Equity Share capital.*

(4) *Subject to valid Bids have been received at or above the Offer Price, under-subscription, if any, in any category, except in the QIB Category, was allowed to be met with spill over from any other category or combination of categories at the discretion of our Company, in consultation with the BRLMs and the Designated Stock Exchange subject to applicable law. In the event of under-subscription in the Offer, Equity Shares were allocated in the manner specified in the section "**Offer Structure**" on page 469.*

(5) *Our Company, in consultation with the BRLMs, allocated 60% of the QIB Category to Anchor Investors on a discretionary basis, in accordance with the SEBI ICDR Regulations. 40% of the Anchor Investor Portion was required to be made available for allocation in the following manner: (i) 33.33% was available for allocation to domestic Mutual Funds, and (ii) 6.67% was reserved for life insurance companies and pension funds, subject to valid Bids having been received from domestic Mutual Funds, life insurance companies and pension funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations. In the event of under-subscription in the Anchor Investor Portion, the balance Equity Shares in the Anchor Investor Portion were required to be added to the QIB Category. For further details, see "**Offer Procedure**" on page 473.*

(6) *Not less than 15% of the Net Offer was available for allocation to Non-Institutional Investors of which one-third of the Non-Institutional Category was available for allocation to Bidders with a Bid size of more than ₹200,000 and up to ₹1,000,000 and two-thirds of the Non-Institutional Category was available for allocation to Bidders with a Bid size of more than ₹1,000,000 and under-subscription in either of these two sub-categories of Non-Institutional Category was required to be allocated to Bidders in the other sub-category of Non-Institutional Category.*

Pursuant to Rule 19(2)(b) of the SCRR, the Net Offer is being made for at least 27.63% of the post-Offer paid-up Equity Share capital of our Company. Allocation to all categories of Bidders was required to be made in accordance with SEBI ICDR Regulations. The allocation to each Retail Individual Investor could not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Category and the remaining available Equity Shares, if any, was required to be allocated on a proportionate basis. The allocation to each Non-Institutional Investor could not be less than the minimum non-institutional application size, subject to availability of Equity Shares in the Non-Institutional Category and the remaining available Equity Shares, if any, was required to be allocated on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII to the SEBI ICDR Regulations. Allocation to Anchor Investors was required to be on a discretionary basis in accordance with the SEBI ICDR Regulations. For further details, see "***Terms of the Offer***", "***Offer Structure***" and "***Offer Procedure***" on pages 462, 469 and 473, respectively.

SUMMARY FINANCIAL INFORMATION

The summary financial information presented below should be read in conjunction with "***Restated Consolidated Financial Information***" and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" beginning on pages 322 and 383, respectively. The following tables set forth summary financial information derived from our Restated Consolidated Financial Information.

[*Remainder of this page has been intentionally left blank*]

Restated Consolidated Statement of Assets and Liabilities

(All amount are in INR Millions, Unless otherwise stated)

	Particulars	Note No.	As at 31st March, 2026	As at 31st March, 2025	As at 31st March, 2024
A	**ASSETS**				
1	**Non-Current assets**				
(a)	Property, Plant and Equipment	**3**	653.36	590.05	452.13
(b)	Capital work-in-progress	**4**	478.32	109.45	46.80
(c)	Intangible Assets	**5**	1.30	1.58	1.13
(d)	Right-of-use assets	**6**	141.87	155.42	127.13
(e)	Financial Assets				
	i. Investments	**7**	37.20	33.91	24.54
	ii. Loan	**8**	-	-	102.45
	iii. Other Financial assets	**9**	357.53	226.45	149.69
(f)	Deferred Tax Assets (Net)	**10**	294.04	194.44	39.25
(g)	Other non-current assets	**11**	233.40	218.42	67.98
	Total non-current assets		**2,197.02**	**1,529.72**	**1,011.10**
2	**Current assets**				
(a)	Inventories	**12**	3,640.73	2,590.96	1,788.52
(b)	Financial Assets				
	i. Investments	**13**	201.60	322.86	846.60
	ii. Trade receivables	**14**	8,948.58	7,211.64	4,595.23
	iii. Cash and cash equivalents	**15**	918.30	780.67	179.57
	iv. Bank balances other than cash and cash equivalents	**16**	1,589.34	1,491.28	1,145.01
	v. Other Financial assets	**17**	3,181.04	2,506.36	1,556.03
(c)	Current Tax Assets (Net)	**18**	28.68	45.36	56.66
(d)	Other current assets	**19**	1,043.46	707.75	575.69
	Total current assets		**19,551.73**	**15,656.88**	**10,743.31**
	Total Assets (1+2)		**21,748.75**	**17,186.60**	**11,754.41**
B	**EQUITY AND LIABILITIES**				
1	**Equity**				
(a)	Equity Share Capital	**20**	1,217.89	1,217.89	304.47
(b)	Other Equity	**21**	6,079.22	4,486.57	4,155.21
	Equity attributable to Owners of the Company		7,297.11	5,704.46	4,459.68
(c)	Non Controlling Interest		-	-	-
	Total equity		**7,297.11**	**5,704.46**	**4,459.68**
	Liabilities				
2	**Non-current liabilities**				
(a)	Financial Liabilities				
	i. Borrowings	**22**	277.44	104.49	200.09
	ii. Lease Liabilites	**23**	150.29	169.42	145.18
	iii. Other Financial Liabilities	**24**	29.37	28.37	28.37
(b)	Provisions (Net)	**25**	10.34	10.11	6.31
	Total non-current liabilities		**467.44**	**312.39**	**379.95**
3	**Current liabilities**				
(a)	Financial Liabilities				
	i. Borrowings	**26**	3,564.17	4,083.79	208.96
	ii. Lease Liabilites	**27**	21.57	17.83	7.79
	iii. Trade Payables	**28**			
	- Total outstanding dues of micro and small enterprises		639.18	355.60	383.02
	- Total outstanding dues of creditors other than micro		1,915.54	645.78	979.59
	iv. Trade Acceptance	**29**	5,954.66	4,441.58	4,013.64
	v. Other Financial Liabilities	**30**	70.80	92.64	47.69
(b)	Other Current Liabilities	**31**	1,788.45	1,286.52	1,172.22
(c)	Provisions (Net)	**32**	8.36	5.46	3.78
(d)	Current Tax Liabilities (Net)	**33**	21.47	240.55	98.09
	Total current liabilities		**13,984.20**	**11,169.75**	**6,914.78**
	Total liabilities (2+3)		**14,451.64**	**11,482.14**	**7,294.73**
	Total Equity and Liabilities (1+2+3)		**21,748.75**	**17,186.60**	**11,754.41**
	Notes Forming part of Restated Consolidated Financial Information	91			

Restated Consolidated Statement of Profit and Loss

(All amount are in INR Millions, Unless otherwise stated)

	Particulars	Note No.	For the year ended 31st March, 2026	For the year ended 31st March, 2025	For the year ended 31st March, 2024
	INCOME				
I	Revenue from Operations	34	20,410.73	19,179.68	14,073.15
II	Other Income	35	482.40	287.13	173.12
III	**Total Income (I+II)**		**20,893.13**	**19,466.81**	**14,246.27**
IV	**EXPENSES**				
	Cost of materials consumed	36	11,433.55	10,520.30	7,706.66
	Erection, sub-contracting and other project expenses	37	4,708.51	5,030.25	3,643.39
	(Increase)/ decrease in inventories	38	(363.71)	(898.32)	(435.23)
	Employee benefits expense	39	907.31	763.49	614.22
	Finance costs	40	660.00	660.14	362.35
	Depreciation and amortization expenses	41	164.17	163.26	102.14
	Other expenses	42	1,335.60	1,534.59	1,093.19
	Total Expenses (IV)		**18,845.43**	**17,773.71**	**13,086.72**
V	**Restated Profit before share of profit/(loss) of an associate (III-IV)**		**2,047.70**	**1,693.10**	**1,159.55**
	Profit /(Loss) on account of consolidation of Joint Venture		0.33	(5.42)	(0.27)
VI	**Restated Profit for the year before tax (V-VI)**		**2,048.03**	**1,687.68**	**1,159.28**
VII	**Tax Expense:**	43			
	(1) Current tax		640.60	595.18	315.54
	(2) Income tax for earlier years		(44.78)	1.32	(0.33)
	(3) Deferred tax		(147.78)	(154.68)	(22.00)
	Total Tax Expenses (VI)		**448.04**	**441.82**	**293.21**
VIII	**Restated Profit for the year after tax (V-VI)**		**1,599.99**	**1,245.86**	**866.07**
IX	**Other Comprehensive Income**				
	A. (i) Items that will not be reclassified to profit or loss		(6.42)	(4.79)	(0.94)
	(ii) Income tax relating to above items		1.64	1.32	0.23
	B. (i) Items that will be reclassified to profit or loss		(3.42)	3.27	0.40
	(ii) Income tax relating to above items		0.86	(0.82)	(0.10)
	Total Restated Other Comprehensive Income (IX)	44	**(7.34)**	**(1.02)**	**(0.41)**
X	**Total Restated Comprehensive Income for the year (VIII + IX)**		**1,592.65**	**1,244.84**	**865.66**
	Restated Profit for the year attributable to:				
	(i) Owners of the Company		1,599.99	1,245.86	866.07
	(ii) Non-controlling interests		-	-	-
	Restated Profit for the year		**1,599.99**	**1,245.86**	**866.07**
	Restated Other Comprehensive Income attributable to:				
	(i) Owners of the Company		(7.34)	(1.02)	(0.41)
	(ii) Non-controlling interests		-	-	-
	Restated Other Comprehensive Income		**(7.34)**	**(1.02)**	**(0.41)**
	Total Restated Comprehensive Income attributable to:				
	(i) Owners of the Company		1,592.65	1,244.84	865.66
	(ii) Non-controlling interests		-	-	-
	Total Restated Comprehensive Income		**1,592.65**	**1,244.84**	**865.66**
XI	**Earnings per Equity Shares of par value of ₹ 5/- each**	45.3			
	Basic and diluted (in ₹)		6.57	5.11	3.56
	Notes Forming part of Restated Consolidated Financial Information				

Restated Consolidated Statement of Changes in Equity

A. Equity Share Capital **(All amount are in INR Millions, Unless otherwise stated)**

Particulars	Amount
Balance as at 31st March 2023	**304.47**
Add/(Less): Changes in Equity Share Capital during the year	-
Balance as at 31st March 2024	**304.47**
Add/(Less): Changes in Equity Share Capital during the year	913.42
Balance as at 31st March 2025	**1,217.89**
Add/(Less): Changes in Equity Share Capital during the period/year	-
Balance as at 31st March 2026	**1,217.89**

B. Other Equity

(All amount are in INR Millions, Unless otherwise stated)

Particulars	Capital Reserve	Securities Premium	Capital Redemption Reserve	General Reserve	Retained Earnings	Other Comprehensive Income			Equity attributable to Owners of the Company	Non Controlling Interest	Total Other Equity
						Equity Instruments through Other Comprehensive Income	Re-Measurement of defined benefit plans	Gains/ (Loss) from Translation of a Foreign Operation			
Restated Balance as at 31st March, 2023	**53.17**	**293.22**	**42.90**	**97.75**	**2,786.35**	**18.68**	**-**	**(2.52)**	**3,289.55**	**-**	**3,289.55**
Profit for the year	-	-	-	-	866.07	-	-	-	866.07	-	866.07
Other Comprehensive Income for the year		-	-	-	-	0.20	(0.91)	0.30	(0.41)	-	(0.41)
Total Restated Comprehensive Income/(loss) for the year	**-**	**-**	**-**	**-**	**866.07**	**0.20**	**(0.91)**	**0.30**	**865.66**	**-**	**865.66**
Adjustment on account of the scheme of arrangements	-	-	-	-	-				-	-	-
Transfer to/ from retained earnings	-	-	-	-	(0.91)	-	0.91		-	-	-
Restated Balance as at 31st March, 2024	**53.17**	**293.22**	**42.90**	**97.75**	**3,651.51**	**18.88**	**-**	**(2.22)**	**4,155.21**	**-**	**4,155.21**
Adjustment *					(0.06)	-	-	-	(0.06)	-	(0.06)
Profit for the year	-	-	-	-	1,245.86	-	-	-	1,245.86	-	1,245.86
Other Comprehensive Income for the year	-	-	-	-	-	0.89	(4.36)	2.45	(1.02)	-	(1.02)
Total Restated Comprehensive Income/(loss) for the year	**-**	**-**	**-**	**-**	**1,245.80**	**0.89**	**(4.36)**	**2.45**	**1,244.78**	**-**	**1,244.78**
Amount utilised for issue of bonus shares	-	(293.22)	(42.90)	(97.75)	(479.55)	-	-	-	(913.41)	-	(913.41)
Transfer to/ from retained earnings	-	-	-	-	(4.36)	-	4.36	-	-	-	-
Restated Balance as at 31st March, 2025	**53.17**	**-**	**-**	**-**	**4,413.40**	**19.77**	**-**	**0.23**	**4,486.57**	**-**	**4,486.57**
Profit for the period	-	-	-	-	1,599.99	-	-	-	1,599.99	-	1,599.99
Other Comprehensive Income for the year	-	-	-	-	-	0.19	(4.97)	(2.56)	(7.34)	-	(7.34)
Total Restated Comprehensive Income/(loss) for the period	**-**	**-**	**-**	**-**	**1,599.99**	**0.19**	**(4.97)**	**(2.56)**	**1,592.65**	**-**	**1,592.65**
Amount utilised for issue of bonus shares	-	-	-	-	-	-	-	-	-	-	-
Transfer to/ from retained earnings	-	-	-	-	(4.97)	-	4.97	-	-	-	-
Restated Balance as at 31st March, 2026	**53.17**	**-**	**-**	**-**	**6,008.42**	**19.96**	**-**	**(2.33)**	**6,079.22**	**-**	**6,079.22**

Restated Consolidated Statement of Cash Flow

(All amount are in INR Millions, Unless otherwise stated)

	Particulars	For the year ended 31st March, 2026	For the year ended 31st March, 2025	For the year ended 31st March, 2024
A.	**CASH FLOW FROM OPERATING ACTIVITIES**			
	Profit/(Loss) Before Tax	**2,048.03**	**1,687.68**	**1,159.28**
	Adjustments to reconcile net profit to net cash provided by operating activities:			
	Depreciation and Amortisation	164.17	163.26	102.14
	Finance costs	660.00	660.14	362.35
	Interest income	(130.69)	(129.36)	(87.80)
	Dividend income	(0.08)	(0.11)	(0.09)
	Gain on sale of Subsidiary	-	-	-
	(Profit)/ loss on sale of Property, Plant and Equipment	(1.71)	(1.14)	3.06
	(Profit)/ loss from LLP	(0.57)	(1.84)	(0.73)
	Share of Net Profit/loss of Joint Ventures accounted for using the equity method	(0.33)	5.42	0.27
	Unwinding income on fair valuation of security deposit	(0.29)	(0.18)	(0.98)
	Gain on modification of lease	(5.71)	-	(1.24)
	(Gain)/ loss on sale of investments measured at fair value through profit & loss	(21.28)	(9.05)	(19.87)
	(Gain)/ loss on fair valuation of investments measured at fair value through profit & loss	7.12	(4.70)	(7.33)
	(Gain)/ loss on fair valuation of derivative instruments measured at fair value through profit and loss (Net)	(16.87)	0.49	20.92
	Unrealised foreign exchange (gain)/ loss (Net)	(22.41)	(13.21)	(5.30)
	Liabilities no longer required written back	(13.92)	(20.06)	(52.25)
	Provision for Doubtful Debts	-	64.11	-
	Provision/(Reversal) for slow moving inventories	(22.77)	30.67	-
	Reversal of expected credit loss	-	-	(2.24)
	Operating Profit before Working Capital Changes	**2,642.69**	**2,432.13**	**1,470.19**
	Adjustments for:			
	(Increase)/ decrease in inventories	(1,027.00)	(833.11)	(561.41)
	(Increase)/ decrease in trade receivables	(1,714.53)	(2,667.31)	(2,055.54)
	(Increase)/ decrease in other financial and non-financial assets	(749.62)	(984.62)	(834.11)
	(Increase)/ decrease in other non-current assets	(66.12)	6.37	(26.46)
	(Increase)/ decrease in other current assets	(335.71)	(132.06)	316.06
	Increase/ (decrease) in lease liabilities	-	-	34.42
	Increase/ (decrease) in other liabilities	501.93	114.30	739.31
	Increase/ (decrease) in trade payables & financial liabilities	1,547.15	(306.48)	249.84
	Increase/ (decrease) in trade acceptance	1,513.08	427.94	1,930.79
	Increase/ (decrease) in provisions and financial liabililties	(3.51)	(0.35)	1.86
	Cash Generated from/ (used in) Operations	**2,308.36**	**(1,943.19)**	**1,264.95**
	Direct Tax Paid (Net)	747.54	442.74	255.88
	Net Cash generated from/ (used in) Operating Activities (A)	**1,560.82**	**(2,385.93)**	**1,009.07**
B.	**Cash Flow from Investing Activities**			
	Purchase of Property, Plant & Equipment, Intangible assets and Capital WIP	(518.88)	(498.57)	(221.75)
	Proceed from the Sale of Property, Plant & Equipment	2.72	1.94	16.99
	Investment in non-current and current investments	(1,382.42)	(902.41)	(2,382.76)
	Proceeds from Sale of non-current and current investments	1,515.13	1,426.10	1,606.86
	Profit/ (loss) from LLP	0.57	1.84	0.30
	Dividend received	0.08	0.11	0.09
	Proceeds from/ (investment on) fixed deposit (Net)	(120.12)	(365.19)	852.70
	Loan given	-	(33.30)	(392.50)
	Loan given, received back	-	135.75	424.96
	Interest Received	96.91	105.99	59.30
	Net Cash generated from/ (used in) Investing Activties (B)	**(406.01)**	**(127.74)**	**(35.81)**
C .	**Cash Flow from Financing Activities**			
	Proceeds from long term borrowings	229.99	771.26	86.37
	Repayment of long term borrowings	(864.95)	(108.15)	(260.00)
	(Repayment of)/ proceeds from short term borrowings (Net)	288.29	3,116.13	(388.74)
	Finance Cost paid	(634.17)	(629.67)	(345.75)
	Repayment of lease liability	(36.34)	(34.80)	(34.42)
	Net Cash generated from/(used in) Financing Activities (C)	**(1,017.18)**	**3,114.77**	**(942.54)**
	Net increase/(decrease) in Cash and Cash equivalent (A+B+C)	**137.63**	**601.10**	**30.72**
	Cash & Cash equivalent at the beginning of the year	**780.67**	**179.57**	**148.85**
	Cash & Cash equivalent at the end of the period/year (Refer Note 15)	**918.30**	**780.67**	**179.57**

The above Restated Consolidated Statement of Cash Flow should be read in conjunction with Material Accounting Policies to Restated Consolidated Financial Information in Annexure -V, Notes to the Restated Consolidated Financial Information appearing in Annexure - VI and Statement of Adjustments to Audited Consolidated Financial Statements appearing in Annexure - VII.

Notes :

i) Closing Cash and Cash Equivalents represent balances of cash and cash equivalents as indicated in Note 15 to the consolidated financial statement.

ii) The above Restated Consolidated Statement of Cash Flows has been prepared under the 'Indirect Method' as set out in Indian Accounting Standard ("Ind AS") 7- Statement of Cash Flow.

iii) Cash and Cash Equivalents as at the Balance Sheet date consist of:

Particulars	For the year ended 31st March, 2026	For the year ended 31st March, 2025	For the year ended 31st March, 2024
Balances with banks in Current Account	1.36	44.94	172.67
Balances with banks in Savings Account	-	0.00 #	0.01
Balances with banks in Cash Credit Account	741.69	308.37	-
Balance with banks in Bank Overdraft Account (Dr Balance)	168.36	-	-
Deposit with original maturity less than three months	-	420.50	-
Cash on hand	6.89	6.86	6.89
Total cash & Cash Equivalent as per Balance Sheet	**918.30**	**780.67**	**179.57**

 # Below rounding off norms of the company

Reconciliation between the opening and closing balances in the balance sheet for liabilities arising from financing activities

Particulars	Long-Term Borrowings (Including Current Maturity of Long Term Debt)	Short-Term Borrowings	Lease Liabilities	Total
Balance as at 31st March, 2023	**479.97**	**491.47**	**136.37**	**1,107.81**
Cash Flow (Net)	(173.65)	(388.74)	(34.42)	(596.81)
Fair value changes	-	-	34.42	34.42
Finance Cost	36.13	309.62	16.60	362.35
Interest & Other Borrowing Cost Paid	(36.13)	(309.62)	-	(345.75)
Balance as at 31st March, 2024	**306.32**	**102.73**	**152.97**	**562.02**
Cash Flow (Net)	663.12	3,116.11	(34.80)	3,744.43
Fair value changes	-	-	49.84	49.84
Finance Cost	41.29	599.14	19.24	659.67
Interest & Other Borrowing Cost Paid	(41.10)	(588.57)	-	(629.67)
Interest accrued but not due	(0.19)	(10.57)	-	(10.76)
Balance as at 31st March, 2025	**969.44**	**3,218.84**	**187.25**	**4,375.53**
Cash Flow (Net)	(634.97)	288.29	(36.34)	(383.02)
Fair value changes	-	-	3.42	3.42
Finance Cost	20.90	621.57	17.53	660.00
Interest & Other Borrowing Cost Paid	(20.86)	(613.29)	-	(634.15)
Balance as at 31st March, 2026	**334.51**	**3,515.42**	**171.86**	**4,021.79**
Interest accrued but not due as at 31st March, 2026	(0.04)	(8.28)	-	(8.32)
Balance as at 31st March, 2026 as per Balance Sheet	**334.47**	**3,507.14**	**171.86**	**4,013.47**

SUMMARY OF CONTINGENT LIABILITIES

The following is a summary table of our contingent liabilities as per Ind AS 37 as on March 31, 2026 as indicated in our Restated Consolidated Financial Information.

(₹ in million)

Particulars	As at March 31, 2026
Contingent liabilities	
Claims against the Company not acknowledged as debts:	
(a) Claims by customers/suppliers and other third parties	9.38
(b) Representation have been filed before the respective authorities against:	
- Custom duty under appeal / litigation	94.67
- Income tax under appeal/ litigation	-
- GST under appeal/ litigation	143.60
- High Court- Patna relating to civil writ jurisdiction	0.94
Total	**248.59**

Notes

*i) The amounts shown in above represent the best possible estimates arrived at on the basis of available information. The uncertainties and timing of the cash flows are dependent on the outcome of different legal processes which have been invoked by our Company and its Subsidiary, Lumino Green Energy Private Limited (together, the "**Group**") and its joint ventures or the claimants, as the case may be and, therefore, cannot be estimated accurately. The Group and its joint ventures do not expect any reimbursement in respect of above contingent liabilities.*

ii) One of the claim with respect to (a) above our Company has made counter claims/ has a right to recover money in the event of claims crystallizing amounting to ₹8.72 million (previous year ended March 31, 2025 and March 31, 2024 - ₹8.72 million).

iii) Our Company has received several demand orders under WBGST and CGST Act. The management firmly believes that our Company has a strong case and such demand is not tenable as per law. Our Company has filed appeal against these orders.

For further details, please see "***Restated Consolidated Financial Information – Note 45.1 – Contingent Liabilities***" and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" beginning on pages 363 and 383, respectively.

SUMMARY OF RELATED PARTY TRANSACTIONS

The following is the summary of transactions with related parties for the Fiscals 2026, 2025, and 2024, as per the requirements under Ind AS 24, derived from the Restated Consolidated Financial Information.

(₹ in million)

Related parties with whom transactions have taken place	Nature of relationship	Nature of transaction	Fiscal 2026	Fiscal 2025	Fiscal 2024
Jagannath Concrete Poles	Enterprise where KMP along with relatives have significant influence or control	Advance given for purchase of goods/ services	-	-	13.01
Lumino Finvest Private Limited	Enterprise where KMP along with relatives have significant influence or control		-	2.10	-
Rashmi Goel	Relative of KMP		-	0.76	-
Lumino Finvest Private Limited	Enterprise where KMP along with relatives have significant influence or control	Refund of advance given for purchase of goods/ services	-	2.10	-
Jagannath Concrete Poles	Enterprise where KMP along with relatives have significant influence or control		-	-	11.74
Rashmi Goel	Relative of KMP		-	0.76	-
Ajay Kumar Luharuka	Key managerial personnel	Advance to employee	-	2.00	-
Roshaan Davve	Key managerial personnel		-	0.15	-
Ajay Kumar Luharuka	Key managerial personnel	Advance to employee adjusted	-	0.30	0.30
Roshaan Davve	Key managerial personnel		-	0.01	-
Archana Luharuka	Relative of KMP		-	0.15	0.15
Screenzy Digital Commercials Private Limited**	Enterprise where KMP along with relatives have significant influence or control	Expenses incurred towards advertisement and publicity	-	-	7.50
Lumino Industries Limited-Employees Gratuity Fund	Enterprise where KMP along with relatives have significant influence or control	Contribution to gratuity fund	17.39	8.78	6.53
Ajay Kumar Luharuka	Key managerial personnel	Conveyance reimbursement	0.66	0.63	0.63
Hemant Bhuwania	Key managerial personnel		0.66	-	-
Archana Luharuka	Relative of KMP		-	0.23	0.30
Amit Bajaj	Key managerial personnel/ director		-	0.42	0.60
Roshaan Davve	Key managerial personnel		-	0.02	0.01
Shanti Devi Goel Charitable Trust	Enterprise where KMP along with relatives have significant influence or control	Corporate social responsibility expenses	-	-	0.30
Devendra Goel	Key managerial personnel/ director	Director remuneration	36.00	45.92	49.63
Jay Goel	Key managerial personnel/ director		27.00	32.04	49.63
Amit Bajaj	Key managerial personnel/ director		-	4.43	5.74
Purushottam Dass Goel	Key managerial personnel/ director		0.25	0.43	-
Hemant Sultania	Key managerial personnel/ director		1.23	0.55	-
Amitabh Mathur	Key managerial personnel/ director		1.05	0.40	-
Shalu Laxmanraj Bhandari	Key managerial personnel/ director		1.03	0.48	-
Hari Ram Agarwal	Key managerial personnel/ director		-	0.05	0.05

Related parties with whom transactions have taken place	Nature of relationship	Nature of transaction	Fiscal 2026	Fiscal 2025	Fiscal 2024
Kanchan Jalan	Key managerial personnel/ director	Director Commission	-	0.05	0.05
Priti Agarwal	Key managerial personnel/ director		-	0.03	0.04
Hemant Sultania	Key managerial personnel/ director		0.15	-	-
Amitabh Mathur	Key managerial personnel/ director		0.48	-	-
Shalu Laxmanraj Bhandari	Key managerial personnel/ director		0.43	-	-
Rohit Goel	Relative of Key managerial personnel	Education sponsorship	-	-	13.01
Shanti Health Services Private Limited	Enterprise where KMP along with relatives have significant influence or control	Health care services for employees	-	0.50	0.39
Lumino Finvest Private Limited	Enterprise where KMP along with relatives have significant influence or control	Interest expenses	-	-	1.03
Purushottam Dass Goel	Relative of KMP		-	-	2.50
Brijdham Infrastructure Private Limited	Enterprise where KMP along with relatives have significant influence or control	Interest income	-	1.96	1.52
Lumino Power Infrastructure Private Limited	Enterprise where KMP along with relatives have significant influence or control		-	0.62	1.27
Rashmi Goel	Relative of KMP		-	-	0.31
Shanti Health Services Private Limited	Enterprise where KMP along with relatives have significant influence or control		-	2.49	2.47
Shanti Infrabuild Private Limited	Enterprise where KMP along with relatives have significant influence or control		-	0.79	0.63
Lumino Power Infrastructure Private Limited	Enterprise where KMP along with relatives have significant influence or control	Loan given	-	33.30	392.50
Brijdham Infrastructure Private Limited	Enterprise where KMP along with relatives have significant influence or control	Loan given received back	-	21.26	2.05
Lumino Power Infrastructure Private Limited	Enterprise where KMP along with relatives have significant influence or control		-	33.30	392.50
Rashmi Goel	Relative of KMP		-	-	25.32
Shanti Health Services Private Limited	Enterprise where KMP along with relatives have significant influence or control		-	31.97	9.50
Shanti Infrabuild Private Limited	Enterprise where KMP along with relatives have significant influence or control		-	9.06	0.76
Lumino Finvest Private Limited	Enterprise where KMP along with relatives have significant influence or control	Loan taken	-	-	56.37
Jay Goel	Key managerial personnel/ director		-	-	30.00
P.S. Enterprise*	Enterprise where KMP along with relatives have significant influence or control	Purchases of raw material	1,747.02	2,704.48	1,791.56

Related parties with whom transactions have taken place	Nature of relationship	Nature of transaction	Fiscal 2026	Fiscal 2025	Fiscal 2024
Jagannath Concrete Poles	Enterprise where KMP along with relatives have significant influence or control		0.31	3.82	11.25
Devendra Goel	Key managerial personnel/ director	Rent expenses	9.91	9.91	9.91
Rashmi Goel	Relative of KMP		-	-	12.38
Purushottam Dass Goel	Non Executive Director		-	0.15	-
Purushottam Dass Goel (HUF)	Enterprise where KMP along with relatives have significant influence or control		-	0.30	0.71
DRP Realtors Private Limited	Enterprise where KMP along with relatives have significant influence or control		4.83	3.98	-
Brijdham Infrastructure Private Limited	Enterprise where KMP along with relatives have significant influence or control		5.30	8.40	-
Shanti Infrabuild Private Limited	Enterprise where KMP along with relatives have significant influence or control		0.89	1.32	1.20
Jay Goel	Key managerial personnel/ director	Repayment of loan taken	-	-	30.00
Lumino Finvest Private Limited	Enterprise where KMP along with relatives have significant influence or control		-	-	56.37
Purushottam Dass Goel	Relative of KMP		-	-	85.52
Ajay Kumar Luharuka	Key managerial personnel	Salaries and wages	6.53	5.39	4.22
Hemant Bhuwania	Key managerial personnel		9.05	-	-
Akash Ghuwalewala	Key managerial personnel		-	-	-
Rashmi Goel	Relative of KMP		-	-	22.12
Vivek Jain	Key managerial personnel		0.49	-	-
Roshaan Davve	Key managerial personnel		1.09	1.20	1.07
Sunil Kumar Luharuka	Relative of KMP		0.83	0.79	0.82
Archana Luharuka	Relative of KMP		-	1.25	1.42
Sarika Bajaj	Relative of KMP		-	0.57	0.68
Rohit Goel	Relative of KMP		2.88	2.16	-
P.S. Enterprise*	Enterprise where KMP along with relatives have significant influence or control	Sale of goods	-	-	262.54
Lumino Jupiter Solar LLP	Enterprise where KMP along with relatives have significant influence or control		-	-	-
Shanti Devi Goel Charitable Trust	Enterprise where KMP along with relatives have significant influence or control		-	0.42	-
Shanti Health Services Private Limited	Enterprise where KMP along with relatives have significant influence or control		-	0.00#	0.01
P.S. Enterprise*	Enterprise where KMP along with relatives have significant influence or control	Sale of services	2.29	16.83	7.06
Lumino Jupiter Solar LLP	Enterprise where KMP along with relatives have significant influence or control		-	-	10.97
Rashmi Goel	Relative of KMP	Security deposit refund	-	4.69	-

 # Rounding-off norms of our Company.

** Our Company procures aluminium ingots and aluminium wire rods also from P.S. Enterprises, which is classified as a Micro, Small and Medium Enterprise ("**MSME**") and has entered into a Memorandum of Understanding ("**MoU**") with the National Small Industries Corporation ("**NSIC**"). This arrangement enables P.S. Enterprises to avail institutional benefits and concessions that are not available to*

*non-MSME entities such as our Company. Pursuant to the MoU with NSIC, P.S. Enterprises is able to procure raw materials, including aluminium ingots and wire rods, at rates that are lower than those available to our Company. However, the pricing of aluminium-based products is inherently linked to international benchmark rates published by the London Metal Exchange ("**LME**") and is therefore subject to frequent fluctuations and volatility. Its procurement decisions are undertaken based on a real-time assessment of multiple factors, including, inter alia, (i) prevailing LME rates at the time of purchase; (ii) availability of raw materials with approved vendors; (iii) urgency and volume of material requirements; and (iv) committed delivery timelines. All transactions with P.S. Enterprises are conducted on an arm's length basis and in the ordinary course of business and the same has been recorded in the Audit Committee for approval of transactions with related parties.*
*** Company voluntarily strike-off with effect from July 28, 2026.*

Summary of outstanding balances with the related parties

(*₹ in million*)

Related parties with whom transactions have taken place	Nature of relationship	Nature of transaction	Fiscal 2026	Fiscal 2025	Fiscal 2024
Jagannath Concrete Poles	Enterprise where KMP along with relatives have significant influence or control	Advance given for purchase of goods/services	-	-	23.01
P.S. Enterprise	Enterprise where KMP along with relatives have significant influence or control		214.06	185.77	212.05
Ajay Kumar Luharuka	Key managerial personnel	Advance to employee	2.00	2.00	0.30
Roshaan Davve	Key managerial personnel		-	0.14	-
Archana Luharuka	Relative of KMP		-	-	0.15
Amit Bajaj	Key managerial personnel/ director	Director sitting fees and commission	-	-	0.04
Hari Ram Agarwal	Key managerial personnel/ director		-	-	0.04
Kanchan Jalan	Key managerial personnel/ director		-	-	0.04
Priti Agarwal	Key managerial personnel/ director		-	-	0.04
Hemant Sultania	Key managerial personnel/ director		0.14	0.16	-
Amitabh Mathur	Key managerial personnel/ director		0.43	-	-
Shalu Laxmanraj Bhandari	Key managerial personnel/ director		0.38	0.11	-
Purushottam Dass Goel	Key managerial personnel/ director		-	0.09	-
DRP Realtors Private Limited	Enterprise where KMP along with relatives have significant influence or control	Investments in equity instrument	19.23	19.04	18.72
Shanti Infrabuild Private Limited	Enterprise where KMP along with relatives have significant influence or control		1.16	1.13	0.41
Lumino Jupiter Solar LLP	Enterprise where KMP along with relatives have significant influence or control	Investment in others (at cost)	0.03	0.03	0.03
Brijdham Infrastructure Private Limited	Enterprise where KMP along with relatives have significant influence or control	Loans and advances	-	-	21.26
Shanti Health Services Private Limited	Enterprise where KMP along with relatives have significant influence or control		-	-	31.97
Shanti Infrabuild Private Limited	Enterprise where KMP along with relatives have significant influence or control		-	-	9.06
Lumino Industries Limited Employees Gratuity Fund	Enterprise where KMP along with relatives have significant influence or control	Plan assets	55.04	38.39	28.89
Ajay Kumar Luharuka	Key managerial personnel		-	-	0.29
Hemant Bhuwania	Key managerial personnel		-	-	-

Related parties with whom transactions have taken place	Nature of relationship	Nature of transaction	Fiscal 2026	Fiscal 2025	Fiscal 2024
Amit Bajaj	Key managerial personnel/ director	Salary & director remuneration payable	-	-	0.39
Roshaan Davve	Key managerial personnel		-	-	0.08
Sunil Kumar Luharuka	Relative of KMP		-	-	0.04
Archana Luharuka	Relative of KMP		-	-	0.06
Sarika Bajaj	Relative of KMP		-	-	0.06
Devendra Goel	Key managerial personnel/ director		-	2.50	2.70
Rashmi Goel	Relative of KMP		-	-	1.25
Jay Goel	Key managerial personnel/ director		-	1.75	2.70
Devendra Goel	Key managerial personnel/ director	Security deposit	0.98	0.89	0.81
Lumino Jupiter Solar LLP	Enterprise where KMP along with relatives have significant influence or control	Trade payables	-	-	12.19
Shanti Health Services Private Limited	Enterprise where KMP along with relatives have significant influence or control		-	0.01	-
Screenzy Digital Commercials Private Limited*	Enterprise where KMP along with relatives have significant influence or control		-	-	8.70
Jagannath Concrete Poles	Enterprise where KMP along with relatives have significant influence or control		-	-	5.34
P.S. Enterprise	Enterprise where KMP along with relatives have significant influence or control	Trade receivables	-	-	0.70

* *Company voluntarily strike-off with effect from July 28, 2026.*

GENERAL INFORMATION

Our Company was incorporated as "Lumino Industries Limited" at Kolkata, West Bengal as a public limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated March 30, 2005 issued by the RoC. We received our certificate of commencement of business, issued by the RoC, on March 31, 2005.

Historically, a partnership firm by the name 'Lumino Industries' was formed with effect from September 1, 1989 at Calcutta, West Bengal to commence the business of manufacturing cables, conductors and other electrical goods, pursuant to a partnership deed dated September 1, 1989 ("**Partnership Deed**") entered into between Deepak Goel and Shanti Devi Goel. The Partnership Deed provided that both Deepak Goel and Shanti Devi Goel shall be entitled to 50% of profits and losses of the partnership, each. Pursuant to the supplementary deed of partnership dated September 8, 1989, the split of profits and losses of the partnership was amended to 45% and 55% for Deepak Goel and Shanti Devi Goel, respectively. Subsequently, pursuant to the indenture for transfer dated March 31, 2005, entered into between our Company, Shanti Devi Goel and Deepak Goel, our Company took over the business operated by the partnership firm, Lumino Industries, as a going concern, in accordance with the sub-clause III(A) of the MoA of our Company.

Corporate Identity Number: U14293WB2005PLC102556

Company Registration Number: 102556

Registered and Corporate Office of our Company

Unit No – 12/4, Merlin Acropolis
1858/1 Rajdanga Main Road
Kolkata 700 107
West Bengal, India

For details of change in the registered office of our Company, see "***History and Certain Corporate Matters – Changes in the registered office of our Company***" on page 286.

Address of the Registrar of Companies

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

Registrar of Companies, West Bengal (Kolkata -I) at Kolkata

Registrar of Companies
Corporate Bhawan, 4th Floor
Plot No. IIIF/16, in AA-IIIF, Rajarhat
New Town, Akandakeshari
Kolkata 700 135
West Bengal, India

Board of Directors of our Company

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

Name and Designation	DIN	Address
Purushottam Dass Goel *Chairperson and Non-Executive Director*	00673269	1B, Mayfair Road, Ballygunge, Kolkata 700 019, West Bengal, India
Devendra Goel *Managing Director*	00673447	1B, Mayfair Road, Ballygunge, Kolkata 700 019, West Bengal, India
Jay Goel *Whole-time Director*	08190426	Flat 4B, 1B, Mayfair Road, Ballygunge, Circus Avenue, Kolkata 700 019, West Bengal, India
Hemant Sultania *Independent Director*	00472577	Flat E402, Uniworld City, Sector 30 and 41, Southcity – 1, Gurgaon 122 001, Haryana, India
Amitabh Mathur *Independent Director*	07275427	B-3/44, Janakpuri B-1, West Delhi, Delhi 110 058, Delhi, India
Shalu Laxmanraj Bhandari *Independent Director*	00012556	B/221, Durian Estate, Goregaon Mulund Link Road, near Pravasi Industrial Estate Goregaon East, Mumbai 400 063, Maharashtra, India

For further details and brief profiles of our Directors, see "***Our Management***" on page 300.

Filing of the Draft Red Herring Prospectus

A copy of the Draft Red Herring Prospectus had been uploaded on the SEBI Intermediary Portal at https://siportal.sebi.gov.in, in accordance with Regulation 25(8) of the SEBI ICDR Regulations and the SEBI ICDR Master Circular and was also filed with the SEBI at the following address:

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

Filing of the Red Herring Prospectus and this Prospectus

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

Company Secretary and Compliance Officer

Vivek Jain is the Company Secretary and Compliance Officer of our Company. His contact details are set forth below:

Vivek Jain
Unit No – 12/4, Merlin Acropolis
1858/1, Rajdanga Main Road
Kolkata 700 107
West Bengal, India
Tel: +91 33 2441 2008
E-mail: investor.relation@luminoindustries.com

Investor Grievances

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

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

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

Book Running Lead Managers

Motilal Oswal Investment Advisors Limited
Motilal Oswal Tower
Rahimtullah Sayani Road
Opposite Parel ST Depot
Prabhadevi, Mumbai 400 025
Maharashtra, India
Tel: +91 22 7193 4380
E-mail: ipo.lumino@motilaloswal.com
Investor grievance e-mail: moiaplredressal@motilaloswal.com
Contact Person: Subodh Mallya/ Rohan Aerande
Website: www.motilaloswal.com
SEBI registration number: INM000011005

JM Financial Limited
7th Floor, Cnergy
Appasaheb Marathe Marg
Prabhadevi, Mumbai 400 025
Maharashtra, India
Tel: +91 22 6630 3030
E-mail: lumino.ipo@jmfl.com
Investor grievance e-mail: grievance.ibd@jmfl.com
Contact Person: Prachee Dhuri
Website: www.jmfl.com
SEBI registration number: INM000010361

Monarch Networth Capital Limited
4th Floor, B Wing, Laxmi Towers
G Block, Bandra Kurla Complex
Bandra (East), Mumbai 400 051
Maharashtra, India
Tel: +91 22 6647 6400
E-mail: ecm@mnclgroup.com
Investor grievance e-mail: mbd@mnclgroup.com
Contact Person: Saahil Kinkhabwala/Aayushi Poddar
Website: www.mnclgroup.com
SEBI registration number: INM000011013

Statement of inter-se allocation of responsibilities amongst the BRLMs

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

S. No	Activity	Responsibility	Co-ordination
1.	Capital structuring with the relative components and formalities such as composition of debt and equity, type of instruments, and positioning strategy.	BRLMs	Motilal Oswal
2.	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 including finalisation of Red Herring Prospectus, Prospectus, Offer Agreement, and Underwriting Agreements and RoC filing.	BRLMs	Motilal Oswal
3.	Drafting and approval of all statutory advertisements.	BRLMs	Motilal Oswal
4.	Drafting and approval of all publicity material other than statutory advertisements as mentioned in point 3 above, including corporate advertising and brochures and filing of media compliance report with SEBI.	BRLMs	Monarch
5.	Appointment of Registrar, Ad agency and printer (including coordination of all agreements).	BRLMs	Motilal Oswal
6.	Appointment of all other intermediaries including Banker(s) to the Offer, sponsor bank, syndicate members, share escrow	BRLMs	JM Financial

S. No	Activity	Responsibility	Co-ordination
	agent, monitoring agency, etc. (including coordination of all agreements).		
7.	Preparation of road show presentation and FAQs for the road show team.	BRLMs	JM Financial
8.	International institutional marketing of the Offer, which will cover, inter alia: • Institutional marketing strategy. • Finalising the list and division of international investors for one-to-one meetings. • Finalising international road show and investor meeting schedules.	BRLMs	JM Financial
9.	Domestic institutional marketing of the Offer, which will cover, inter alia: • Finalising the list and division of domestic investors for one-to-one meetings. • Finalising domestic road show and investor meeting schedules.	BRLMs	Motilal Oswal
10.	Conduct non-institutional marketing of the Offer, which will cover, inter-alia: • Finalising media, marketing, public relations strategy and publicity budget. • Formulating strategies for marketing to Non – Institutional Investors.	BRLMs	JM Financial
11.	Conduct retail marketing of the Offer, which will cover, inter alia: • Finalising media, marketing, public relations strategy and publicity budget. including list of frequently asked questions at retail road shows. • Finalising collection centres. • Finalising centres for holding conferences for brokers etc. • Finalising commission structure and co-ordinate with RTA for commission payouts. • Follow-up on distribution of publicity and Offer material including forms, Red Herring Prospectus / Prospectus and deciding on the quantum of the Offer material.	BRLMs	Monarch
12.	Coordination with Stock Exchanges for book building software, bidding terminals and mock trading, anchor coordination, anchor CAN and initiation of anchor allocation.	BRLMs	Monarch
13.	Managing the book and finalization of pricing in consultation with Company.	BRLMs	JM Financial
14.	Post-Offer activities – finalisation of the basis of allotment, 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., including responsibility for underwriting arrangements, as applicable, listing of instruments, demat credit and refunds / unblocking of funds, payment of the applicable STT on behalf of the Selling Shareholders, coordination for investor complaints related to the Offer, submission of final post issue report.	BRLMs	JM Financial

Syndicate Members

Motilal Oswal Financial Services Limited
Motilal Oswal Tower
Rahimtullah Sayani Road
Opposite Parel ST Depot
Prabhadevi, Mumbai 400 025
Maharashtra, India
Tel: +91 22 7193 4200 / 4263

E-mail: ipo@motilaloswal.com, santosh.patil@motilalaswal.com
Contact Person: Santosh Patil
Website: www.motilaloswal.com

JM Financial Services Limited
Ground Floor, 2, 3 and 4
Kamanwala Chambers, Sir P.M. Road
Fort, Mumbai 400 001
Maharashtra, India
Tel: +91 22 6136 3400
E-mail: sona.verghese@jmfl.com / tejas.agrawal@jmfl.com
Investor grievance e-mail: ig.distribution@jmfl.com
Contact Person: Sona Varghese/ Tejas Agrawal
Website: www.jmfinancialservices.com

Monarch Networth Capital Limited
Unit No. 803 -804A
8th Floor, X-change Plaza, Block No. 53, Zone 5
Road-SE, Gift City
Gandhinagar 382 355
Gujarat, India
Tel: +91 79266 66768
E-mail: compliance@mnclgroup.com
Investor grievance e-mail: grievances@mnclgroup.com
Contact Person: Nikhil Parikh
Website: www.mnclgroup.com

Legal Counsel to the Company as to Indian Law

Trilegal
18th and 19th Floor
Godrej, Golf Course Road
Sector 42, Gurugram 122 009
Haryana, India
Tel: +91 12 4625 8598

Registrar to the Offer

Bigshare Services Private Limited
S6-2, 6th Floor, Pinnacle Business Park
Mahakali Caves Road, Next to Ahura Centre
Andheri (East), Mumbai 400 093
Maharashtra, India
Tel: +91 22 6263 8200
E-mail: ipo@bigshareonline.com
Investor grievance e-mail: investor@bigshareonline.com
Contact Person: Vinayak Morbale
Website: www.bigshareonline.com
SEBI registration number: INR000001385

Bankers to the Offer

Escrow Collection Bank, Refund Bank and Sponsor Bank

Axis Bank Limited
Axis House, 6th Floor
C-2, Wadia International Centre
Pandurang Budhkar Marg, Worli
Mumbai 400 025
Maharashtra, India
Tel: +91 89002 46185

E-mail: CBBKolkata.Branchhead@axis.bank.in
Contact person: Anamika Naskar
Website: www.axisbank.com

Public Offer Account Bank and Sponsor Bank

HDFC Bank Limited
FIG-OPS Department – Lodha
I Think Techno Campus O-3 Level
Next to Kanjurmarg Railway Station Kanjurmarg (East)
Mumbai 400 042,
Maharashtra, India
Tel: +91 22 3075 2927/ 28/ 2914
E-mail: sachin.gawade@hdfc.bank.in, eric.bacha@hdfc.bank.in, tushar.gavankar@hdfc.bank.in, pravin.teli2@hdfc.bank.in
Contact Person: Eric Bacha/ Sachin Gawade/ Pravin Teli/ Tushar Gavankar
Website: www.hdfc.bank.in

Joint Statutory Auditors to our Company

Singhi & Co., Chartered Accountants
161, Sarat Bose Road
Kolkata 700 026
West Bengal, India
Email: kolkata@singhico.com
Tel: +91 33 2419 6000
Peer Review Certificate No.: 021812
Firm Registration No.: 302049E

SDP & Associates, Chartered Accountants
46C, Chowringhee Road
Everest House
Kolkata 700 071
West Bengal, India
Email: pranita@sdpa.co.in
Tel: +91 33 4007 5956
Peer Review Certificate No.: 017697
Firm Registration No.: 322176E

Changes in auditors

There has been no change in the statutory auditors of our Company during the last three years, except as mentioned below.

Particulars of statutory auditors	Date of the change	Reason for change
Singhi & Co., Chartered Accountants 161 Sarat Bose Road Kolkata 700 026 West Bengal, India **Email:** kolkata@singhico.com **Tel:** + 91 33 2419 6000 **Peer Review Certificate No.:** 021812 **Firm Registration No.:** 302049E	June 25, 2024	Appointment as joint statutory auditors of our Company

Bankers to our Company

Bank of Baroda
A-1, Gillander House
Ground Floor, 8 N.S. Road
Kolkata 700 001
West Bengal, India
Tel: +91 33 4809 0797
Contact person: Sandeep Gupta

Canara Bank
Ground Floor, Bells House
21 Camac Street
Kolkata 700 016
West Bengal, India
Tel: +91 33 2290 4162
Contact person: Kshyama Parida

E-mail: midklk@bankofbaroda.co.in

E-mail: cb2560@canarabank.com

HDFC Bank Limited
Bank House, 3A
Gurusaday Road
Kolkata 700 019
West Bengal, India
Tel: +91 98745 39551
Contact person: Saransh Jha
E-mail: saransh.jha@hdfcbank.com

ICICI Bank Limited
Large Clients Group, 3A
Gurusaday Road
Kolkata 700 019
West Bengal, India
Tel: +91 33 4424 8537
Contact person: Nitin Anand
E-mail: nitin.anand1@icici.bank.in

IDFC First Bank Limited
1st Floor, Saket Building
44 Park Street
Kolkata 700 016
West Bengal, India
Tel: +91 98740 36651
Contact person: Vaibhav Jhawar
E-mail: vaibhav.jhawar@idfcfirstbank.com

Indian Bank
Large Corporate Branch, 1st Floor
14 India Exchange Place
Kolkata 700 001
West Bengal, India
Tel: +91 33 221 31006
Contact person: Ravi Kumar
E-mail: lcbkolkata@indianbank.co.in

Punjab National Bank
LCB, 2nd Floor, United Tower
11, Hemanta Basu Sarani
Kolkata 700 001
West Bengal, India
Tel: +91 33 2213 1576
Contact person: Dipangshu Ray
E-mail: bo172120@pnb.co.in

RBL Bank Limited
One World Center, Tower 2B
6th Floor, 841 Senapati Bapat Marg
Lower Parel (West), Mumbai 400 013
Maharashtra, India
Tel: +91 33 2301 4719
Contact person: Kapil Chandak
E-mail: kapil.chandak@rblbank.com

State Bank of India
Industrial Finance Branch, 4th Floor
Jeevan Deep Building, 1, Middleton Street
Kolkata 700 071
West Bengal, India
Tel: +91 33 4006 8407
Contact person: Susanta Kumar Mishra
E-mail: amt5.ifbkol@sbi.co.in

Union Bank of India
20B Lee Road
Kolkata 700 020
West Bengal, India
Tel: +91 91375 68840
Contact person: Abhijeet Dhar
E-mail: ubin0568848@unionbankofindia.bank

Yes Bank Limited
Mezzanine Floor, Stephen House, 56 A
Hemanta Basu, Sarani, Cossipore, Lalbazar
College Square, Kolkata 700 001
West Bengal, India
Tel: +91 98315 78518
Contact person: Ankit Choudhary
E-mail: ankit.choudhary1@yesbank.in

Export-Import Bank of India
Vanijya Bhawan, 4th Floor
1/1 Wood Street
Kolkata 700 016
West Bengal, India
Tel: +91 33 6826 1310
Contact person: Anirudha Barooah
E-mail: kro@eximbankindia.in/
anirudha.barooah@eximbankindia.in

Axis Bank Limited
Mega Wholesale Banking Centre
AC Market Building
3rd Floor, Shakespeare Sarani
Kolkata 700 071
West Bengal, India
Tel: +91 86525 80123
Contact person: Vikash Agarwal
E-mail: Agarwal.Vikash@axis.bank.in

Designated Intermediaries

Self-Certified Syndicate Banks

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

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

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

In accordance with the SEBI ICDR Master Circular, UPI Bidders using the UPI Mechanism may only apply through the SCSBs and mobile applications whose names appears on the website of the SEBI, which may be updated from time to time. A list of SCSBs and mobile applications, is also available on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 for SCSBs and https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 for mobile applications or at such other websites, as may be prescribed by SEBI from time to time.

Syndicate Self-Certified Syndicate Banks Branches

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

Registered Brokers

Bidders could submit ASBA Forms in the Offer using the stockbroker network of the Stock Exchanges, i.e., through the Registered Brokers at the Broker Centres. The list of the Registered Brokers eligible to accept ASBA Forms, including details such as postal address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com, as updated from time to time.

Registrar and Share Transfer Agents

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

Collecting Depository Participants

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

Grading of the Offer

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

Monitoring Agency

Our Company has appointed a monitoring agency prior to the filing of the Red Herring Prospectus in accordance with Regulation 41 of SEBI ICDR Regulations, for monitoring of the utilisation of the proceeds from the Fresh Issue. For details in relation to the proposed utilisation of the proceeds from the Fresh Issue, please see "***Objects of the Offer***" on page 144.

Details of the Monitoring Agency are as follows:

CRISIL Ratings Limited
Crisil Limited, Lightbridge IT Park, Saki Vihar Road
Andheri East, Mumbai 400 072
Maharashtra, India
Telephone: +91 22 3342 3000
E-mail: crisilratingdesk@crisil.com

Experts

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

Our Company has received written consent dated August 11, 2026 from Singhi & Co., Chartered Accountants and SDP & Associates, Chartered Accountants, our Joint Statutory Auditors to include their name as required under Section 26(5) of the Companies Act, 2013 read with the SEBI ICDR Regulations, in the Red Herring Prospectus and this 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 Joint Statutory Auditors, and in respect of their (i) examination report dated August 8, 2026 relating to the Restated Consolidated Financial Information and (ii) the statement of special tax benefits dated August 11, 2026 included in the Red Herring Prospectus and this Prospectus and such consents have not been withdrawn as on the date of this Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Our Company has received written consents dated August 11, 2026 from V Jalan & Co., Chartered Accountants, holding a valid peer review certificate from ICAI, to include their name as required under Section 26(5) of the Companies Act, 2013 read with the SEBI ICDR Regulations, in the Red Herring Prospectus and this Prospectus, and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 in respect of the various certifications issued by them in their capacity as an independent chartered accountant to our Company and such consent has not been withdrawn as on the date of this Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Our Company has received written consent dated August 12, 2026, from the independent chartered engineer, namely Asim Maity & Associates, to include their name in the Red Herring Prospectus and this Prospectus and as an "expert" as defined under Section 2(38) of the Companies Act, 2013, to the extent and in their capacity as a chartered engineer, in relation to their certificate dated August 12, 2026. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Our Company has received written consent from Hansraj Jaria, Practising Company Secretary, to include his name in the Red Herring Prospectus and this Prospectus and as an "expert" as defined under Section 2(38) of the Companies Act, 2013, to the extent that and in his capacity as practising company secretary, in relation to his certificate dated August 20, 2026. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Appraising Entity

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

Credit Rating

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

Debenture Trustees

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

Green Shoe Option

No green shoe option is contemplated under the Offer.

Book Building Process

Book building, in the context of the Offer, refers to the process of collection of Bids from Bidder on the basis of the Red Herring Prospectus, the Bid cum Application Forms and the Revision Forms, if any within the Price Band which was decided by our Company, in consultation with the BRLMs and minimum Bid lot which was decided by our Company, in consultation with the BRLMs and advertised in all editions of Financial Express (a widely circulated English national daily newspaper), all editions of Jansatta (a widely circulated Hindi national daily newspaper) and Kolkata edition of Dainik Statesman (a widely circulated Bengali daily newspaper, Bengali being the regional language of West Bengal where our Registered and Corporate Office is located), at least two Working Days prior to the Bid/Offer Opening Date and was made available to the Stock Exchanges for the purposes of uploading on their respective websites. The Offer Price was determined by our Company, in consultation with the BRLMs after the Bid/Offer Closing Date in accordance with the applicable law. For further details, see "***Offer Procedure***" on page 473.

All Investors (other than Anchor Investors) were required to mandatorily participate in the Offer only through the ASBA process by providing details of their respective ASBA Account in which the corresponding Bid Amount were to be blocked by SCSBs, or in the case of UPI Bidders, by using the UPI Mechanism. Anchor Investors were not permitted to participate in the Offer through the ASBA process.

In terms of the SEBI ICDR Regulations, QIBs and Non-Institutional Investors were not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Investors and other Eligible Employees Bidding in the Employee Reservation Portion could revise their Bid(s) during the Bid/Offer Period and withdraw their Bid(s) until Bid/Offer Closing Date. Anchor Investors were not allowed to revise and withdraw their Bids after the Anchor Investor Bidding Date. Except Allocation to Retail Individual Investors, Non-Institutional Investors and the Anchor Investors, Allocation in the Offer was on a proportionate basis. Further, allocation to Anchor Investors was on a discretionary basis and allocation to the Non-Institutional Investors was in a manner as prescribed under the SEBI ICDR Regulations. For further details on the Book Building Process and the method and process of Bidding, see *"Terms of the Offer"*, "*Offer Structure*" and *"Offer Procedure"* on pages 462, 469 and 473, respectively.

The Book Building Process is subject to change. Bidders are advised to make their own judgment about an investment through this process prior to submitting a Bid.

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

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

For an illustration of the Book Building Process, price discovery process and allocation, see "***Offer Procedure***" on page 473.

Underwriting Agreement

Our Company and the Selling Shareholders have entered into the 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 is as per the Underwriting Agreement. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters will be several and will be subject to certain conditions to closing, as specified therein.

The Underwriting Agreement is dated August 31, 2026. The Underwriters have indicated their intention to underwrite the following number of Equity Shares:

Name, address, telephone number and e-mail address of the Underwriters	Indicative number of Equity Shares of face value of ₹5 each to be Underwritten	Amount underwritten (₹ in million)
Motilal Oswal Investment Advisors Limited Motilal Oswal Tower Rahimtullah Sayani Road, Opposite Parel ST Depot Prabhadevi, Mumbai 400 025, Maharashtra, India **Tel:** +91 22 7193 4380 **E-mail:** ipo.lumino@motilaloswal.com	28,455,184	2,333.33
JM Financial Limited	28,455,184	2,333.33

Name, address, telephone number and e-mail address of the Underwriters	Indicative number of Equity Shares of face value of ₹5 each to be Underwritten	Amount underwritten (₹ in million)
7th Floor, Cnergy Appasaheb Marathe Marg Prabhadevi Mumbai 400 025 Maharashtra, India **Tel:** +91 22 6630 3030 **E-mail:** lumino.ipo@jmfl.com		
Monarch Networth Capital Limited 4th Floor, B Wing, Laxmi Towers, G Block Bandra Kurla Complex, Bandra (East) Mumbai 400 051 **Tel:** +91 22 6647 6400 **E-mail:** ecm@mnclgroup.com	28,455,284	2,333.33
Motilal Oswal Financial Services Limited Motilal Oswal Tower, Rahimtullah, Sayani Road Opposite Parel ST Depot Prabhadevi, Mumbai 400 025 Maharashtra, India **Tel:** +91 22 7193 4200 / 4263 **E-mail:** ipo@motilaloswal.com, santosh.patil@motilalaswal.com	100	0.01
JM Financial Services Limited Ground Floor, 2, 3 and 4, Kamanwala Chambers Sir P.M. Road, Fort Mumbai 400 001, Maharashtra, India **Tel:** +91 22 6136 3400 **E-mail:** sona.verghese@jmfl.com / tejas.agrawal@jmfl.com	100	0.01

The abovementioned amounts are provided for indicative purposes only and will be finalised after finalisation of Basis of Allotment and the actual allocation and subject to the provisions of Regulation 40(2) of the SEBI ICDR Regulations. Based on representations made by the Underwriters, our Board of Directors are of the opinion that the resources of the Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The Underwriters are registered with the SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchange(s). Our Board, at its meeting held on August 31, 2026, has approved the execution of the Underwriting Agreement by our Company.

Allocation amongst the Underwriters may not necessarily be in proportion to their underwriting commitments set forth in the table above. Notwithstanding the above table, the Underwriters shall be severally responsible for ensuring payment with respect to Equity Shares allocated to Investors procured by them in accordance with the Underwriting Agreement.

CAPITAL STRUCTURE

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

(in ₹, except share data)

S. No.	Particulars	Aggregate nominal value	Aggregate value at Offer Price*
A)	**AUTHORISED SHARE CAPITAL**(1)		
	350,000,000 Equity Shares of face value of ₹5 each	1,750,000,000	-
	24,000,000 preference shares of face value of ₹5 each	120,000,000	
B)	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE OFFER AS ON DATE OF THIS PROSPECTUS**		
	243,578,096 Equity Shares of face value of ₹5 each	1,217,890,480	-
C)	**PRESENT OFFER**(2)(3)		
	Offer of 85,365,851* Equity Shares aggregating to ₹7,000.00 million(2)(3)(4)	426,829,255	6,999,999,782
	Of which:		
	Fresh Issue of 60,975,609* Equity Shares, of face value of ₹5 each, aggregating to ₹5,000.00 million(2)	304,878,045	4,999,999,938
	Offer for Sale of 24,390,242* Equity Shares, of face value of ₹5 each, aggregating to ₹2,000.00 million(2)(3)	121,951,210	1,999,999,844
	The Offer consists of:		
	Employee Reservation Portion of 1,219,512* Equity Shares of face value of ₹5 each aggregating to ₹100.00 million(4)	6,097,560	99,999,984
	Net Offer of 84,146,339* Equity Shares of face value of ₹5 each	420,731,695	6,899,999,798
D)	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE OFFER**		
	304,553,705* Equity Shares of face value of ₹5 each*	1,522,768,525	24,973,403,810
E)	**SECURITIES PREMIUM ACCOUNT**		
	Before the Offer (*as on date of this Prospectus*)		Nil
	After the Offer* (₹ in million)		4,695,121,893

* *Subject to finalisation of the rejection of Bids and Basis of Allotment.*

(1) *For details in relation to the changes in the authorised share capital of our Company in the last 10 years, see "**History and Certain Corporate Matters – Amendments to our Memorandum of Association**" on page 287.*

(2) *Our Board has authorised the Offer, pursuant to their resolution dated December 9, 2024 and our Shareholders have authorised the Fresh Issue pursuant to a special resolution dated December 9, 2024.*

(3) *Our Board has taken on record the consent and authorisation of each of the Selling Shareholders to participate in the Offer for Sale pursuant to its resolution dated August 8, 2026. The Equity Shares being offered by each of the Selling Shareholders have been held by them for a period of at least one year prior to the date of filing of the Draft Red Herring Prospectus and are otherwise eligible for being offered for sale pursuant to the Offer in accordance with the SEBI ICDR Regulations. For details of authorisations for the Offer for Sale, see "**Other Regulatory and Statutory Disclosures - Authority for the Offer**" on page 446.*

(4) *In the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion was available for allocation and Allotment, proportionately to all Eligible Employees who had Bid in excess of ₹200,000, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹500,000. Further, an Eligible Employee Bidding in the Employee Reservation Portion could also Bid in the Net Offer and such Bids were not treated as multiple Bids subject to applicable limits. The undersubscribed portion, if any, in the Employee Reservation Portion was added back to the Net Offer. In case of undersubscription in the Net Offer, spill-over to the extent of such under-subscription was permitted from the Employee Reservation Portion. The Employee Reservation Portion did not exceed 5% of our post-Offer paid-up Equity Share capital.*

Notes to capital structure

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

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

Date of allotment/ (buy-back)	Nature of allotment/ buy-back	Name of the allottee(s)	Number of allottee(s)	Number of equity shares allotted/ (bought back)	Face value per equity share (₹)	Issue/ (buy-back) price per equity share (₹)	Nature of consideration	Cumulative number of equity shares
March 30, 2005	Initial subscription to the Memorandum of Association[1]	**Name of the allottee** – **Number of equity shares allotted** Shanti Devi Goel – 20,000 Deepak Goel – 20,000 Purushottam Dass Goel – 5,000 Rashmi Goel – 5,000 Devendra Goel – 5,000 Rakhi Goel – 5,000 Sangeeta Pramod Kumar Tekriwal – 500	7	60,500	10	10	Cash	60,500
August 1, 2005	Further issue	**Name of the allottee** – **Number of equity shares allotted** Purushottam Dass Goel – 64,500 Rashmi Goel – 70,000 Rakhi Goel – 55,000 Jalsagar Sales Agency Private Limited – 250,000	4	439,500	10	10	Cash	500,000
March 31, 2007	Further issue	**Name of the allottee** – **Number of equity shares allotted** Deepak Goel – 630,000 Shanti Devi Goel – 590,000	4	3,120,000	10	10	Cash	3,620,000

Date of allotment/ (buy-back)	Nature of allotment/ buy-back	Name of the allottee(s)		Number of allottee(s)	Number of equity shares allotted/ (bought back)	Face value per equity share (₹)	Issue/ (buy-back) price per equity share (₹)	Nature of consideration	Cumulative number of equity shares
		DRP Trading and Investment Private Limited	350,000						
		Jalsagar Sales Agency Private Limited	1,550,000						
April 26, 2007	Further issue	**Name of the allottee**	**Number of equity shares allotted**	1	1,200,000	10	10	Cash	4,820,000
		Jalsagar Sales Agency Private Limited	1,200,000						
May 2, 2007	Bonus issue as on the record date i.e. April 30, 2007 in the ratio of one equity share for every five equity shares held	**Name of the allottee**	**Number of equity shares allotted**	9	964,000	10	N.A.	N.A.	5,784,000
		Jalsagar Sales Agency Private Limited	600,000						
		DRP Trading and Investment Private Limited	70,000						
		Deepak Goel	130,000						
		Shanti Devi Goel	122,000						
		Purushottam Dass Goel	13,900						
		Rashmi Goel	15,000						
		Devendra Goel	1,000						
		Rakhi Goel	12,000						
		Sangeeta Pramod Kumar Tekriwal	100						

<table>
<tr><th>Date of allotment/ (buy-back)</th><th>Nature of allotment/ buy-back</th><th>Name of the allottee(s)</th><th>Number of allottee(s)</th><th>Number of equity shares allotted/ (bought back)</th><th>Face value per equity share (₹)</th><th>Issue/ (buy-back) price per equity share (₹)</th><th>Nature of consideration</th><th>Cumulative number of equity shares</th></tr>
<tr><td>June 2, 2007</td><td>Allotment pursuant to conversion of preference shares to equity shares</td><td><table>
<tr><th>Name of the allottee</th><th>Number of equity shares allotted</th></tr>
<tr><td>Purushottam Dass Goel</td><td>1,100,000</td></tr>
<tr><td>Devendra Goel</td><td>850,000</td></tr>
<tr><td>Deepak Goel</td><td>250,000</td></tr>
<tr><td>Shanti Devi Goel</td><td>300,000</td></tr>
<tr><td>Jalsagar Sales Agency Private Limited</td><td>500,000</td></tr>
</table></td><td>5</td><td>3,000,000</td><td>10</td><td>N.A.</td><td>Cash(2)</td><td>8,784,000</td></tr>
<tr><td>March 31, 2008</td><td>Further issue</td><td><table>
<tr><th>Name of the allottee</th><th>Number of equity shares allotted</th></tr>
<tr><td>DRP Trading and Investment Private Limited</td><td>900,000</td></tr>
<tr><td>Budapest Traders Private Limited</td><td>350,000</td></tr>
<tr><td>Crawford Marketing Private Limited</td><td>250,000</td></tr>
<tr><td>Balkash Exim Private Limited</td><td>350,000</td></tr>
<tr><td>Alps Sales Private Limited</td><td>350,000</td></tr>
<tr><td>Laser Electrical Industries Private Limited</td><td>2,190,000</td></tr>
<tr><td>Laser Aluminium Company Limited</td><td>1,860,000</td></tr>
</table></td><td>7</td><td>6,250,000</td><td>10</td><td>10</td><td>Cash</td><td>15,034,000</td></tr>
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Date of allotment/ (buy-back)	Nature of allotment/ buy-back	Name of the allottee(s)	Number of allottee(s)	Number of equity shares allotted/ (bought back)	Face value per equity share (₹)	Issue/ (buy-back) price per equity share (₹)	Nature of consideration	Cumulative number of equity shares
March 31, 2008	Further issue	**Name of the allottee** – **Number of equity shares allotted** Malina Daw – 100	1	100	10	Nil	Other than Cash[(3)]	15,034,100
March 31, 2009	Further issue	**Name of the allottee** – **Number of equity shares allotted** Jalsagar Sales Agency Private Limited – 4,730,000 Laser Aluminium Company Limited – 1,000,000 Laser Cables Private Limited – 1,430,000 DRP Trading and Investments Private Limited – 1,000,000 Laser Electricals Industries Private Limited – 1,050,000	5	9,210,000	10	10	Cash	24,244,100
March 31, 2010	Further issue	**Name of the allottee** – **Number of equity shares allotted** Adishwar Trade Link Private Limited – 2,600,000 Welkon Goods Private Limited – 2,500,000 Laser Electrical Industries Private Limited – 500,000	3	5,600,000	10	10	Cash	29,844,100

Date of allotment/ (buy-back)	Nature of allotment/ buy-back	Name of the allottee(s)	Number of allottee(s)	Number of equity shares allotted/ (bought back)	Face value per equity share (₹)	Issue/ (buy-back) price per equity share (₹)	Nature of consideration	Cumulative number of equity shares
March 31, 2011	Further issue	**Name of the allottee – Number of equity shares allotted** Adishwar Trade Link Private Limited – 7,000 DRP Trading and Investments Private Limited – 160,000 Embassy Vyapaar Private Limited – 10,000 Regal Financial Advisory Private Limited – 99,000 Sigma Vyapaar Private Limited – 219,400	5	495,400	10	500	Cash	30,339,500
March 31, 2012	Further issue	**Name of the allottee – Number of equity shares allotted** Sanatan Vinimay Private Limited – 60,000 DRP Trading and Investments Private Limited – 43,000	2	103,000	10	500	Cash	30,442,500
March 25, 2020	Buy-back	**Name of the shareholder – Number of equity shares (bought back)** Laser Cables Private Limited – (4,290,000)	1	(4,290,000)	10	(13.50)	Cash	26,152,500
March 22, 2022[(4)]	Composite Scheme of Arrangement	**Name of the allottee – Number of equity shares allotted** Devendra Goel – 1,660,251	8	14,003,257	10	N.A.	Other than cash	18,268,357

<table>
<tr><th>Date of allotment/ (buy-back)</th><th>Nature of allotment/ buy-back</th><th>Name of the allottee(s)</th><th>Number of allottee(s)</th><th>Number of equity shares allotted/ (bought back)</th><th>Face value per equity share (₹)</th><th>Issue/ (buy-back) price per equity share (₹)</th><th>Nature of consideration</th><th>Cumulative number of equity shares</th></tr>
<tr><td></td><td></td><td><table><tr><td>Rashmi Goel</td><td>2,710,521</td></tr><tr><td>Purushottam Dass Goel</td><td>3,241,761</td></tr><tr><td>Deepak Goel</td><td>2,286,057</td></tr><tr><td>Rakhi Goel</td><td>2,222,417</td></tr><tr><td>Purushottam Dass Goel HUF</td><td>1,362,500</td></tr><tr><td>Devendra Goel HUF</td><td>328,750</td></tr><tr><td>Deepak Goel HUF</td><td>191,000</td></tr></table></td><td></td><td></td><td></td><td></td><td></td><td></td></tr>
<tr><td>October 10, 2022</td><td>Bonus issue as on the record date i.e. September 1, 2022 in the ratio of two equity shares for every three equity shares held</td><td><table><tr><th>Name of the allottee</th><th>Number of equity shares allotted</th></tr><tr><td>Jay Goel</td><td>3,109,041</td></tr><tr><td>Devendra Goel</td><td>4,052,439</td></tr><tr><td>Rashmi Goel</td><td>3,762,525</td></tr><tr><td>Purushottam Dass Goel HUF</td><td>908,333</td></tr><tr><td>Devendra Goel HUF</td><td>219,167</td></tr><tr><td>Deepak Goel HUF</td><td>127,333</td></tr><tr><td>Rohit Goel</td><td>67</td></tr></table></td><td>7</td><td>12,178,905</td><td>10</td><td>N.A.</td><td>N.A.</td><td>30,447,262</td></tr>
<tr><td colspan="9">Pursuant to a resolution passed by our Board and Shareholders on November 13, 2024 and November 14, 2024, respectively, our Company sub-divided the face value of its equity shares from ₹10 each to ₹5 each. Accordingly, the issued and paid-up equity share capital of our Company was sub-divided from 30,447,262 equity shares of ₹10 each to 60,894,524 Equity Shares of ₹5 each</td></tr>
<tr><td>November 29, 2024</td><td>Bonus issue as on the record date i.e. November 23, 2024 in the ratio of three Equity Shares for every one Equity Share held</td><td><table><tr><th>Name of the allottee</th><th>Number of equity shares allotted</th></tr><tr><td>Devendra Goel</td><td>89,753,886</td></tr><tr><td>Jay Goel</td><td>64,920,000</td></tr><tr><td>Rashmi Goel</td><td>27,408,672</td></tr></table></td><td>7</td><td>182,683,572</td><td>5</td><td>N.A.</td><td>N.A.</td><td>243,578,096</td></tr>
</table>

Date of allotment/ (buy-back)	Nature of allotment/ buy-back	Name of the allottee(s)	Number of allottee(s)	Number of equity shares allotted/ (bought back)	Face value per equity share (₹)	Issue/ (buy-back) price per equity share (₹)	Nature of consideration	Cumulative number of equity shares
		Purushottam Dass Goel 600,000						
		Rohit Goel 1,002						
		DVG Private Family Trust 6						
		Rashmi Goel Private Family Trust 6						

(1) *Our Company was incorporated on March 30, 2005 and the date of subscription to the Memorandum of Association was March 18, 2005.*

(2) *Consideration for such equity shares (issued pursuant to such conversion of preference shares) was paid at the time of issuance of such preference shares. For details, see "**- Notes to capital structure–- Preference share capital history of our Company**".*

(3) *Pursuant to an agreement dated October 18, 2007 between Malina Daw ("**Vendor**") and our Company ("**Purchaser**"), the Vendor sold her business of electrical contracting under the trade name of Esbee Electricals as a going concern together with its assets, properties, goodwill, criteria, all rights and benefits of the pending contracts, orders, securities along with the right to use its tradename, trademarks and all beneficial interest and goodwill of the business to our Company for a total consideration of ₹900,000 only. Our Company paid an amount of ₹25,000 at the time of the signing of the agreement and agreed to pay the balance amount of ₹875,000 via issuance of 100 equity shares of face value of ₹10 each of the Company amounting to ₹1,000 and the remaining in cash.*

(4) *Pursuant to an order dated November 8, 2021, the National Company of Law Tribunal, Kolkata Bench sanctioned the Composite Scheme of Arrangement, which was filed to simplify and streamline the shareholding structure of the group. The Composite Scheme of Arrangement envisaged (i) merger of the Transferor Companies with our Company with effect from April 1, 2019 ("**Merger**"); and (ii) demerger of the EPC and manufacturing division of our Company, operational in the states of Tamil Nadu and Assam, into Laser Power and Infra Private Limited ("**Resulting Company 1**") and demerger of the real estate division of our Company into Lumino Power Infrastructure Private Limited ("**Resulting Company 2**") with effect from April 1, 2019 ("**Demerger**"). Pursuant to the Merger, our Company, on a net basis, issued and allotted 14,003,257 fully paid-up equity shares of ₹10 each to the individual shareholders of the Transferor Companies and 11,458,000 preference shares to Resulting Company 1. Following the Demerger, the preference shares allotted to the Resulting Company 1 were cancelled. Further, 21,887,400 equity shares held by the Transferor Companies, on a net basis, in our Company were cancelled pursuant to the terms of the scheme. For further details, see "**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 289.*

Our Company is in compliance with the Companies Act, 1956 and Companies Act, 2013, to the extent applicable, with respect to issuance of Equity Shares from the date of incorporation of our Company till the date of filing of this Prospectus.

Secondary transaction

The following table sets forth the details of secondary transactions of equity shares of our Company:

Date of transfer	Name of transferor	Name of transferee	Nature of transaction	Number of equity shares transferred	Face value per equity share (₹)	Transfer price per equity share (₹)	Nature of consideration
September 14, 2009	Budapest Traders Private Limited	Deepak Goel	1,100 equity shares were transferred to Deepak Goel	1,100	10	10	Cash
September 14, 2009	Purushottam Dass Goel	Deepak Goel	318,400 equity shares were	318,400	10	Nil	N.A.

Date of transfer	Name of transferor	Name of transferee	Nature of transaction	Number of equity shares transferred	Face value per equity share (₹)	Transfer price per equity share (₹)	Nature of consideration
			transferred to Deepak Goel by way of gift				
September 14, 2009	Purushottam Dass Goel	Devendra Goel	475,500 equity shares were transferred to Devendra Goel by way of gift	475,500	10	Nil	N.A.
April 24, 2010	Budapest Traders Private Limited	Sigma Vyapaar Private Limited	348,900 equity shares were transferred to Sigma Vyapaar Private Limited	348,900	10	2	Cash
April 24, 2010	Crawford Marketing Private Limited	Sigma Vyapaar Private Limited	250,000 equity shares were transferred to Sigma Vyapaar Private Limited	250,000	10	2	Cash
April 24, 2010	Balkash Exim Private Limited	Sigma Vyapaar Private Limited	350,000 equity shares were transferred to Sigma Vyapaar Private Limited	350,000	10	2	Cash
April 24, 2010	Alps Sales Private Limited	Sigma Vyapaar Private Limited	350,000 equity shares were transferred to Sigma Vyapaar Private Limited	350,000	10	2	Cash
March 31, 2011	Laser Aluminium Company Limited	Laser Cables Private Limited	Merger of Laser Aluminium Company Limited with Laser Cables Private Limited	2,860,000	10	10	N.A.
March 31, 2013	Malina Daw	Jalsagar Sales Agency Private Limited	100 equity shares were transferred to Jalsagar Sales Agency Private Limited	100	10	35	Cash
August 6, 2019	Devendra Goel	Rashmi Goel	620,650 equity shares were	620,650	10	Nil	N.A.

Date of transfer	Name of transferor	Name of transferee	Nature of transaction	Number of equity shares transferred	Face value per equity share (₹)	Transfer price per equity share (₹)	Nature of consideration
			transferred by Devendra Goel by way of a gift				
September 4, 2019	Sangeeta Pramod Kumar Tekriwal	Purushottam Dass Goel	200 equity shares were transferred by Sangeeta Pramod Kumar Tekriwal by way of a gift	200	10	Nil	N.A.
September 4, 2019	Sangeeta Pramod Kumar Tekriwal	Rakhi Goel	200 equity shares were transferred by Sangeeta Pramod Kumar Tekriwal by way of a gift	200	10	Nil	N.A.
September 4, 2019	Sangeeta Pramod Kumar Tekriwal	Rashmi Goel	200 equity shares were transferred by Sangeeta Pramod Kumar Tekriwal by way of a gift	200	10	Nil	N.A.
September 12, 2019	Deepak Goel	Rakhi Goel	638,650 equity shares were transferred by Deepak Goel by way of a gift	638,650	10	Nil	N.A.
September 25, 2019	Shanti Devi Goel	Purushottam Dass Goel	Transmission of equity shares held by Shanti Devi Goel pursuant to her death	1,032,000	10	N.A.	N.A.
March 21, 2020	Deepak Goel	Devendra Goel	710,850 equity shares were transferred by Deepak Goel by way of a gift	710,850	10	Nil	N.A.
June 11, 2020	Rakhi Goel	Devendra Goel	710,850 equity shares were transferred by Rakhi Goel by way of a gift	710,850	10	Nil	N.A.
June 21, 2022	Rakhi Goel	Rashmi Goel	2,222,417 equity shares were transferred by Rakhi Goel by way of a gift	2,222,417	10	Nil	N.A.

Date of transfer	Name of transferor	Name of transferee	Nature of transaction	Number of equity shares transferred	Face value per equity share (₹)	Transfer price per equity share (₹)	Nature of consideration
June 21, 2022	Deepak Goel	Devendra Goel	2,286,057 equity shares were transferred by Deepak Goel by way of a gift	2,286,057	10	Nil	N.A.
June 22, 2022	Devendra Goel	Jay Goel	100 equity shares were transferred by Devendra Goel by way of a gift	100	10	Nil	N.A.
August 23, 2022	Purushottam Dass Goel	Jay Goel	4,663,461 equity shares were transferred by Purushottam Dass Goel by way of a gift	4,663,461	10	Nil	N.A.
August 24, 2022	Devendra Goel	Rohit Goel	100 equity shares were transferred by Devendra Goel by way of a gift	100	10	Nil	N.A.
July 27, 2023	Rashmi Goel	Devendra Goel	1,790,802 equity shares were transferred by Rashmi Goel by way of a gift	1,790,802	10	Nil	N.A.
July 27, 2023	Rashmi Goel	Jay Goel	3,047,398 equity shares were transferred by Rashmi Goel by way of a gift	3,047,398	10	Nil	N.A.
November 7, 2024	Devendra Goel HUF	Devendra Goel	Transfer pursuant to dissolution of Devendra Goel HUF	547,917	10	N.A.	N.A.
November 8, 2024	Deepak Goel HUF	Deepak Goel	Transfer pursuant to dissolution of Deepak Goel HUF	318,333	10	N.A.	N.A.
November 8, 2024	Purushottam Dass Goel HUF	Purushottam Dass Goel	Transfer pursuant to dissolution of Purushottam Dass Goel HUF	2,270,833	10	N.A.	N.A.
November 12, 2024	Deepak Goel	Devendra Goel	318,333 equity shares were	318,333	10	Nil	N.A.

Date of transfer	Name of transferor	Name of transferee	Nature of transaction	Number of equity shares transferred	Face value per equity share (₹)	Transfer price per equity share (₹)	Nature of consideration
			transferred by Deepak Goel by way of a gift				
November 13, 2024	Devendra Goel	DVG Private Family Trust	Equity share transferred to DVG Private Family Trust as nominee of Devendra Goel(2)	1	10	N.A.	N.A.
November 13, 2024	Rashmi Goel	Rashmi Goel Private Family Trust	Equity share transferred to Rashmi Goel Private as nominee of Rashmi Goel(3)	1	10	N.A.	N.A.
November 14, 2024	Purushottam Dass Goel	Devendra Goel	2,170,833 equity shares were transferred by Purushottam Dass Goel by way of a gift	2,170,833	10	Nil	N.A.
December 27, 2024	Devendra Goel	Devendra Goel Private Family Trust	80,000 equity shares were transferred by Devendra Goel in his capacity as a settlor to the trust	80,000	5	N.A.	N.A.
December 27, 2024	Devendra Goel	Jay Goel Private Family Trust	80,000 equity shares were transferred by Devendra Goel in his capacity as a settlor to the trust	80,000	5	N.A.	N.A.
December 27, 2024	Devendra Goel	Rohit Goel Private Family Trust	80,000 equity shares were transferred by Devendra Goel in his capacity as a settlor to the trust	80,000	5	N.A.	N.A.
December 27, 2024	Rashmi Goel	RAG Private Family Trust	14,000,000 equity shares were transferred by Rashmi Goel in her capacity as a settlor to the trust	14,000,000	5	N.A.	N.A.

Date of transfer	Name of transferor	Name of transferee	Nature of transaction	Number of equity shares transferred	Face value per equity share (₹)	Transfer price per equity share (₹)	Nature of consideration
December 27, 2024	DVG Private Family Trust	Rashmi Goel	8 Equity Shares were transferred to Rashmi Goel as a beneficiary to the trust	8	5	N.A.	N.A.
December 27, 2024	Rashmi Goel Private Family Trust	Devendra Goel	8 Equity Shares were transferred to Devendra Goel as a beneficiary to the trust	8	5	N.A.	N.A.

[1] Pursuant to an order dated February 22, 2011, the High Court of Calcutta sanctioned the scheme of amalgamation for amalgamation of Laser Aluminium Company Limited with Laser Cables Private Limited.
[2] On December 16, 2024, Devendra Goel transferred the beneficial interest in eight Equity Shares held by him to DVG Private Family Trust.
[3] On December 16, 2024, Rashmi Goel transferred the beneficial interest in eight Equity Shares held by her to Rashmi Goel Family Trust.

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

Our Company does not have any outstanding Preference Shares as on the date of the filing of this Prospectus. Set out below is the history of our preference share capital:

<table>
<tr><th>Date of allotment</th><th>Nature of allotment</th><th>Name of the allottee(s)</th><th>Number of allottee(s)</th><th>Number of preference shares allotted</th><th>Face value per preference share (₹)</th><th>Issue price per preference share (₹)</th><th>Nature of consideration</th></tr>
<tr><td>August 1, 2005</td><td>Further Issue</td><td>
<table>
<tr><th>Name of the allottees</th><th>Number of preference shares allotted</th></tr>
<tr><td>Pingle Commerce Private Limited</td><td>15,000</td></tr>
<tr><td>Hanuman Freight & Carriers Private Limited</td><td>5,000</td></tr>
<tr><td>Neelam Finvest Private Limited</td><td>5,000</td></tr>
<tr><td>Renovision Commerce Private Limited</td><td>10,000</td></tr>
<tr><td>Maheshwari Merchants Private Limited</td><td>5,000</td></tr>
<tr><td>Veena Credit & Holdings Private Limited</td><td>10,000</td></tr>
<tr><td>Perfect Commerce Private Limited</td><td>25,000</td></tr>
<tr><td>Regency Commercial Private Limited</td><td>5,000</td></tr>
</table>
</td><td>23</td><td>250,000</td><td>100</td><td>100</td><td>Cash</td></tr>
</table>

Date of allotment	Nature of allotment	Name of the allottee(s)		Number of allottee(s)	Number of preference shares allotted	Face value per preference share (₹)	Issue price per preference share (₹)	Nature of consideration
		Vasundhara Vinimay Private Limited	30,000					
		Divya Tie-Up Private Limited	15,000					
		Subtle Advisory Private Limited	10,000					
		Jinvani Trading & Investment Company Private Limited	10,000					
		BioSphere Vanijaya Private Limited	10,000					
		Ajinath Steels Private Limited	10,000					
		Wrinkle Marketing Private Limited	10,000					
		Paritosh Electricals Private Limited	10,000					
		A.K. Construction Private Limited	5,000					
		Rajshree Developer Entrepreneurs Private Limited	5,000					
		Vineet Private Limited	15,000					
		Daisy Abhra Private Limited	10,000					
		Budapest Traders Private Limited	10,000					
		Alps Sales Private Limited	10,000					
		Nandankanan Barter Private Limited	10,000					
April 30, 2007	Further Issue	**Name of the allottees**	**Number of preference shares allotted**	1	50,000	100	100	Cash
		Jalsagar Sales Agency Private Limited	50,000					
June 2, 2007		Conversion of 300,000 preference shares of face value of ₹100 each into 3,000,000 fully paid-up equity shares of ₹10 each of our Company						
March 22, 2022[(1)]	Preferential allotment of 1% optionally convertible redeemable preference shares pursuant to the	**Name of the allottees**	**Number of preference shares allotted**	1	11,458,000	10	N.A.	Other than cash
		Laser Power and Infra Private Limited	11,458,000					

Date of allotment	Nature of allotment	Name of the allottee(s)	Number of allottee(s)	Number of preference shares allotted	Face value per preference share (₹)	Issue price per preference share (₹)	Nature of consideration
	Composite scheme of Arrangement						
Pursuant to the Composite Scheme of Arrangement, the preference shares allotted were cancelled.							
Pursuant to a resolution passed by our Board and Shareholders on November 13, 2024 and November 14, 2024, respectively, our Company sub-divided the face value of its preference shares from ₹10 each to ₹5 each. Accordingly, the authorised preference share capital of our Company was sub-divided from 12,000,000 preference shares of ₹10 each to 24,000,000 preference shares of ₹5 each.							

(1) *Pursuant to an order dated November 8, 2021, the National Company of Law Tribunal, Kolkata Bench sanctioned the Composite Scheme of Arrangement, which was filed to simplify and streamline the shareholding structure of the group. The Composite Scheme of Arrangement envisaged (i) merger of the Transferor Companies with our Company with effect from April 1, 2019 ("**Merger**"); and (ii) demerger of the EPC and manufacturing division of our Company, operational in the states of Tamil Nadu and Assam, into Laser Power and Infra Private Limited ("**Resulting Company 1**") and demerger of the real estate division of our Company into Lumino Power Infrastructure Private Limited ("**Resulting Company 2**") with effect from April 1, 2019 ("**Demerger**"). Pursuant to the Merger, our Company, on a net basis, issued and allotted 14,003,257 fully paid-up equity shares of ₹10 each to the individual shareholders of the Transferor Companies and 11,458,000 preference shares to Resulting Company 1. Following the Demerger, the preference shares allotted to the Resulting Company 1 were cancelled. Further, 21,887,400 equity shares held by the Transferor Companies, on a net basis, in our Company were cancelled pursuant to the terms of the scheme. For further details, see "**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 289.*

Secondary transaction

The following table sets forth the details of secondary transactions of preference shares of our Company:

Date of transfer	Name of transferor	Name of transferee	Number of preference shares transferred	Face value per preference share (₹)	Transfer price per preference share (₹)	Nature of consideration
April 1, 2007	Pingle Commerce Private Limited	Purushottam Dass Goel	15,000	100	20	Cash
April 1, 2007	Hanuman Freight & Carriers Private Limited	Purushottam Dass Goel	5,000	100	20	Cash
April 1, 2007	Neelam Finvest Private Limited	Purushottam Dass Goel	5,000	100	20	Cash
April 1, 2007	Renovision Commerce Private Limited	Purushottam Dass Goel	10,000	100	20	Cash
April 1, 2007	Maheswari Merchant Private Limited	Purushottam Dass Goel	5,000	100	20	Cash
April 1, 2007	Veena Credit & Holdings Private Limited	Purushottam Dass Goel	10,000	100	20	Cash
April 1, 2007	Perfect Commerce Private Limited	Purushottam Dass Goel	25,000	100	20	Cash
April 1, 2007	Regency Commercial Private Limited	Purushottam Dass Goel	5,000	100	20	Cash
April 1, 2007	Vasundhara Vinimay Private Limited	Purushottam Dass Goel	30,000	100	20	Cash
April 1, 2007	Divya Tie-Up Private Limited	Devendra Goel	15,000	100	20	Cash

Date of transfer	Name of transferor	Name of transferee	Number of preference shares transferred	Face value per preference share (₹)	Transfer price per preference share (₹)	Nature of consideration
April 1, 2007	Subtle Advisory Private Limited	Devendra Goel	10,000	100	20	Cash
April 1, 2007	Jinvani Trading & Investment Company Private Limited	Devendra Goel	10,000	100	20	Cash
April 1, 2007	BioSphere Vanijaya Private Limited	Devendra Goel	10,000	100	20	Cash
April 1, 2007	Ajinath Steels Private Limited	Devendra Goel	10,000	100	20	Cash
April 1, 2007	Wrinkle Marketing Private Limited	Devendra Goel	10,000	100	20	Cash
April 1, 2007	Paritosh Electricals Private Limited	Devendra Goel	10,000	100	20	Cash
April 1, 2007	A K Construction Private Limited	Devendra Goel	5,000	100	20	Cash
April 1, 2007	Rajshree Developer Entrepreneurs Private Limited	Devendra Goel	5,000	100	20	Cash
April 1, 2007	Vineet Private Limited	Deepak Goel	15,000	100	20	Cash
April 1, 2007	Daisy Abhra Private Limited	Deepak Goel	10,000	100	20	Cash
April 1, 2007	Budapest Traders Private Limited	Shanti Devi Goel	10,000	100	20	Cash
April 1, 2007	Alps Sales Private Limited	Shanti Devi Goel	10,000	100	20	Cash
April 1, 2007	Nandankanan Barter Private Limited	Shanti Devi Goel	10,000	100	20	Cash

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

Except as set out below, our Company has not issued any equity shares for consideration other than cash or through bonus issue since its incorporation:

<table>
<tr><th>Date of allotment</th><th colspan="2">Names of allottees</th><th>Number of allottee(s)</th><th>Number of equity shares allotted</th><th>Face value per equity share (₹)</th><th>Issue price per equity share (₹)</th><th>Reason for the allotment</th><th>Benefits accrued to our Company</th></tr>
<tr><td rowspan="8">May 2, 2007</td><td>Name of the allottee</td><td>Number of equity shares allotted</td><td rowspan="8">9</td><td rowspan="8">964,000</td><td rowspan="8">10</td><td rowspan="8">N.A.</td><td rowspan="8">Bonus issue as on the record date i.e. April 30, 2007 in the ratio of one equity share for every five equity shares held</td><td rowspan="8">N.A.</td></tr>
<tr><td>Jalsagar Sales Agency Private Limited</td><td>600,000</td></tr>
<tr><td>DRP Trading and Investment Private Limited</td><td>70,000</td></tr>
<tr><td>Deepak Goel</td><td>130,000</td></tr>
<tr><td>Shanti Devi Goel</td><td>122,000</td></tr>
<tr><td>Purushottam Dass Goel</td><td>13,900</td></tr>
<tr><td>Rashmi Goel</td><td>15,000</td></tr>
<tr><td>Devendra Goel</td><td>1,000</td></tr>
</table>

Date of allotment	Names of allottees	Number of allottee(s)	Number of equity shares allotted	Face value per equity share (₹)	Issue price per equity share (₹)	Reason for the allotment	Benefits accrued to our Company
	Rakhi Goel: 12,000 Sangeeta Pramod Kumar Tekriwal: 100						
March 31, 2008[(1)]	**Name of the allottee** – **Number of equity shares allotted** Malina Daw: 100	1	100	10	10	Further issue	100 equity shares were allotted by our Company to Malina Daw to pay balance of ₹1,000 towards payment for purchase of the business of Malina Daw.
March 22, 2022[(2)]	**Name of the allottee** – **Number of equity shares allotted** Devendra Goel: 1,660,251 Rashmi Goel: 2,710,521 Purushottam Dass Goel: 3,241,761 Deepak Goel: 2,286,057 Rakhi Goel: 2,222,417 Purushottam Dass Goel HUF: 1,362,500 Devendra Goel HUF: 328,750 Deepak Goel HUF: 191,000	8	14,003,257	10	N.A.	Composite Scheme of Arrangement	14,003,257 equity shares were allotted by our Company to the individual shareholders of the Transferor Companies to cancel the cross shareholding of 21,887,400 equity shares in our Company. For further details, see "***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 289.
October 10, 2022	**Name of the allottee** – **Number of equity shares allotted** Jay Goel: 3,109,041 Devendra Goel: 4,052,439 Rashmi Goel: 3,762,525 Purushottam Dass Goel HUF: 908,333 Devendra Goel HUF: 219,167 Deepak Goel HUF: 127,333 Rohit Goel: 67	7	12,178,905	10	N.A.	Bonus issue as on the record date i.e. September 1, 2022 in the ratio of two equity shares for every three equity shares held	N.A.
November 29, 2024	**Name of the allottee** – **Number of equity shares allotted** Devendra Goel: 89,753,886 Rashmi Goel: 27,408,672	7	182,683,572	5	N.A.	Bonus issue as on the record date i.e. November 23, 2024 in the ratio of three equity shares for	N.A.

Date of allotment	Names of allottees		Number of allottee(s)	Number of equity shares allotted	Face value per equity share (₹)	Issue price per equity share (₹)	Reason for the allotment	Benefits accrued to our Company
	Jay Goel	64,920,000					every one equity share held	
	Purushottam Dass Goel	600,000						
	Rohit Goel	1,002						
	DVG Private Family Trust	6						
	Rashmi Goel Private Family Trust	6						

[(1)] *Pursuant to an agreement dated October 18, 2007 between Malina Daw ("**Vendor**") and our Company ("**Purchaser**"), the Vendor sold her business of electrical contracting under the trade name of Esbee Electricals as a going concern together with its assets, properties, goodwill, criteria, all rights and benefits of the pending contracts, orders, securities along with the right to use its tradename, trademarks and all beneficial interest and goodwill of the business to our Company for a total consideration of ₹900,000 only. Our Company paid an amount of ₹25,000 at the time of the signing of the agreement and agreed to pay the balance amount of ₹875,000 via issuance of 100 equity shares of face value of ₹10 each of the Company amounting to ₹1,000 and the remaining in cash.*

[(2)] *Pursuant to an order dated November 8, 2021, the National Company of Law Tribunal, Kolkata Bench sanctioned the Composite Scheme of Arrangement, which was filed to simplify and streamline the shareholding structure of the group. The Composite Scheme of Arrangement envisaged (i) merger of the Transferor Companies with our Company with effect from April 1, 2019 ("**Merger**"); and (ii) demerger of the EPC and manufacturing division of our Company, operational in the states of Tamil Nadu and Assam, into Laser Power and Infra Private Limited ("**Resulting Company 1**") and demerger of the real estate division of our Company into Lumino Power Infrastructure Private Limited ("**Resulting Company 2**") with effect from April 1, 2019 ("**Demerger**"). Pursuant to the Merger, our Company, on a net basis, issued and allotted 14,003,257 fully paid-up equity shares of ₹10 each to the individual shareholders of the Transferor Companies and 11,458,000 preference shares to Resulting Company 1. Following the Demerger, the preference shares allotted to the Resulting Company 1 were cancelled. Further, 21,887,400 equity shares held by the Transferor Companies, on a net basis, in our Company were cancelled pursuant to the terms of the scheme. For further details, see "**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 289.*

Except as set out below, our Company has not issued any preference shares for consideration other than cash or through bonus issue since its incorporation:

Date of allotment	Names of allottees	Number of allottee(s)	Number of preference shares allotted	Face value per preference share (₹)	Issue price per preference share (₹)	Reason for the allotment	Benefits accrued to our Company
March 22, 2022[(1)]	Laser Power and Infra Private Limited	1	11,458,000	10	N.A.	Composite Scheme of Arrangement	11,458,000 preference shares were allotted by our Company to Laser Power and Infra Private Limited to cancel the cross shareholding of 21,887,400 equity shares in our Company. For further details, see "***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 289.

[(1)] *Pursuant to an order dated November 8, 2021, the National Company of Law Tribunal, Kolkata Bench sanctioned the Composite Scheme of Arrangement, which was filed to simplify and streamline the shareholding structure of the group. The Composite Scheme of Arrangement envisaged (i) merger of the Transferor Companies with our Company with effect from April 1, 2019 ("**Merger**"); and (ii) demerger* *of the EPC and manufacturing division of our Company, operational in the states of Tamil Nadu and Assam, into Laser Power and Infra Private Limited ("**Resulting Company 1**") and demerger of the real estate division of our Company into Lumino Power Infrastructure Private Limited ("**Resulting Company 2**") with effect from April 1, 2019 ("**Demerger**"). Pursuant to the Merger, our Company, on a net basis, issued and allotted 14,003,257 fully paid-up equity shares of ₹10 each to the individual shareholders of the Transferor Companies and 11,458,000 preference shares to Resulting Company 1. Following the Demerger, the preference shares allotted to the Resulting Company 1 were cancelled. Further, 21,887,400 equity shares held by the Transferor Companies, on a net basis, in our Company were cancelled pursuant to the terms of the scheme. For further details, see "**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 289.*

4. **Issue of equity shares out of revaluation reserves**

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

5. **Allotment of shares pursuant to schemes of arrangement**

Except for the allotment of 14,003,257 equity shares of face value of ₹10 each, on net basis, and 11,458,000 preference shares of face value of ₹10 each, on March 22, 2022, pursuant to the Composite Scheme of Arrangement, our Company has not allotted any Equity Shares pursuant to any scheme of arrangement approved under sections 230-234 of the Companies Act, 2013 or Sections 391 to 394 of the Companies Act, 2013. For further details in relation to the Composite Scheme of Arrangement, see "***History and Certain Corporate Maters - Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years***" on page 289 and "***- Notes to capital structure – Equity share capital history of our Company***" on page 114.

Except as disclosed in "***- Notes to capital structure – Equity share capital history of our Company***" on page 114, our Company has not issued any Equity Shares in the last one year immediately preceding the date of this Prospectus.

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

As on the date of this Prospectus, our Company does not have an employee stock option scheme.

7. **History of the share capital held by our Promoters**

As on the date of this Prospectus, our Promoters hold, in the aggregate, 206,791,856 Equity Shares, which constitute 84.90% of the issued, subscribed and paid-up equity share capital of our Company. All the Equity Shares held by our Promoters are in dematerialised form.

a) ***Build-up of Promoters' shareholding in our Company***

Set forth below is the build-up of our Promoters' equity shareholding since the incorporation of our Company.

Date of allotment / transfer	Nature of transaction	Number of equity shares allotted/ transferred	Face value per equity share (₹)	Issue/ acquisition/ transfer per equity share (₹)	Nature of consideration	Percentage of pre-Offer equity share capital (%)	Percentage of the post-Offer equity share capital[(1)] (%)
Purushottam Dass Goel							
March 30, 2005	Initial subscription to the Memorandum of Association	5,000	10	10	Cash	Negligible	Negligible
August 1, 2005	Further issue	64,500	10	10	Cash	0.05	0.04
May 2, 2007	Bonus issue as on the record date i.e. April 30, 2007 in the ratio of one equity share for every five equity shares held	13,900	10	N.A.	N.A.	0.01	0.01
June 2, 2007	Allotment pursuant to conversion of preference shares into equity shares	1,100,000	10	N.A.	Cash[(2)]	0.90	0.72
September 14, 2009	475,500 equity shares were transferred to Devendra Goel and 318,400 equity shares were transferred to Deepak Goel by way of gift	(793,900)	10	Nil	N.A.	(0.65)	(0.52)
September 4, 2019	200 equity shares were transferred by Sangeeta Pramod Kumar Tekriwal by way of a gift	200	10	Nil	N.A.	Negligible	Negligible
September 25, 2019	Transmission of equity shares held by Shanti Devi Goel pursuant to her death	1,032,000	10	N.A.	N.A.	0.85	0.68
March 22, 2022[(3)]	Composite Scheme of Arrangement	3,241,761	10	N.A.	Other than cash	2.66	2.13

Date of allotment / transfer	Nature of transaction	Number of equity shares allotted/ transferred	Face value per equity share (₹)	Issue/ acquisition/ transfer per equity share (₹)	Nature of consideration	Percentage of pre-Offer equity share capital (%)	Percentage of the post-Offer equity share capital[(1)] (%)
August 23, 2022	4,663,461 equity shares were gifted to Jay Goel	(4,663,461)	10	Nil	N.A.	(3.83)	(3.06)
November 8, 2024	2,270,833 equity shares were transferred from Purushottam Dass Goel (HUF) pursuant to its dissolution	2,270,833	10	N.A.	N.A.	1.86	1.50
November 14, 2024	2,170,833 equity shares were gifted to Devendra Goel	(2,170,833)	10	Nil	N.A.	(1.78)	(1.43)
November 14, 2024	Pursuant to a resolution passed by our Board and Shareholders on November 13, 2024 and November 14, 2024, respectively, our Company sub-divided the face value of its equity shares from ₹10 each to ₹5 each. Accordingly, 100,000 paid-up equity shares of face value of ₹10 each held by Purushottam Dass Goel were sub-divided into 200,000 Equity Shares of face value of ₹5 each						
November 29, 2024	Bonus issue as on the record date i.e. November 23, 2024 in the ratio of three Equity Shares for every one Equity Share held	600,000	5	N.A.	N.A.	0.25	0.20
Total (A)		**800,000**				**0.33**	**0.26**
Devendra Goel							
March 30, 2005	Initial subscription to the Memorandum of Association	5,000	10	10	Cash	Negligible	Negligible
May 2, 2007	Bonus issue as on the record date i.e. April 30, 2007 in the ratio of one equity share for every five equity shares held	1,000	10	N.A.	N.A.	Negligible	Negligible
June 2, 2007	Allotment pursuant to conversion of preference shares	850,000	10	N.A.	Cash[(2)]	0.70	0.56
September 14, 2009	475,500 equity shares were gifted to Devendra Goel	475,500	10	Nil	N.A.	0.39	0.32
August 6, 2019	620,650 equity shares were gifted to Rashmi Goel	(620,650)	10	Nil	N.A.	(0.51)	(0.41)
March 21, 2020	710,850 equity shares were gifted by Deepak Goel	710,850	10	Nil	N.A.	0.58	0,47
June 11, 2020	710,850 equity shares were gifted by Rakhi Goel	710,850	10	Nil	N.A.	0.58	0.47
March 22, 2022[(3)]	Composite Scheme of Arrangement	1,660,251	10	N.A.	Other than cash	1.36	1.10
June 21, 2022	2,286,057 equity shares were gifted by Deepak Goel	2,286,057	10	Nil	N.A.	1.88	1.51
June 22, 2022	100 equity shares were gifted to Jay Goel	(100)	10	Nil	N.A.	Negligible	Negligible
August 24, 2022	100 equity shares were gifted to Rohit Goel	(100)	10	Nil	N.A.	Negligible	Negligible
October 10, 2022	Bonus issue as on the record date i.e. September 1, 2022 in the ratio of two equity shares for every three equity shares held	4,052,439	10	N.A.	N.A.	3.33	2.67
July 27, 2023	1,790,802 equity shares were gifted by Rashmi Goel	1,790,802	10	Nil	N.A.	1.47	1.18
November 7, 2024	547,917 equity shares were transferred from Devendra Goel (HUF) pursuant to its dissolution	547,917	10	N.A.	N.A.	0.45	0.36
November 12, 2024	318,333 equity shares were gifted by Deepak Goel	318,333	10	Nil	N.A.	0.26	0.21
November 13, 2024	1 equity share was transferred to DVG Private Family Trust as nominee of Devendra Goel[(4)]	(1)	10	N.A.	N.A.	Negligible	Negligible
November 14, 2024	2,170,833 equity shares were gifted by Purushottam Dass Goel	2,170,833	10	Nil	N.A.	1.78	1.43

Date of allotment / transfer	Nature of transaction	Number of equity shares allotted/ transferred	Face value per equity share (₹)	Issue/ acquisition/ transfer per equity share (₹)	Nature of consideration	Percentage of pre-Offer equity share capital (%)	Percentage of the post-Offer equity share capital[(1)] (%)
November 14, 2024	Pursuant to a resolution passed by our Board and Shareholders on November 13, 2024 and November 14, 2024, respectively, our Company sub-divided the face value of its equity shares from ₹10 each to ₹5 each. Accordingly, 14,958,981 paid-up equity shares of face value of ₹10 each held by Devendra Goel were sub-divided into 29,917,962 Equity Shares of face value of ₹5 each						
November 29, 2024	Bonus issue as on the record date i.e. November 23, 2024 in the ratio of three equity share for every one equity shares held	89,753,886	5	N.A.	N.A.	36.85	29.47
December 27, 2024	80,000 equity shares were transferred to Devendra Goel Private Family Trust in his capacity as a settlor to the trust	(80,000)	5	N.A.	N.A.	(0.03)	(0.03)
December 27, 2024	80,000 equity shares were transferred to Jay Goel Private Family Trust in his capacity as a settlor to the trust	(80,000)	5	N.A.	N.A.	(0.03)	(0.03)
December 27, 2024	80,000 equity shares were transferred to Rohit Goel Private Family Trust in his capacity as a settlor to the trust	(80,000)	5	N.A.	N.A.	(0.03)	(0.03)
December 27, 2024	8 equity shares were transferred from Rashmi Goel Private Family Trust as a beneficiary to the trust	8	5	N.A.	N.A.	Negligible	Negligible
Total (B)		**119,431,856**				**49.03**	**39.22**
Jay Goel							
June 22, 2022	100 equity shares were gifted by Devendra Goel	100	10	Nil	N.A.	0.00	0.00
August 23, 2022	4,663,461 equity shares were gifted by Purushottam Dass Goel	4,663,461	10	Nil	N.A.	3.83	3.06
October 10, 2022	Bonus issue as on the record date i.e. September 1, 2022 in the ratio of two equity shares for every three equity shares held	3,109,041	10	N.A.	N.A.	2.55	2.04
July 27, 2023	3,047,398 equity shares were gifted by Rashmi Goel	3,047,398	10	Nil	N.A.	2.50	2.00
November 14, 2024	Pursuant to a resolution passed by our Board and Shareholders on November 13, 2024 and November 14, 2024, respectively, our Company sub-divided the face value of its equity shares from ₹10 each to ₹5 each. Accordingly, 10,820,000 paid-up equity shares of face value of ₹10 each held by Jay Goel were sub-divided into 21,640,000 Equity Shares of face value of ₹5 each						
November 29, 2024	Bonus issue as on the record date i.e. November 23, 2024 in the ratio of three Equity Shares for every one Equity Share held	64,920,000	5	N.A.	N.A.	26.65	21.32
Total (C)		**86,560,000**				**35.54**	**28.43**
Grand Total (A+B+C)		**206,791,856**				**84.90**	**67.90**

(1) *Subject to finalisation of rejection of Bids and Basis of Allotment*

(2) *Consideration for such equity shares (issued pursuant to such conversion of preference shares) was paid at the time of issuance of such preference shares. For details, see "**- Notes to capital structure–-Preference share capital history of our Company**"*

(3) *Pursuant to an order dated November 8, 2021, the National Company of Law Tribunal, Kolkata Bench sanctioned the Composite Scheme of Arrangement, which was filed to simplify and streamline the shareholding structure of the group. The Composite Scheme of Arrangement envisaged (i) merger of the Transferor Companies with our Company with effect from April 1, 2019 ("**Merger**"); and (ii) demerger of the EPC and manufacturing division of our Company, operational in the states of Tamil Nadu and Assam, into Laser Power and Infra Private Limited ("**Resulting Company 1**") and demerger of the real estate division of our Company into Lumino Power Infrastructure Private Limited ("**Resulting Company 2**") with effect from April 1, 2019 ("**Demerger**"). Pursuant to the Merger, our Company, on a net basis, issued and allotted 14,003,257 fully paid-up equity shares of ₹10 each to the individual shareholders of the Transferor Companies and 11,458,000 preference shares to Resulting Company 1. Following the Demerger, the preference shares allotted to the Resulting Company 1 were cancelled. Further, 21,887,400 equity shares held by the Transferor Companies, on a net basis, in our Company were cancelled pursuant to the terms of the scheme. For further details, see "**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 289.

(4) *On December 16, 2024, Devendra Goel transferred the beneficial interest in eight Equity Shares held by him to DVG Private Family Trust.*

b) As on the date of this Prospectus, our Promoters have not been allotted any preference shares since the incorporation of our Company.

c) All the Equity Shares held by our Promoters were fully paid-up on the respective date of allotment/ acquisition of such Equity Shares.

d) As of the date of this Prospectus, none of the Equity Shares held by our Promoters are subject to pledge with any creditor or any other encumbrance.

8. **Shareholding of our Promoters, members of our Promoter Group and Promoter Selling Shareholders**

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

Name of Shareholder	Pre-Offer		Post-Offer	
	Number of Equity Shares of face value of ₹5 each	Percentage of pre-Offer equity share capital (%)	Number of Equity Shares of face value of ₹5 each	Percentage of post-Offer equity share capital (%)(1)
Promoters				
Devendra Goel(2)	119,431,856	49.03	101,139,174	33.21
Jay Goel(2)	86,560,000	35.54	80,462,440	26.42
Purushottam Dass Goel	800,000	0.33	800,000	0.26
Members of the Promoter Group				
Rashmi Goel	22,544,904	9.26	22,544,904	7.40
Rohit Goel	1,336	0.00	1,336	0.00
RAG Private Family Trust	14,000,000	5.75	14,000,000	4.60
Devendra Goel Private Family Trust	80,000	0.03	80,000	0.03
Jay Goel Private Family Trust	80,000	0.03	80,000	0.03
Rohit Goel Private Family Trust	80,000	0.03	80,000	0.03
Total	**243,578,096**	**100**	**21,91,87,854**	**71.97**

(1) *Subject to finalisation of rejection of Bids and Basis of Allotment.*
(2) *Also, a Promoter Selling Shareholder.*

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

The average cost of acquisition per Equity Share by our Promoters and the Selling Shareholders as on the date of this Prospectus is as follows:

Sr. No.	Name	Number of Equity Shares of face value of ₹5 each held	Average cost of acquisition per Equity Share (in ₹)(1)
Promoters			
1.	Purushottam Dass Goel	800,000	Nil
2.	Devendra Goel(2)	119,431,856	0.002
3.	Jay Goel(2)	86,560,000	Nil

(1) *As certified jointly by Singhi & Co., Chartered Accountants and SDP and Associates, Chartered Accountants, by way of their certificate dated August 31, 2026.*
(2) *Also, a Selling Shareholder.*

10. **Weighted average cost of acquisition at which the specified securities were acquired by our Promoters and the Selling Shareholders as on date of this Prospectus and within one year preceding the date of this Prospectus**

The weighted average price at which the equity shares were acquired by our Promoters and the Selling Shareholders as on the date of this Prospectus and within one year preceding the date of this Prospectus is as follows:

Name	Number of equity shares of face value of ₹5 held as on the date of this Prospectus	Weighted average price of equity shares of ₹5 each held as on the date of this Prospectus (in ₹)[1]	Number of equity shares of face value of ₹5 acquired in last one year	Weighted average price of equity shares face value of ₹5 each acquired in the last one year (in ₹)[1]
Promoters				
Purushottam Dass Goel	800,000	Nil	Nil	N.A.
Devendra Goel[2]	119,431,856	0.002	Nil	N.A.
Jay Goel[2]	86,560,000	Nil	Nil	N.A.

(1) As certified jointly by Singhi & Co., Chartered Accountants and SDP and Associates, Chartered Accountants, by way of their certificate dated August 31, 2026.

(2) Also, a Selling Shareholder.

11. **Weighted average cost of acquisition of all shares transacted in last one year, 18 months and three years preceding the date of this Prospectus**

Period	Weighted average cost of acquisition (in ₹)[1]	Cap Price is 'x' times the weighted average cost of acquisition	Range of acquisition price: lowest price – highest price (in ₹)[1]
Last one year	N.A.	N.A.	Nil
Last 18 months	N.A.	N.A.	Nil
Last three years	Nil	Nil	Nil

(1) As certified jointly by Singhi & Co., Chartered Accountants and SDP & Associates, Chartered Accountants, by way of their certificate dated August 31, 2026.

12. **Details of price at which equity shares were acquired by our Promoters, members of the Promoter Group, Selling Shareholders and Shareholders with right to nominate directors or other rights in the last three years preceding the date of this Prospectus**

There are no Shareholders with right to nominate directors or other rights in our Company. Set out below are details of the price at which equity shares were acquired by the Promoters, members of the Promoter Group, Selling Shareholders in the last three years preceding the date of this Prospectus:

Name of acquirer / shareholder	Nature of the transaction	Face value (in ₹)[1]	Date of acquisition	Number of equity shares acquired	Acquisition price per equity share (in ₹)[2]
Promoters					
Purushottam Dass Goel	2,270,833 equity shares were transferred from Purushottam Dass Goel (HUF) pursuant to its dissolution	10	November 8, 2024	2,270,833	N.A.
Purushottam Dass Goel	Bonus issue as on the record date i.e. November 23, 2024 in the ratio of three equity share for every one equity shares held	5	November 29, 2024	600,000	N.A.
Devendra Goel[3]	547,917 equity shares were transferred from Devendra Goel (HUF) pursuant to its dissolution	10	November 7, 2024	547,917	N.A.
Devendra Goel[3]	318,333 equity shares were gifted by Deepak Goel	10	November 12, 2024	318,333	Nil
Devendra Goel[3]	2,170,833 equity shares were gifted by Purushottam Dass Goel	10	November 14, 2024	2,170,833	Nil
Devendra Goel[3]	Bonus issue as on the record date i.e. November 23, 2024 in the ratio of three equity share for every one equity shares held	5	November 29, 2024	89,753,886	N.A.
Devendra Goel[3]	8 Equity Shares were transferred by Rashmi Goel Private Family Trust to Devendra Goel as a beneficiary to the trust	5	December 27, 2024	8	N.A.

Name of acquirer / shareholder	Nature of the transaction	Face value (in ₹)[1]	Date of acquisition	Number of equity shares acquired	Acquisition price per equity share (in ₹)[2]
Jay Goel[3]	Bonus issue as on the record date i.e. November 23, 2024 in the ratio of three equity share for every one equity shares held	5	November 29, 2024	64,920,000	N.A.
Promoter Group					
Rashmi Goel	Bonus issue as on the record date i.e. November 23, 2024 in the ratio of three Equity Shares for every one Equity Share held	5	November 29, 2024	27,408,672	N.A.
Rashmi Goel	8 Equity Shares were transferred from DVG Private Family Trust to Rashmi Goel as a beneficiary to the trust	5	December 27, 2024	8	N.A.
Deepak Goel	318,333 equity shares were transferred by Deepak Goel HUF pursuant to its dissolution	10	November 8, 2024	318,333	N.A.
Rohit Goel	Bonus issue as on the record date i.e. November 23, 2024 in the ratio of three Equity Shares for every one Equity Share held	5	November 29, 2024	1,002	N.A.
DVG Private Family Trust	1 equity share was transferred by Devendra Goel to DVG Private Family Trust as a nominee of Devendra Goel[5]	10	November 13, 2024	1	N.A.
DVG Private Family Trust	Bonus issue as on the record date i.e. November 23, 2024 in the ratio of three Equity Shares for every one Equity Share held	5	November 29, 2024	6	N.A.
Rashmi Goel Private Family Trust	1 equity share was transferred by Rashmi Goel to Rashmi Goel Private Family Trust as a nominee of Rashmi Goel[6]	10	November 13, 2024	1	N.A.
Rashmi Goel Private Family Trust	Bonus issue as on the record date i.e. November 23, 2024 in the ratio of three Equity Shares for every one Equity Share held	5	November 29, 2024	6	N.A.
Devendra Goel Private Family Trust	80,000 equity shares were transferred by Devendra Goel to Devendra Goel Private Family Trust in his capacity as a settlor to the trust	5	December 27, 2024	80,000	N.A.
RAG Private Family Trust	14,000,000 equity shares were transferred by Rashmi Goel to RAG Private Family Trust in her capacity as a settlor to the trust	5	December 27, 2024	14,000,000	N.A.
Jay Goel Private Family Trust	80,000 equity shares were transferred by Devendra Goel to Jay Goel Private Family Trust in his capacity as a settlor to the trust	5	December 27, 2024	80,000	N.A.
Rohit Goel Private Family Trust	80,000 equity shares were transferred by Devendra Goel to Rohit Goel Private Family Trust in his capacity as a settlor to the trust	5	December 27, 2024	80,000	N.A.

(1) *Pursuant to a resolution passed by our Board and Shareholders on November 13, 2024 and November 14, 2024, respectively, our Company sub-divided the face value of its equity shares from ₹10 each to ₹5 each. Accordingly, the issued and paid-up equity share capital of our Company was sub-divided from 30,447,262 equity shares of ₹10 each to 60,894,524 Equity Shares of ₹5 each.*

(2) *As certified jointly by Singhi & Co., Chartered Accountants and SDP and Associates, Chartered Accountants, by way of their certificate dated August 20, 2026.*

(3) *Also, a Selling Shareholder.*

(4) *On December 16, 2024, Devendra Goel transferred the beneficial interest in eight Equity Shares held by him to DVG Private Family Trust.*

(5) *On December 16, 2024, Rashmi Goel transferred the beneficial interest in eight Equity Shares held by her to Rashmi Goel Family Trust.*

13. **Details of minimum Promoters' Contribution locked in for 18 months**

Pursuant to Regulations 14 and 16 of the SEBI ICDR Regulations, an aggregate of 20% of the post-Offer Equity Share capital of our Company held by our Promoters is required to be considered as minimum promoters' contribution and locked-in for a period of 18 months or any other period as may be prescribed under applicable law, from the date of Allotment ("**Promoters' Contribution**").

The details of Equity Shares held by our Promoters, which will be locked-in for minimum Promoter's Contribution for a period of 18 months, from the date of Allotment are as provided below:

Name of the Promoter	Number of Equity Shares locked-in*	Date of allotment/ transfer of equity shares #	Face value per equity share (₹)	Issue / acquisition price per equity share (₹)	Nature of transaction	% of the pre-Offer paid-up Capital	% of the post-Offer paid-up Capital	Date up to which Equity Shares are subject to lock-in
Devendra Goel	11,536,132	November 29, 2024	5	N.A.	Bonus issue as on the record date i.e. November 23, 2024 in the ratio of three Equity Shares for every one Equity Share held	4.74	3.79	March 5, 2028
Jay Goel	50,000,000	November 29, 2024	5	N.A.	Bonus issue as on the record date i.e. November 23, 2024 in the ratio of three Equity Shares for every one Equity Share held	20.53	16.42	March 5, 2028
Total	**61,536,132**					**25.72**	**20.21**	

Equity Shares were fully paid up on the date of acquisition of such Equity Shares.

* *Subject to finalisation of rejection of Bids and Basis of Allotment.*

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

Our Promoter's shareholding in excess of 20% shall be locked in for a period of six months from the date of Allotment. As on the date of this Prospectus, our Promoters hold in the aggregate 206,791,856 Equity Shares of face value of ₹5 each, which constitutes 84.90% of the issued, subscribed and paid-up Equity Share capital of our Company.

The Equity Shares that are being locked-in are not and will not be ineligible for computation of Promoters' Contribution under Regulation 15 of the SEBI ICDR Regulations. In this connection, we confirm the following:

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

(ii) The Promoter's Contribution does not include any Equity Shares acquired during the one year preceding the date of the Red Herring Prospectus and this Prospectus, at a price lower than the price at which the Equity Shares are being offered to the public in the Offer;

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

(iv) The Equity Shares forming part of the Promoters' Contribution are not subject to any pledge with any creditor.

14. **Details of share capital locked-in for six months**

Pursuant to Regulation 17 of the SEBI ICDR Regulations, the entire pre-Offer Equity Share capital of our Company will be locked in for a period of six months from the date of Allotment, except for (a) the Equity Shares successfully transferred as a part of the Offer for Sale; and (b) Equity Shares held by a venture capital fund or alternative investment fund of category I or category II or foreign venture capital investor. As on the date of this Prospectus, our Company does not have Shareholders that are venture capital funds or alternative investment funds of category I or category II or a foreign venture capital investor.

As required under Regulation 20 of the SEBI ICDR Regulations, our Company shall ensure that the details of the Equity Shares locked-in are recorded by the relevant Depository.

Pursuant to Regulation 22 of the SEBI ICDR Regulations, (a) the Equity Shares held by our Promoters, which are locked-in may be transferred to another promoter and among the members of the Promoter Group or to any new promoters of our Company, and (b) the Equity Shares held by persons other than the Promoters and locked-in for a period of six months from the date of Allotment in the Offer may be transferred to any other person holding the Equity Shares which are locked-in, subject to continuation of the lock-in in the hands of transferees for the remaining period and compliance with the SEBI Takeover Regulations, as applicable; and

Pursuant to Regulation 21 of the SEBI ICDR Regulations, the locked-in Equity Shares held by our Promoters (as mentioned above) may be pledged as a collateral security for a loan granted by a scheduled commercial bank or a public financial institution or a systemically important non-banking finance company or a housing finance company, subject to the following:

a. If the Equity Shares are locked-in in terms of sub-regulation (a) of Regulation 16(1) of the SEBI ICDR Regulations, the loan has been granted for the purpose of financing one or more of the objects of the Fresh Issue and the pledge of Equity Shares is one of the terms of sanction of the loan;

b. If the Equity Shares are locked-in in terms of sub-regulation (b) of Regulation 16(1) of the SEBI ICDR Regulations and the pledge of Equity Shares is one of the terms of sanction of the loan.

Provided that such lock-in shall continue pursuant to the invocation of the pledge and such transferee shall not be eligible to transfer the Equity Shares till the lock-in period stipulated in the SEBI ICDR Regulations has expired.

15. **Lock-in of Equity Shares Allotted to Anchor Investors**

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

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

None of our Promoters, members of our Promoter Group, our Directors or their relatives have sold or purchased any Equity Shares of our Company during the six months preceding the date of this Prospectus.

17. ***Our shareholding pattern***

The shareholding pattern of our Company as on the date of this Prospectus is as set forth below:

Category (I)	Category of shareholder (II)	Number of shareholders (III)	Number of fully paid-up Equity Shares held (IV)	Number of partly paid-up Equity Shares held (V)	Number of shares underlying Depository Receipts (VI)	Total number of shares held (VII) =(IV)+(V)+(VI)	Shareholding as a % of total number of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of voting rights held in each class of securities (IX)				Number of Equity Shares underlying outstanding convertible securities (including Warrants, ESOPs) (X)	Total number of shares on fully diluted basis (including warrants, ESOP, convertible securities etc.) (XI)=(VII+X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XII)= (VII)+(X) As a % of (A+B+C2)	Number of locked in Equity Shares (XIII)		Number of Equity Shares pledged or otherwise encumbered (XIV)		Non-disposal undertaking (XV)		Other encumbrances, if any (XVI)		Total Number of Shares encumbered (XVII) = (XIV+XV+XVI)		Number of Equity Shares held in dematerialized form (XIII)
								Number 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)	
								Class eg: Equity Shares	Class eg: Others	Total															
(A)	Promoters and Promoter Group	9	243,578,096	-	-	243,578,096	100	243,578,096	-	243,578,096	100	-	243,578,096	100	-	-	-	-	-	-	-	-	-	-	243,578,096
(B)	Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C)	Non-Promoter Non-Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying depository receipts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by employee trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	**9**	**243,578,096**	**-**	**-**	**243,578,096**	**100**	**243,578,096**	**-**	**243,578,096**	**100**	**-**	**243,578,096**	**100**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**243,578,096**

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

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

Name	Number of Equity Shares of face value of ₹5 each	Percentage of pre-Offer share capital (%)
Devendra Goel	119,431,856	49.03
Jay Goel	86,560,000	35.54
Purushottam Dass Goel	800,000	0.33

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

(a) As on the date of this Prospectus, our Company has nine Shareholders.

(b) Set forth below are details of Shareholders holding 1% or more of the issued, subscribed and paid-up share capital of our Company as on the date of this Prospectus:

S. No.	Name of Shareholder	Number of Equity Shares of face value of ₹5 each	Percentage of pre-Offer share capital (%)
1.	Devendra Goel	119,431,856	49.03
2.	Jay Goel	86,560,000	35.54
3.	Rashmi Goel	22,544,904	9.26
4.	RAG Private Family Trust	14,000,000	5.75
	Total	**242,536,760**	**99.58**

Note: Based on the beneficiary position statement as on August 28, 2026.

(c) Set forth below are details of Shareholders holding 1% or more of the issued, subscribed and paid-up share capital of our Company as of 10 days prior to the date of this Prospectus:

S. No.	Name of Shareholder	Number of Equity Shares of face value of ₹5 each	Percentage of pre-Offer share capital (%)
1.	Devendra Goel	119,431,856	49.03
2.	Jay Goel	86,560,000	35.54
3.	Rashmi Goel	22,544,904	9.26
4.	RAG Private Family Trust	14,000,000	5.75
	Total	**242,536,760**	**99.58**

Note: Based on the beneficiary position statement as on August 21, 2026.

(d) Set forth below are details of Shareholders holding 1% or more of the issued, subscribed and paid-up share capital of our Company as of one year prior to the date of this Prospectus:

S. No.	Name of Shareholder	Number of Equity Shares of face value of ₹5 each	Percentage of pre-Offer share capital (%)
1.	Devendra Goel	119,431,856	49.03
2.	Jay Goel	86,560,000	35.54
3.	Rashmi Goel	22,544,904	9.26
4.	RAG Private Family Trust	14,000,000	5.75
	Total	**242,536,760**	**99.58**

Note: Based on the beneficiary position statement as on August 29, 2025.

(e) Set forth below are details of Shareholders holding 1% or more of the issued, subscribed and paid-up share capital of our Company as of two years prior to the date of this Prospectus:

S. No.	Name of Shareholder	Number of Equity Shares of face value of ₹10 each	Percentage of pre-Offer share capital (%)
1.	Devendra Goel	11,921,899	39.16
2.	Jay Goel	10,820,000	35.54
3.	Rashmi Goel	4,568,113	15.00
4.	Purushottam Dass Goel HUF	2,270,833	7.46
5.	Devendra Goel HUF	547,917	1.80
6.	Deepak Goel HUF	318,333	1.05
	Total	**30,447,095**	**100.00**

Note: Based on the beneficiary position statement as on August 30, 2024.

20. **Shareholding of our Promoters, members of our Promoter Group and additional top 10 Shareholders of our Company as at allotment**

    The aggregate Equity shareholding and percentage of the pre-Offer paid-up Equity Share capital and post-Offer Equity shareholding, of each of our Promoters, members of our Promoter Group and additional top 10 Shareholders of our Company is set forth below:

Name	Pre-Offer shareholding as on the date of this Prospectus		Post-Offer shareholding as at Allotment[(2)]			
			At the lower end of the price band (₹78.00)		At the upper end of the price band (₹82.00)	
	Number of Equity Shares of face value of ₹5 each	Percentage of pre-Offer Equity Share capital (%)	Number of Equity Shares of face value of ₹5 each	Percentage of Equity Share capital (%)	Number of Equity Shares of face value of ₹5 each	Percentage of Equity Share capital (%)
Promoters						
Purushottam Dass Goel	800,000	0.33	800,000	0.26	800,000	0.26
Devendra Goel[(1)]	119,431,856	49.03	100,201,087	32.57	101,139,174	33.21
Jay Goel[(1)]	86,560,000	35.54	80,149,744	26.05	80,462,440	26.42
Total (A)	**206,791,856**	**84.90**	**181,150,831**	58.88	182,401,614	59.89
Promoter Group (other than Promoters)						
Rashmi Goel	22,544,904	9.26	22,544,904	7.33	22,544,904	7.40
Rohit Goel	1,336	0.00	1,336	0.00	1,336	0.00
RAG Private Family Trust	14,000,000	5.75	14,000,000	4.55	14,000,000	4.60
Devendra Goel Private Family Trust	80,000	0.03	80,000	0.03	80,000	0.03
Jay Goel Private Family Trust	80,000	0.03	80,000	0.03	80,000	0.03
Rohit Goel Private Family Trust	80,000	0.03	80,000	0.03	80,000	0.03
Total (B)	**36,786,240**	**15.10**	**36,786,240**	**11.96**	**36,786,240**	**12.08**
Top 10 shareholders of our Company[(3)]						
-	-	-	-	-	-	-
Total (C)	-	-	-	-	-	-
Other public shareholder						
-	-	-	-	-	-	-
Total (D)	-	-	-	-	-	-
Total (A+B+C+D)	**243,578,096**	**100.00**	**307,680,659**	**-**	**304,553,705**	**-**

[(1)] *Also, a Promoter Selling Shareholder.*
[(2)] *Subject to finalization of rejection of Bids and the Basis of Allotment.*
[(3)] *The top 10 Shareholders of our Company other than our Promoters and Promoter Group.*

21. There have been no financing arrangements whereby members of our Promoter Group, our Directors or any of their relatives have financed the purchase by any other person of securities of our Company during the six months immediately preceding the date of filing of this Prospectus.

22. Our Company, our Directors and the BRLMs have not entered into any buy-back arrangement for purchase of the Equity Shares of our Company being offered through the Offer.

23. The Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of this Prospectus. The Equity Shares to be issued or transferred pursuant to the Offer were required to be fully paid-up at the time of Allotment.

24. As of the date of this Prospectus, none of the BRLMs are an associate (as defined in the SEBI Merchant Bankers Regulations) of our Company.

25. None of the BRLMs and their respective associates (as defined under the SEBI Merchant Bankers Regulations) hold any Equity Shares in our Company as on the date of this Prospectus. The Book Running Lead Managers and its associates 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 investment banking transactions with our Company for which they may in the future receive customary compensation.

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

27. No person connected with the Offer, including, but not limited to, our Company, our Promoters, members of our Promoter Group, the Selling Shareholders, the members of the Syndicate, 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. Except for the allotment of Equity Shares pursuant to the Fresh Issue, there will be no further issue of specified securities whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of filing of this Prospectus with SEBI until the Equity Shares have been listed on the Stock Exchanges or all application monies have been refunded, as the case may be.

29. Except for the allotment of Equity Shares pursuant to the Fresh Issue, there is no proposal or intention, negotiations and consideration by our Company to alter its capital structure by way of split or consolidation of the denominations of the Equity Shares or issue of Equity Shares or convertible securities on a preferential basis or issue of bonus or rights or further public offer of such securities, within a period of six months from the Bid/Offer Opening Date. However, if our Company enters into acquisitions, joint ventures or other arrangements, our Company may, subject to necessary approvals, consider raising additional capital to fund such activity or use Equity Shares as consideration for acquisitions or participation in such joint ventures or other arrangements.

30. The BRLMs, and any person related to the BRLMs or the Syndicate Members, could not apply in the Offer under the Anchor Investor Portion, except for Mutual Funds sponsored by entities which are associates of the BRLMs, or insurance companies promoted by entities which are associates of the BRLMs, or AIFs sponsored by entities which are associates of the BRLMs, or an FPI (other than individuals, corporate bodies and family offices) sponsored by entities which are associates of the BRLMs or pension funds sponsored by entities which are associates of the BRLMs.

31. As on the date of this Prospectus, our Company does not have an employee stock options scheme.

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

33. Our Company shall ensure that all transactions in Equity Shares by our Promoters and the members of our Promoter Group between the date of filing of this Prospectus and the date of closing of the Offer shall be reported to the Stock Exchanges within 24 hours of such transactions.

OBJECTS OF THE OFFER

The Offer comprises a Fresh Issue of 60,975,609 Equity Shares of face value of ₹5 each, aggregating to ₹5,000.00 million by our Company and an Offer for Sale of 24,390,242 Equity Shares of face value of ₹5 each aggregating to ₹2,000.00 million by the Selling Shareholders, subject to finalization of rejection of Bids and Basis of Allotment. For details, see "***The Offer***" on page 88.

Offer for Sale

Each of the Selling Shareholders will be entitled to their respective portion of the proceeds of the Offer for Sale in proportion of the Equity Shares offered by the respective Selling Shareholders after deducting their proportion of Offer expenses and relevant taxes thereon. Our Company will not receive any proceeds from the Offer for Sale and the proceeds received from the Offer for Sale will not form part of the Net Proceeds. The table below sets forth the details of Equity Shares offered by the Selling Shareholders:

S. No.	Name of the Selling Shareholder	Category	Number of Equity Shares held pre-Offer	Percentage of the pre-Offer paid-up Equity Share capital (%)	Number of Equity Shares offered/ Amount (in ₹ million)	Number of post-Offer Equity Shares held	Percentage of the post-Offer paid-up Equity Share capital# (%)
1.	Devendra Goel	Promoter Selling Shareholder	119,431,856	49.03	₹1,500.00	101,139,174	33.21
2.	Jay Goel	Promoter Selling Shareholder	86,560,000	35.54	₹500.00	80,462,440	26.42

\# *Subject to finalization of Basis of Allotment.*

For further details of the Offer for Sale, see "***Other Regulatory and Statutory Disclosures***" on page 446.

Objects of the Fresh Issue

Our Company proposes to utilize the Net Proceeds towards funding of the following objects (collectively, referred to as "**Objects**"):

a. Prepayment or re-payment, in full or in part, of certain outstanding borrowings availed by our Company;

b. Capital expenditure by our Company for purchase of equipment and machinery, civil works and interior development of an existing manufacturing facility; and

c. General corporate purposes.

In addition, our Company expects to receive the benefits of listing of the Equity Shares on the Stock Exchanges and enhancement of our Company's brand name amongst our existing and potential customers and creation of a public market for our Equity Shares in India.

The main objects clause and objects incidental and ancillary to the main objects clause as set out in the Memorandum of Association enables our Company to undertake our existing business activities and for which funds are proposed to be raised by our Company through the Fresh Issue.

Net Proceeds

After deducting the Offer related expenses from the gross proceeds of the Fresh Issue, we estimate the Net Proceeds to be ₹4,625.92 million. The details of the Net Proceeds of the Offer are summarized in the table below:

Sr. No.	Particulars	Estimated amount (₹ in million)[1]
1.	Gross proceeds from the Fresh Issue	5,000.00
2.	Less: Offer related expenses to be borne by our Company [2]	374.08
3.	Net proceeds from the Fresh Issue after deducting the Offer related expenses to be borne by our Company ("**Net Proceeds**")[1]	4,625.92

(1) *Subject to finalisation of Basis of Allotment.*
(2) *See "– **Offer related expenses**" on page 152.*

Proposed deployment of Net Proceeds

We propose to deploy the Net Proceeds towards the Objects in accordance with the estimated schedule of deployment of funds as follows:

(₹ in million)

Sr. No.	Particulars	Total estimated amount/ expenditure (A)	Total amount deployed towards the Objects as of July 31, 2026 (B)	Balance amount to be incurred (C=A-B)	Amount to be funded from the Net Proceeds	Estimated deployment of the Net Proceeds in Fiscals	
						2027	2028
1.	Prepayment or re-payment, in full or in part, of certain outstanding borrowings availed by our Company	3,370.00	Nil	3,370.00	3,370.00	3,370.00	-
2.	Capital expenditure by our Company for purchase of equipment and machinery, civil works and interior development of an existing manufacturing facility	150.13	Nil	150.13	150.13	74.83	75.30
3.	General corporate purposes(1)	1,105.79	Nil	Nil-	1,105.79	1,105.79	Nil
	Net Proceeds(1)	**4,625.92**	**Nil**	**3,520.13**	**4,625.92**	**4,550.62**	**75.30**

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

The fund requirement, the deployment of funds and the intended use of the Net Proceeds as described above are based on our current business plan, management estimates, market conditions and other external commercial and technical factors including interest rates, exchange rate fluctuations and other charges. However, such fund requirements and deployment of funds have not been appraised by any bank, or financial institution. We may have to revise our funding requirements and deployment schedule on account of variety of factors such as our financial and market condition, business and strategy, variation in cost estimates and other external factors such as changes in the business environment and interest or exchange rate fluctuations, which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of our management, subject to compliance with applicable laws. For further details, see "***Risk Factors – We will not receive any proceeds from the Offer for Sale portion and 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 Prospectus would be subject to certain compliance requirements, including prior shareholders' approval***" on page 38.

In the event that estimated utilization out of the Net Proceeds in a Fiscal is not completely met due to factors such as: (i) economic and business conditions; (ii) delay in procuring and operationalizing assets or necessary licenses and approvals; or (iii) any other commercial considerations, such unutilized portion of the Net Proceeds shall be utilized in the subsequent fiscals, 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.

In case of any surplus after utilization of the Net Proceeds towards the aforementioned capital expenditure requirements, we may use such surplus towards general corporate purposes, provided that the total amount to be utilized towards general corporate purposes does not exceed 25% of the Gross Proceeds from the Fresh Issue in accordance with applicable law. Further, in case of any variations in the actual utilisation of funds earmarked towards funding of our capital expenditure requirements as set forth above, then any increased fund requirements for a particular object may be financed by surplus funds (subject to utilisation towards general corporate purposes does not exceeding 25% of the Gross Proceeds from the Fresh Issue), if any, available in respect of the other objects for which funds are being raised in this Offer. In case of a shortfall in raising requisite capital from the Net Proceeds towards meeting the aforementioned Objects, we may explore a range of options including utilising our internal accruals and seeking additional debt from existing and future lenders.

Means of Finance

Our Company proposes to utilise the Net Proceeds from the Fresh Issue towards (i) prepayment or re-payment, in full or in part, of certain outstanding borrowings availed by our Company; (ii) capital expenditure by our Company for purchase of equipment and machinery, civil works and interior development of an existing manufacturing facility; and (iii) general corporate purposes. Accordingly, we confirm that Regulation 7(1)E read with paragraph 9C of the SEBI ICDR Regulations is not applicable and there is no requirement for us to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Offer.

Details of the Objects of the Fresh Issue

1. Prepayment or re-payment, in full or in part, of certain outstanding borrowings availed by our Company

Our Company has entered into various borrowing arrangements for borrowings in the form of working capital facilities, guaranteed emergency credit line, vehicle loans, letter of credit and bank guarantees, among others. As on July 31, 2026, the total sanctioned amount and the total outstanding borrowings of our Company was ₹21,586.79 million and ₹18,567.82 million, respectively. For details of these financing arrangements including indicative terms and conditions, see "***Financial Indebtedness***" on page 418.

Our Company intends to utilize an estimated amount of up to ₹3,370.00 million from the Net Proceeds towards prepayment or repayment of all, or a portion, of the principal amount on certain loans availed by our Company and the accrued interest thereon, the details of which are listed out in the table below. Pursuant to the terms of the borrowing arrangements, prepayment of certain indebtedness may attract prepayment charges as prescribed by the respective lender. Payment of such prepayment charges, as applicable, along with interest and other related costs, shall be made from the internal accruals of our Company.

Further, given the nature of the borrowings and the terms of repayment or prepayment, the aggregate outstanding amounts under the borrowings availed by our Company, may vary from time to time and our Company in accordance with the relevant repayment schedule, may repay/ prepay or refinance its existing borrowings from one or more financial institutions in the ordinary course of business, prior to filing of this Prospectus. Further, the amounts outstanding under the borrowings as well as the sanctioned limits are dependent on several factors and may vary with the business cycle of our Company with multiple intermediate repayments, drawdowns and enhancement of sanctioned limits. Additionally, owing to the nature of our business, our Company may avail additional facilities, repay certain instalments of our borrowings and / or draw down further funds under existing borrowing facilities, from time to time, after the filing of this Prospectus. In light of the above, the amount allocated for estimated schedule of deployment of Net Proceeds in a particular Fiscal may be utilized for repayment or prepayment of borrowings availed by our Company in the subsequent Fiscal, as may be deemed appropriate by our Board, subject to applicable law.

We believe that the repayment/ prepayment of the borrowings by our Company, will help reduce our overall outstanding indebtedness, debt servicing costs, assist us in maintaining a favourable debt-equity ratio and enable better utilisation of our internal accruals for further investment in business growth and expansion. In addition, we believe that the improved debt-equity ratio will enable us to raise further resources at competitive rates and additional funds/ capital in the future to fund potential business development opportunities and plans to grow and expand our business in the future.

The selection of borrowings proposed to be prepaid or repaid amongst our borrowing arrangements availed will be based on various factors, including (i) cost of the borrowing, including applicable interest rates, (ii) any conditions attached to the borrowings restricting our ability to prepay/ repay the borrowings and time taken to fulfil, or obtain waivers for fulfilment of such conditions, (iii) receipt of consents for prepayment from the respective lenders, (iv) terms and conditions of such consents and waivers, (v) levy of any prepayment penalties and the quantum thereof, (vi) provisions of any laws, rules and regulations governing such borrowings, and (vii) other commercial considerations including, among others, the amount of the loan outstanding and the remaining tenor of the loan. The amounts proposed to be prepaid and/ or repaid against the borrowing facility below is indicative and our Company may utilize the Net Proceeds to prepay and/ or repay the facilities disclosed below in accordance with commercial considerations, including amounts outstanding at the time of prepayment and / or repayment. For details in relation to key terms of our borrowings, see "***Financial Indebtedness***" on page 418.

The following table sets forth details of borrowing availed by our Company, which were outstanding as on July 31, 2026, which are proposed to be repaid or prepaid, all or in part, from the Net Proceeds:

Sr. No.	Name of the lender	Nature of borrowing	Date of initial and latest sanction letter/ loan agreement**	Voluntary prepayment penalty	Tenor	Repayment schedule	Rate of interest as on July 31, 2026 (% per annum)	Credit rating	Amount sanctioned as per sanction letter limit (₹ in million)	Amount disbursed as on July 31, 2026 (₹ in million	Total outstanding -principal amount as on July 31, 2026 (₹ in million	Purpose of loan
1.	IDFC First Bank Limited	ECLGS 2.0 extension	March 31, 2022	-	6 years	6 years with principal + moratorium of 2 years	9.25% p.a.	Crisil A/ Stable	140.00	121.80	58.40	Working capital requirement
2.	HDFC Bank Limited	Working capital loan	February 24, 2026 read with letters dated December 6, 2024 and December 24, 2024	-	Tenure for sanction is 1 year but term of loan is 120 days	120 days (interest to be paid monthly and on maturity)	7.8% linked to REPO	Crisil A/ Stable	1,000.00	1,000.00	1,000.00	Working capital requirement
3.	Union Bank of India***	Vendor finance with recourse (unsecured loan)	January 20, 2026 read with letter dated December 5, 2023	-	Tenure for sanction is 12 months but term of loan is 90 days	90 days (interest to be paid on maturity)	EBLR 1.60% (At present EBLR- 8.00%)	Crisil A1	1,000.00	1,000.00	620.60	Working capital requirement
4.	Bank of Baroda***	Vendor finance with recourse (unsecured loan)	February 24, 2026 read with letter dated November 25, 2024	-	Tenure for sanction is 12 months but term of loan is 90 days	90 days (interest to be paid on maturity)	3 months T Bill + 1.25%	Crisil A1	500.00	500.00	454.36	Working capital requirement
5.	HDFC Bank Limited	Overdraft against GSEC	April 20, 2025 read with letter dated November 29, 2024	-	It is valid till the validity of the pledged govt security	Interest to be paid monthly	8.30%	Crisil A/ Stable	250.00	250.00	150.00	Working capital requirement
6.	Yes Bank Limited	Overdraft against fixed deposit	April 16, 2026 read with letter dated November 22, 2023	-	12 months	Interest to be paid monthly	FD rate + 75% p.a.	Crisil A/ Stable	250.00	189.20	170.80	Working capital requirement
7.	State Bank of India***	Vendor finance	November 17, 2025	-	Tenure for sanction is 1 year but term of loan is 90 days	90 days (interest to be upfront and principal to be paid on due date)	91 days T Bill + 200 BPS	Crisil A1	1,200.00	1,200.00	969.60	Working capital requirement
Total									**4,340.00**	**4,261.00**	**3,423.76**	

**Facility provided by the bank for working capital purpose and vendor financing has a roll over facility which is valid upto the facility contract term.*
*** All initial sanction letters dates have been considered based on the available sanction letters and confirmations received from the respective banks.*
**** Please refer to Note 29 and 29.1 as per Restated Consolidated Financial Information.*
Note: In accordance with paragraph 9(A)(2)(b) of Part A of Schedule VI of the SEBI ICDR Regulations, Singhi & Co., Chartered Accountants and SDP and Associates, Chartered Accountants, our Joint Statutory Auditors, by way of their certificate dated August 20, 2026, have confirmed that our Company has utilized the loans for the purposes for which they were availed.

2. ***Capital expenditure by our Company for purchase of equipment and machinery, civil works and interior development of an existing manufacturing facility***

We are a product-driven integrated EPC player in India, with strong focus on manufacturing and supplying high-quality conductors, cables and wires and other specialised products and components to the growing power transmission and distribution industry in India. We intend to enhance our manufacturing capabilities at our Manufacturing Unit I, partially owned and partially leased instead of Manufacturing Unit II, which is on a compete leasehold basis, through purchase of equipment and machinery, civil works and interiors development. Our Manufacturing Unit I has adequate space to accommodate the proposed equipment and machinery, civil works and interior developments. For details, please see "***Our Business –Strategies – Expand our manufacturing capabilities and product development***" on page 258.

The following table sets forth our segment-wise production capacity and the capacity utilization for Fiscals 2026, 2025 and 2024:

Segment	Fiscal 2026			Fiscal 2025			Fiscal 2024		
	Installed capacity (units in MT)	**Actual production**	**Capacity utilisation (%)**	**Installed capacity (units in MT)**	**Actual production (units in MT)**	**Capacity utilisation (%)**	**Installed capacity (units in MT)**	**Actual production (units in MT)**	**Capacity utilisation (%)**
Cables and conductors (Unit I)	31,000	24,531	79.13	31,000	24,920	80.39	31,000	24,454	78.88
Cables and conductors (Unit II)	9,000	7,040	78.22	9,000	8,040	89.33	9,000	3,743	41.59
Total	**40,000**	**31,571**	**78.93**	**40,000**	**32,960**	**82.40**	**40,000**	**28,197**	**70.49**

Notes

(1) The information relating to the installed capacity as of the dates included above are based on various assumptions and estimates that have been taken into account for calculation of the installed capacity.

(2) Capacity is based on Aluminium consumption for cable and conductors.

(3) Capacity (in MT) = Capacity indicates the production capability for cables and conductors.

The table below sets forth the details of the current and enhanced capacity for our manufacturing units:

Manufacturing units	Current installed capacity (in MT)	Extension of the installed capacity (in MT)	Total enhanced capacity (in MT)
Manufacturing Unit I	31,000	10,980	41,980
Manufacturing Unit II	9,000	-	9,000
Total	**40,000**	**10,980**	**50,980**

On an ongoing basis, we invest in the procurement of equipment and machineries for our existing manufacturing units to enhance our production capacity. Our historical capital expenditure has been as follows:

(₹ in million)

S. No	Particulars of assets purchased	Fiscal 2026	Fiscal 2025	Fiscal 2024
1.	Freehold land	3.46	173.92	66.59
2.	Factory building	4.59	3.51	1.59
3.	Plant and equipment	175.83	119.75	173.35
4.	Furniture and fittings	8.67	2.57	4.56
5.	Vehicles	0.12	25.51	4.11
6.	Office equipment	5.09	2.43	4.83
7.	Computer and printer	6.81	3.16	6.11
	Total capital expenditure including purchase of land	**204.57**	**330.85**	**261.14**
	Total capital expenditure excluding purchase of land	**201.11**	**156.93**	**194.55**
	Capacity at the beginning of the period (MT)	40,000	40,000	35,000
	Capacity at the end of the period (MT)	40,000	40,000	40,000
	Capacity added (MT)	-	-	5,000

We have independently assessed our requirements without relying on any third party, basing our estimates on management's past experience in expanding our operations. The Board of Directors, through their resolution dated August 20, 2026, has taken on record the proposed capital expenditure and the associated costs. Following this investment, our production capacity is expected to increase from 40,000 MT to 50,980 MT.

On an ongoing basis, we invest in the procurement of equipment and machineries for our existing manufacturing facilities to enhance our production capacity from 40,000 MT to 50,980 MT leading to increase in output from Manufacturing Unit I. The increase in output due to the new equipment and machinery will also lead to a decrease in the manufacturing costs of our Company. Our Company has received quotations from suppliers for such purchase of equipment and machineries and our Company is yet to place any orders or enter into definitive agreements for purchase of such equipment and machineries. We estimate to incur a cost of ₹150.13 million towards the proposed capital expenditure at our Manufacturing Unit 1 over a period of two financial years, being, Fiscal 2027 and Fiscal 2028.

The break-down of such estimated costs are as set out in the table below. We are yet to place orders for purchase of any of the equipment and machinery or order for civil works, and the estimates have been arrived at based on quotations received from the suppliers, as described below:

Purchase of equipment and machinery

The table below sets forth the details of the equipment and machinery proposed to be purchased by our Company:

Sr. No.	Description of the equipment	Quantity	Total cost (₹ in million) (1)	Date of quotation	Name of vendor	Period of validity of quotation	Applicable GST rate	Whether the equipment / machinery purchase has been completed	Purpose of purchase	Estimated amount allocated for the purchase of equipment and civil works for:	
										Fiscal 2027	Fiscal 2028
1.	Rod break down machine	11	21.50	July 6, 2026	Jyoti Engineering Works	July 5, 2027	18%	No, order has not yet been placed	Used to reduce the diameter of metal rods, typically made of copper or aluminium, into finer wires. This process is crucial for producing electrical conductors	-	21.50
2.	Electrically heated bogie hearth ageing cum annealing furnace	1	19.20	July 3, 2026	JR Furnace and Ovens Private Limited	July 2, 2027	18%	No, order has not yet been placed	Industrial furnace used for heat treatment processes that ensures uniform temperature distribution and enhances machinability	-	19.20
3.	Stranding machine	1	29.00	July 6, 2026	Jyoti Engineering Works	July 5, 2027	18%	No, order has not yet been placed	Used to twist or strand multiple wires together to form a single	-	29.00

Sr. No.	Description of the equipment	Quantity	Total cost (₹ in million) (1)	Date of quotation	Name of vendor	Period of validity of quotation	Applicable GST rate	Whether the equipment / machinery purchase has been completed	Purpose of purchase	Estimated amount allocated for the purchase of equipment and civil works for:	
										Fiscal 2027	Fiscal 2028
									conductor or cable		
4.	Installation – erection and commissioning of machine	3	5.60	July 7, 2026	Tapticab Industries	July 30, 2027	18%	No, order has not yet been placed	NA	-	5.60
	Total		**75.30**							-	**75.30**

(1) *Total cost does not include GST, which will be borne by our Company from internal accruals.*

Civil works and interior development

The requirement for the Pre-engineered Building ("**PEB**") and Vacuum Dewatered Flooring ("**VDF**") with epoxy work is essential to support our expansion plans, enhance operational efficiency, and ensure compliance with industry standards. The PEB will facilitate increased manufacturing capacity and streamlined operations, while the VDF with epoxy coating will provide a durable, high-strength, and low-maintenance flooring solution, improving safety and productivity. The table below sets forth the details of the civil works and interior development proposed to be undertaken by our Company:

(₹ in million, unless otherwise stated)

Sr. No.	Particulars	Total cost	Applicable GST rate	Name of vendor	Date of quotation	Period of validity of quotation	Estimated amount allocated for the civil works for	
							Fiscal 2027	Fiscal 2028
1.	Pre-engineered building	24.70(1)	18%	TechniQA Total Structural Solution	July 2, 2026	July 1, 2027	24.70	-
2.	Vacuum tax dewatered floor ("**VDF**") work with epoxy	50.13(2)	18%	Future Construction	July 6, 2026	June 30, 2027	50.13	-
	- Levelling, dressing and rolling of existing ground							
	- Supplying and laying of concrete							
	- Supplying and binding of thermo mechanically treated bars							
	- VDF finish with sika hardner							
	- Epoxy paint							
	Total	**74.83**					**74.83**	-

(1) *The total cost for the pre-engineered building is including 18% GST since the input tax credit is not available to our Company as per the CGST Act.*

(2) *Total cost for VDF is including 18% GST since the input tax credit is not available to our Company as per the CGST Act.*

All quotations received from the above suppliers are valid as on the date of this Prospectus. However, there can be no assurance that the same vendors would be engaged to eventually supply equipment or machinery at the same costs. Some of the quotations mentioned above do not include cost of freight, insurance, octroi, entry tax, customs duty and other charges as these can be determined only at the time of placing of orders. Such additional costs shall be funded from the Net Proceeds proposed to be utilised towards the purchase of equipment and machinery and civil, interior works or through internal accruals, if required. As mentioned, we have not entered into any definitive agreements with any of the above suppliers which have provided quotations and there can be no assurance that the abovementioned suppliers would be engaged to eventually supply the equipment and machinery or undertake civil works or that the abovementioned equipment and machinery and civil works would be purchased/ undertaken at the specified costs.

The quantity of equipment and machinery to be purchased is based on the estimates of our Company's management and our business requirements. No second-hand or used equipment is proposed to be purchased out of the Net Proceeds. Each of the units mentioned above is proposed to be acquired in a ready-to-use condition. Our Promoters, Directors, Key Managerial Personnel and Senior Management do not have any interest in the proposed acquisition of the equipment or in the entity from whom we have obtained quotations in relation to such proposed acquisition of the equipment. Any equipment not purchased from the Net Proceeds shall be purchased from our internal accruals. Our Company shall have the flexibility to deploy such machinery at any of our existing and future plants, according to our business requirements based on the estimates of our Company's management.

3. General corporate purpose

The Net Proceeds will first be utilized towards the Objects, as set out above. Subject to this, our Company intends to deploy any balance Net Proceeds towards general corporate purposes as approved by our management, from time to time, subject to such utilization for general corporate purposes not exceeding 25% of the gross proceeds, in accordance with the SEBI ICDR Regulations. Our Board will have flexibility in utilizing the balance Net Proceeds towards general corporate purposes, including but not limited to maintenance of plant and machineries, strategic initiatives, partnership and joint ventures, acquiring fixed assets including furniture and fixtures, meeting any expense of our Company, including administration, insurance, marketing, repairs and maintenance, payment of taxes and duties, meeting expenses incurred in the ordinary course of business and towards any exigencies, and any other purpose, other than the Objects as specified above, as may be approved by our Board in accordance with applicable laws.

The allocation or quantum of utilization of funds towards the specific purposes described above will be determined by our Board, based on our business requirements and other relevant considerations, from time to time. Our management, in accordance with the policies of the Board, shall have the flexibility in utilizing surplus amounts, if any. In the event that we are unable to utilize the entire amount that we have currently estimated for use out of Net Proceeds in a Fiscal, we will utilize such unutilized amount in the next Fiscal.

In case of variations in the actual utilization of funds designated for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds or through our internal accruals, if any, which are not applied to the other purposes set out above.

Offer related expenses

The total expenses of the Offer are estimated to be approximately ₹522.74 million. The expenses of this Offer include, among others, listing fees, underwriting commission, selling commission and brokerage, fees payable to the BRLMs, fees payable to legal counsels, fees payable to the Registrar to the Offer, Bankers to the Offer, processing fee to the SCSBs for processing application forms, brokerage and selling commission payable to members of the Syndicate, Registered Brokers, RTAs and CDPs, printing and stationery expenses, advertising and marketing expenses and all other incidental and miscellaneous expenses for listing the Equity Shares on the Stock Exchanges.

Except for: (a) listing fees which will be borne by our Company; (b) audit fees of the Statutory Auditor and expenses for any corporate advertisements, i.e. any corporate advertisements consistent with past practices of our Company that will be borne by our Company; and (c) fees and expenses in relation to the legal counsels to the Selling Shareholders which shall be borne by the Selling Shareholders, all Offer expenses including all costs, charges, fees and expenses associated with and incurred with respect to the Offer, shall be shared among the Company and the Selling Shareholders, irrespective of our Company getting listed or not. Any Offer expenses paid by our Company on behalf of the Selling Shareholders in the first instance will be reimbursed to our Company, by the Selling Shareholders to the extent of its Offer related expenses. Further, the expenses related to the portion of the Offer for Sale shall be deducted from the proceeds of the Offer for Sale and only the balance amount shall be paid to the Selling Shareholders in the proportion to the Offered Shares sold by the Selling Shareholders. In the event of withdrawal or postponement of the Offer or if the Offer is not successful or consummated or is abandoned for any reason, irrespective of our Company getting listed or not, all costs and expenses (including all applicable taxes) with respect to the Offer shall be shared between our Company and Selling Shareholders, on a pro rata basis, in proportion and to the extent to the respective portion of the Offered Shares by the Selling Shareholders.

The estimated Offer expenses are as follows:

S. No	Activity	Estimated expenses*(₹ in million)	As a % of the total estimated Offer expenses	As a % of the total Offer size
1.	Fees and commissions payable to the BRLMs (including any underwriting commission, brokerage and selling commission)	248.47	47.53%	3.55%
2.	Advertising and marketing expenses	37.11	7.10%	0.53%
3.	Fees payable to the Registrar to the Offer	15.00	2.87%	0.21%
4.	Commission and processing fees for SCSBs and Bidding Charges for Members of the Syndicate, Registered Brokers, RTAs and CDPs	31.18	5.96%	0.45%
5.	Printing and distribution of issue stationery	6.24	1.19%	0.09%
6.	Listing fees, SEBI filing fees, book building software fees, NSDL and CDSL fee and other regulatory expenses	93.02	17.79%	1.33%
7.	Fees payable to the Statutory Auditor, industry service provider and RoC consultant	14.86	2.84%	0.21%
8.	Fees payable to the Intermediaries	13.34	2.55%	0.19%
9.	Fees payable to the legal counsels to the Offer	48.53	9.28%	0.69%
10.	Miscellaneous	15.00	2.87%	0.21%
	Total Estimated Offer Expenses	**522.74**	**100.00%**	**7.47%**

* *Offer expenses estimated include estimated goods and services tax, wherever applicable and the estimates may differ from actual expenses to be incurred subsequently.*

(1) *Selling commission payable to the SCSBs on the portion for Retail Individual Investors and Non-Institutional Investors, which are directly procured by them, would be as follows:*

*Portion for Retail Individual Investors**	*0.30% of the amount Allotted (plus applicable taxes)*
*Portion for Non-Institutional Investors**	*0.15% of the amount Allotted (plus applicable taxes)*
*Portion for Eligible Employees**	*0.15% of the amount Allotted (plus applicable taxes)*

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

(2) *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/uploading charges shall be payable by our Company or the Selling Shareholders to the SCSBs on the applications directly procured by them.

(3) *Processing fees payable to the SCSBs for capturing Syndicate Member/Sub-syndicate (Broker)/Sub-broker code on the ASBA Form for Non-Institutional Investors and Qualified Institutional Investors with bids above ₹500,000 would be ₹10 plus applicable taxes, per valid application subject to a maximum cap of ₹0.50 million.*

(4) *Uploading charges payable to the Registered Brokers on the portion for Retail Individual Investors, Eligible Employee 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 Retail Individual Investors**	*₹10 per valid Bid cum Application Forms* (plus applicable taxes)*
*Portion for Non-Institutional Investors**	*₹10 per valid Bid cum Application Forms* (plus applicable taxes)*
*Portion for Eligible Employees**	*₹10 per valid Bid cum Application Forms* (plus applicable taxes)*

** Based on valid Bid cum Application Forms*

(5) *Brokerage /Selling commission and processing/uploading charges on the portion for the UPI Bidders, Non-Institutional Investors and Eligible Employees which are procured by Syndicate Members (including their sub-Syndicate Members) Registered Brokers, RTAs, CDPs or for using 3-in-1 type accounts 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 Retail Individual Investors**	*0.30% of the Amount Allotted (plus applicable taxes)*
*Portion for Non-Institutional Investors**	*0.15% of the Amount Allotted (plus applicable taxes)*
*Portion for Eligible Employees**	*0.15% of the Amount Allotted (plus applicable taxes)*

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

(6) *The Selling commission payable to the Syndicate / sub-Syndicate Members (Retail Individual Investors up to ₹200,000), and Non-Institutional Investors (from ₹200,000 - ₹500,000) will be determined on the basis of the application form number / series, provided that the application is also bid by the respective Syndicate / sub-Syndicate Members. For clarification, if a Syndicate ASBA application on*

the application form number / series of a Syndicate / sub-Syndicate Members, is bid by an SCSB, the Selling Commission will be payable to the SCSB and not the Syndicate / sub-Syndicate Members.

(7) *Processing/uploading Charges payable to members of the Syndicate (including their sub-Syndicate Members), RTAs and CDPs on the applications made by Retail Individual Bidders and Eligible Employee Bidders using 3-in-1 accounts/Syndicate ASBA mechanism and Non-Institutional Bidders which are procured by them and submitted to SCSB for blocking or using 3-in-1 accounts/Syndicate ASBA mechanism, would be as follows: ₹10 plus applicable taxes, per valid application bid by the Syndicate (including their sub- Syndicate Members), RTAs and CDPs.*

The selling commission and bidding/processing/uploading 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.

Processing/Bidding/uploading charges payable on the application made using 3-in-1 accounts will be subject to a maximum cap of ₹2.50 million (plus applicable taxes), in case if the total processing fees exceeds ₹ ₹2.50 million (plus applicable taxes) then processing fees will be paid on pro-rata basis for portion of (i) Retail Individual Investor's (ii) Non-Institutional Investor's (iii) Eligible Employee, as applicable.

Uploading charges/ Processing fees for applications made by UPI Bidders (up to ₹ 200,000) and Non-Institutional Bidders (from ₹200,000 - ₹500,000) would be as under:

RTAs / CDPs/ Registered Brokers/Members of the Syndicate	*₹30 per valid Bid cum Application Form (plus applicable taxes) with a cap of maximum ₹5.00 million*
Sponsor Bank(s)	*HDFC Bank Limited - ₹Nil for applications made by UPI Bidders using the UPI Mechanism*. The Sponsor Banks shall be responsible for making payments to third parties such as the remitter bank, the NPCI and such other parties as required in connection with the performance of its duties under applicable SEBI circulars, agreements and other Applicable Laws.* *Axis Bank Limited - ₹Nil for 5.00 lakh applications made by UPI Bidders using the UPI Mechanism*. ₹6.50 (plus applicable taxes) per application above ₹5.00 lakh applications made by UPI Bidders using the UPI Mechanism.* *The Sponsor Banks shall be responsible for making payments to third parties such as the remitter bank, the NPCI and such other parties as required in connection with the performance of its duties under applicable SEBI circulars, agreements and other Applicable Laws.*

** Based on valid applications*
The total uploading charges / processing fees payable to members of the Syndicate, RTAs, CDPs, Registered Brokers will be subject to a maximum cap of ₹5.00 million (plus applicable taxes). In case the total uploading charges/processing fees payable exceed ₹5.00 million, then the amount payable to members of the Syndicate, RTAs, CDPs, Registered Brokers would be proportionately distributed based on the number of valid applications such that the total uploading charges / processing fees payable does not exceed ₹5.00 million.
All such commissions and processing fees set out above shall be paid as per the timelines in terms of the Syndicate Agreement and Cash Escrow and Sponsor Bank Agreement.
The Book Running Lead Managers shall ensure that the payment of processing fee or selling commission to the intermediaries shall be released only after ascertaining that there are no pending complaints pertaining to block or unblock of Bids by UPI Bidders, receiving the confirmation on completion of unblocks from Sponsor Banks or SCSBs and certification from RTA/ SCSBs.

Interim use of funds

Pending utilization for the purposes described above, we undertake to temporarily invest the funds from the Net Proceeds only with scheduled commercial banks included in the second schedule of the Reserve Bank of India Act, 1934. In accordance with Section 27 of the Companies Act 2013, our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any other listed company or for any investment in the equity markets. Furthermore, pending utilisation of the Net Proceeds, any funds raised through the Fresh Issue and held with Escrow Bank(s) until utilization shall remain free from any form of lien or encumbrance.

Bridge financing facilities

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

Monitoring of utilization of funds

In terms of Regulation 41 of the SEBI ICDR Regulations, prior to filing this Prospectus with RoC, our Company has appointed CRISIL Ratings Limited, as a Monitoring Agency to monitor the utilization of the Gross Proceeds as the proposed Offer (excluding the Offer for Sale by the Selling Shareholders) exceeds ₹1,000 million. Our Audit Committee and the Monitoring Agency will monitor the utilisation of the Gross Proceeds (including in relation to the utilisation of the Gross Proceeds towards general corporate purpose) and the Monitoring Agency shall submit the report required under Regulation 41(2) of the SEBI ICDR Regulations, on a quarterly basis, until such time as the Gross Proceeds have been utilised in full. Our Company undertakes to place the report(s) of the Monitoring Agency on receipt before the Audit Committee without any delay.

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

Pursuant to Regulation 32(3) and Part C of Schedule II, of the SEBI Listing Regulations, our Company shall, on a quarterly basis, disclose to the Audit Committee the uses and applications of the Gross Proceeds. The Audit Committee shall make recommendations to our Board for further action, if appropriate. On an annual basis, our Company shall prepare a statement of funds utilised for purposes other than those stated in this Prospectus and place it before the Audit Committee and make other disclosures as may be required until such time as the Gross Proceeds remain unutilised. Such disclosure shall be made only until such time that all the Gross Proceeds have been utilised in full. The statement shall be certified by the Statutory Auditor of our Company in accordance with Regulation 32(5) of SEBI Listing Regulations. In accordance with Regulation 32(1) of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement indicating (i) deviations, if any, in the actual utilisation of the proceeds of the Gross Proceeds from the Objects as stated above; and (ii) details of category wise variations in the actual utilisation of the Gross Proceeds from the Objects as stated above.

Variation in Objects of the Offer

In accordance with Sections 13(8) and 27 of the Companies Act 2013, our Company shall not vary the objects of the Fresh Issue unless our Company is authorized to do so by way of a special resolution of its Shareholders. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution ("**Notice**") shall specify the prescribed details and be published in accordance with the Companies Act 2013. The Notice shall simultaneously be published in the newspapers, one in English, one in Hindi and one in Bengali, the vernacular language of the jurisdiction where our Registered and Corporate Office is situated.

In accordance with the Companies Act, 2013, our Promoters 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 in accordance with such terms and conditions, including in respect of pricing of the Equity Shares, in accordance with our Articles of Association, the Companies Act, 2013 and the SEBI ICDR Regulations. For further details, see "***Risk Factors – We will not receive any proceeds from the Offer for Sale portion and 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 Prospectus would be subject to certain compliance requirements, including prior shareholders' approval***" on page 38.

Other Confirmations

Except to the extent of any proceeds received pursuant to the sale of Offered Shares proposed to be sold in the Offer by the Selling Shareholders, no part of the Net Proceeds will be paid to our Promoters, members of our Promoter Group, Directors, our Group Companies, our Key Managerial Personnel or Senior Management, except in the ordinary course of business.

Our Company has neither entered into nor has planned to enter into any arrangement/ agreements with our Promoters, members of our Promoter Group, Directors, Key Managerial Personnel, Senior Management or our Group Companies in relation to the utilization of the Net Proceeds. Further, there are no material existing or anticipated interest of such individuals and entities in the Objects of the Offer.

BASIS FOR OFFER PRICE

The Offer Price of ₹82.00 per Equity Share has been determined by our Company, in consultation with the BRLMs, and in accordance with applicable law, on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process and quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹5 each and the Floor Price is 15.60 times the face value at the lower end of the Price Band and the Cap Price is 16.40 times the face value at the higher end of the Price Band. Investors should also refer to the sections "***Risk Factors***", "***Our Business***", "***Restated Consolidated Financial Information***", and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" on pages 20, 246, 322 and 383, respectively, to have an informed view before making an investment decision.

I. Qualitative Factors

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

- A power EPC company with in-house manufacturing capabilities;
- Cost efficient business model with integrated business segments;
- Manufacturing facilities with diverse product offerings;
- Order book across various regions in India;
- Partnerships with global companies for advanced technology; and
- Promoters and management team, with operational and workforce oversight.

For further details, see "***Our Business – Strengths***" on page 250.

II. Quantitative Factors

Some of the information presented below relating to our Company is based on the Restated Consolidated Financial Information. For details, see "***Restated Consolidated Financial Information***" on page 322.

Pursuant to the Board resolution dated November 13, 2024, and the Shareholders' resolution dated November 14, 2024, the authorised share capital of our Company was sub-divided from 42,395,000 equity shares of face value of ₹10 each into 84,790,000 equity shares of ₹5 each. Accordingly, the issued, subscribed and paid-up equity share capital of our Company consisting of 30,447,262 equity shares of ₹10 each were sub-divided into 60,894,524 equity shares of ₹5 each.

Further, pursuant to the Board resolution dated November 23, 2024, and Shareholders' resolution dated November 25, 2024, our Company has issued and allotted Equity Shares through bonus issue in the ratio of three Equity Shares for every one Equity Share held. Sub-division of shares and bonus issue have been retrospectively considered for the computation of EPS in accordance with Ind AS 33 for all Fiscals presented.

Some of the quantitative factors which formed the basis for calculating the Offer Price are as follows:

1. Basic and diluted earnings per Equity Share ("EPS"), as adjusted for change in capital:

Financial Year ended	Basic EPS (₹)	Diluted EPS (₹)	Weight
March 31, 2026	6.57	6.57	3
March 31, 2025	5.11	5.11	2
March 31, 2024	3.56	3.56	1
Weighted Average	**5.58**	**5.58**	

Notes:

(1) *Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. (EPS x Weight) for each year/Total of weights.*

(2) *The face value of each Equity Share is ₹5.*

(3) *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.*

(4) *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.*

(5) *Weighted average number of Equity Shares is the number of Equity Shares outstanding at the beginning of the year adjusted by the number of Equity Shares issued during the year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the year.*
Earnings per Share calculations are in accordance with the notified Indian Accounting Standard 33 'Earnings per Share'.

2. Price/Earning ("P/E") ratio in relation to the Price Band of ₹78.00 to ₹82.00 per Equity Share:

Particulars	P/E at the Floor Price (no. of times)	P/E at the Cap Price (no. of times)
Based on basic EPS for Fiscal 2026	11.87	12.48
Based on diluted EPS for Fiscal 2026	11.87	12.48

3. Industry Peer Group P/E ratio

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

Particulars	Industry P/E ratio
Highest	108.66
Lowest	19.81
Average	48.55

Notes:
(1) *The industry high and low has been considered from the industry peer set provided later. The industry average has been calculated as the arithmetic average P/E of the industry peer set disclosed in this section.*
(2) *The industry P/E ratio mentioned above is for the financial year ended March 31, 2026. P / E Ratio has been computed based on the closing market price of equity shares on NSE on August 11, 2026 divided by the Diluted EPS for the year ended March 31, 2026.*
(3) *All the financial information for listed industry peers mentioned above is sourced from the audited financial statements of the relevant companies for Fiscal 2026, as available on the websites of the Stock Exchanges.*

4. Return on Net Worth ("RoNW")

Financial Year ended	RoNW (%)	Weight
March 31, 2026	24.62	3
March 31, 2025	24.52	2
March 31, 2024	21.52	1
Weighted Average	**24.07**	

Notes:
(1) *Weighted average = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. (RoNW x Weight) for each year/Total of weights.*
(2) *Return on Net Worth (%) = Profit for the year divided by average Tangible Net Worth.*

5. Net Asset Value per Equity Share ("NAV")^, as adjusted for change in capital

Period ended	Consolidated (₹)
As at March 31, 2026+	29.95
As at March 31, 2025+	23.41
As at March 31, 2024+	18.30
After the Offer	
- At the Floor Price	39.96
- At the Cap Price	40.37
- At Offer Price	40.37

\+ *As adjusted for bonus and split*
^ *Net Asset Value per equity share of face value of ₹5 each.*

Notes:
1. Net Asset Value per Equity Share = Tangible Net worth (Tangible Net Worth: total equity- intangible assets - intangible assets under development) as at the end of the financial year, as restated, divided by the number of Equity Shares outstanding at the end of the period/year as adjusted for bonus and split.
2. Computations are based on Floor Price i.e. ₹78.00, Cap Price i.e. ₹82.00 and Offer Price i.e. ₹82.00.

6. Comparison of Accounting Ratios with listed industry peers

Set forth below is a comparison of our accounting ratios with our listed peer company as identified in accordance with the SEBI ICDR Regulations:

Name of Company	Total income (₹ in million)	Face value (₹ per share)	Closing price on August 11, 2026 (in ₹)	EPS (₹) Diluted	NAV (per share) (₹)	P/E (Based on Diluted EPS)	RoNW (%)
Our Company	20,893.13	5.00	NA	6.57*	29.95*	NA	24.62%
Listed peers							
Apar Industries Limited	229,668.90	10.00	16,748.00	242.81	1,341.55	68.98	19.76%
Bajel Projects Limited	28,185.58	2.00	189.07	1.74	64.61	108.66	0.98%
Kalpataru Projects International Limited	272,479.30	2.00	1,347.70	60.90	438.28	22.13	15.80%
KEC International Limited	235,558.70	2.00	450.75	22.75	219.80	19.81	11.10%
KEI Industries Limited	119,063.18	2.00	5,645.00	96.02	697.07	58.79	14.76%
Universal Cables Limited	30,509.91	10.00	1,669.40	47.01	544.62	35.51	8.91%
Techno Electric & Engineering Company Limited	34,011.70	2.00	1,058.05	40.74	357.43	25.97	12.00%

* *As adjusted for bonus and split*

Notes:

(1) *All the financial information for listed industry peers mentioned above is on an audited consolidated basis and sourced from the audited financial statements of the relevant companies for Fiscal 2026, as available on the websites of the Stock Exchanges.*

(2) *Details for our Company have been sourced/ calculated from the Restated Consolidated Financial Information.*

(3) *Diluted EPS refers to the Diluted EPS sourced from the publicly available financial results of the listed industry peers for Fiscal 2026.*

(4) *P/E Ratio for the listed industry peers has been computed based on the closing market price of equity shares on NSE as on August 11, 2026, divided by the diluted EPS.*

(5) *Return on Net Worth = PAT (Profit / (loss) for the year from continuing operations) / Average of Tangible net worth (Tangible net worth: Total equity- intangible assets - Intangible Assets under Development).*

(6) *Net Asset Value (per share) is calculated as tangible net worth at the end of the period/ year divided by number of equity shares outstanding at the end of the period/ year.*

III. Key Performance Indicators ("KPIs")

The table below sets forth the details of the KPIs that our Company considers have a bearing for arriving at the basis for Offer Price. These KPIs have been used historically by our Company to understand and analyse the business performance, which in result, help us in analysing the growth of various verticals in comparison to our peers. The Bidders can refer to the below-mentioned KPIs, being a combination of financial and operational key financial and operational metrics, to make an assessment of our Company's performance in various business verticals and make an informed decision.

The management and the Audit Committee have confirmed that the KPIs disclosed below have been identified and disclosed in accordance with the SEBI ICDR Regulations and the SEBI ICDR Master Circular, in this Prospectus. Further, the KPIs disclosed below have been approved by a resolution of our Audit Committee dated August 20, 2026 and the management and the Audit Committee has confirmed that (a) there are no KPIs pertaining to our Company that have been disclosed to investors at any point of time during the three years period prior to the date of this Prospectus and (b) verified details of the aforementioned KPIs have been included in this section. All the KPIs that have been disclosed in this section have been subject to verification and certification by V Jalan & Co., Chartered Accountants, pursuant to its certificate dated August 20, 2026, which has been included as part of the "***Material Contracts and Documents for Inspections***" on page 520 and was accessible on the website of our Company at www.luminoindustries.com. For details of other business and operating metrics disclosed elsewhere in this Prospectus, see "***Our Business***" and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" beginning on pages 246 and 383, respectively.

Details of our KPIs for the Fiscals 2026, 2025 and 2024 are set out below:

(₹ in million, unless otherwise indicated)

Particulars	As at and for the year ended March 31, 2026	As at and for the year ended March 31, 2025	As at and for the year ended March 31, 2024
GAAP			
Revenue from Operations(1)	20,410.73	19,179.68	14,073.15
PAT(2)	1,599.99	1,245.86	866.07
Non-GAAP			

Particulars	As at and for the year ended March 31, 2026	As at and for the year ended March 31, 2025	As at and for the year ended March 31, 2024
Operating EBITDA(3)	2,389.47	2,229.37	1,450.92
Operating EBITDA Margin(4)	11.71%	11.62%	10.31%
PAT Margin(5)	7.66%	6.40%	6.08%
Tangible Net worth(6)	7,295.81	5,702.88	4,458.55
Return on Equity (%)(7)	24.62%	24.52%	21.52%
Return on Capital Employed (%)(8)	25.75%	31.89%	32.27%
Asset Turnover Ratio(9)	15.80	18.62	18.80
Total Debt(10)	3,841.61	4,188.28	409.05
Total Debt/ Equity(11)	0.53	0.73	0.09
Total Debt/ Operating EBITDA(12)	1.61	1.88	0.28
Closing Order Book(13)	31,498.78	24,362.69	19,405.66
- Manufacturing (products)	11,579.02	10,901.88	12,027.56
- EPC (services)	19,919.76	13,460.81	7,378.10
Capacity (in MT)(14)	40,000	40,000	40,000

Numbers taken from Restated Consolidated Financial Information

(1) *Revenue from Operations*
(2) *PAT = Restated profit for the period / year*
(3) *Operating EBITDA = Revenue from Operations – total expenses + finance costs + depreciation and amortization expenses*
(4) *Operating EBITDA Margin = Operating EBITDA / Revenue from Operations*
(5) *PAT Margin = PAT / total income*
(6) *Tangible Net Worth = total equity- intangible assets – intangible assets under development*
(7) *Return on Equity (ROE%) = PAT / average of Tangible Net Worth*
(8) *Return on Capital Employed (RoCE%) = Operating EBITDA + other income – depreciation and amortization cost / average of capital employed (capital employed = tangible net worth + total borrowings)*
(9) *Asset Turnover Ratio = Revenue from Operations / average gross block (gross block = gross value of property, plant and equipment + gross value of right-of-use)*
(10) *Total Debt = long term borrowings + short term borrowings*
(11) *Total Debt / Equity = Total Debt / Tangible Net Worth*
(12) *Total Debt / Operating EBITDA = Total Debt / Operating EBITDA*
(13) *Closing Order Book = The amount of order book is calculated as the total contract value (as per the terms of the contract / attendant documents / addendums) of all existing contracts, minus any revenue already recognised by our Company in relation to such existing contracts*
(14) *Capacity (in MT) = Capacity indicates the production capability for cables and conductors.*

Our Company confirms that it shall continue to disclose all the KPIs included hereinabove in this section on a periodic basis, at least once in a year (or for any lesser period as determined by the Board of our Company), for a duration of one year after the date of listing of the Equity Shares on the Stock Exchanges pursuant to the Offer, or until the utilization of Fresh Issue as disclosed in "***Objects of the Offer***" on page 144, or for such other period as may be required under the SEBI ICDR Regulations.

All such KPIs have been defined consistently and precisely in "***Definitions and Abbreviations – Key operating and financial information used in this Prospectus***" on page 14**.**

Explanation of the historic use of the Key Performance Indicators by our Company to analyse, track or monitor the operational and/or financial performance of our Company

In evaluating our business, we consider and use certain KPIs, as presented above, as a supplemental measure to review and assess our performance. The presentation of these KPIs is not intended to be considered in isolation or as a substitute for the Restated Consolidated Financial Information. These KPIs may not be defined under Ind AS and are not presented in accordance with Ind AS and hence, should not be considered in isolation or construed as an alternative to Ind AS measures of performance or as an indicator of our performance, liquidity, profitability or results of operations. These KPIs have limitations as analytical tools. Further, these KPIs may differ from the similar information used by other companies and hence their comparability may be limited. Therefore, these metrics should not be considered in isolation or construed as an alternative to Ind AS measures of performance or as an indicator of our operating performance, liquidity, profitability or results of operation. Although these KPIs are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that it provides an additional tool for investors to use in evaluating our ongoing operating results and trends.

Investors are encouraged to review the Ind AS financial measures and to not rely on any single financial or operational metric to evaluate our business. For further details please see "***Risk Factors – We have included certain Non-GAAP Measures, industry metrics and key performance indicators related to our operations and financial performance in this Prospectus that are subject to inherent measurement challenges. These Non-GAAP Measures, industry metrics and key performance indicators may not be comparable with***

financial, or industry-related statistical information of similar nomenclature computed and presented by other companies. Such supplemental financial and operational information is therefore of limited utility as an analytical tool for investors and there can be no assurance that there will not be any issues or such tools will be accurate going forward" on page 73.

The list of our KPIs along with brief explanation of the relevance of the KPI for our business operations are set forth below:

Term	Description
GAAP	
Revenue from Operations	Revenue from operations is used by our Company to track the revenue profile of the business and in turn helps assess the overall financial performance of our Company and size of the business
PAT	Profit after tax provides information regarding the overall profitability of the business
Non- GAAP	
Operating EBITDA	Operating EBITDA provides information regarding the operational efficiency of the business
Operating EBITDA Margin	Operating EBITDA margin is an indicator of the operational profitability and financial performance of the business
PAT Margin (%)	PAT margin is an indicator of the overall profitability and financial performance of the business
Tangible Net Worth	Tangible net worth is a fundamental financial metric that represents the difference between an entity's total equity and intangible assets
Return on Equity (%)	RoE provides how efficiently the company generates profits from shareholders' funds
Return on Capital Employed (%)	RoCE provides how efficiently the company generates earnings from the capital employed in the business
Asset Turnover Ratio	Asset turnover ratio means measures how efficiently a company uses its fixed assets to generate sales
Total Debt	Total debt is a financial ratio that calculates a company's total borrowings including long term as well as short term
Total Debt/ Equity	Total Debt to Equity is a financial ratio that compares a company's total debt to its tangible net worth. It measures the financial leverage and risk of a company
Total Debt/ Operating EBITDA	Total Debt / Operating EBITDA ratio measures a company's ability to pay off its debt using operating earnings before interest, taxes, depreciation, and amortization. A lower ratio indicates better financial health and lower leverage risk
Closing Order Book	Closing order book closing means the amount of Order Book is calculated as the total contract value (as per the terms of the contract / attendant documents / addendums) of all existing contracts, minus any revenue already recognized by the Company in relation to such existing contracts
Capacity (in MT)	Capacity (MT) indicates the production capability for cables and conductors

We have also described and defined the KPIs, as applicable, in "***Definitions and Abbreviations - Technical/ Industry related abbreviations***" on page 13.

IV. Comparison of Key Performance Indicators with listed industry peers

Set forth below is a comparison of our KPIs with our peer company listed in India:

a. For the Fiscal 2026:

(₹ in million, unless otherwise indicated)

Particulars	**Our Company**	**Apar Industries Limited**	**Bajel Projects Limited**	**JSK Industries Private Limited**	**Kalpataru Projects International Limited**	**KEC International Limited**	**KEI Industries Limited**	**Sterlite Electric Limited**	**Universal Cables Limited**	**Techno Electric & Engineering Company Limited**
GAAP										
Revenue from operations [1]	20,410.73	2,29,021.20	27,915.75	NA	271,430.60	235,055.40	117,477.65	NA	30,226.73	32,516.33
PAT [2]	1,599.99	9,769.30	69.03	NA	10,306.30	6,055.90	9,184.33	NA	1,631.09	4,738.65
Non-GAAP										
Operating EBITDA [3]	2,389.47	18,759.30	977.09	NA	22,399.00	16,585.70	12,290.44	NA	2,606.41	4,618.43
Operating EBITDA Margin [4]	11.71%	8.19%	3.50%	NA	8.25%	7.06%	10.46%	NA	8.62%	14.20%
PAT Margin [5]	7.66%	4.25%	0.24%	NA	3.78%	2.57%	7.71%	NA	5.35%	13.93%
Tangible Net worth [6]	7,295.81	53,887.80	7,475.64	NA	74,846.00	58,509.70	66,640.64	NA	18,895.89	41,568.77
Return on Equity (%) [7]	24.62%	19.76%	0.98%	NA	15.80%	11.10%	14.76%	NA	8.91%	12.00%
Return on Capital Employed (%) [8]	25.75%	31.78%	11.14%	NA	17.86%	15.33%	20.24%	NA	8.80%	14.85%
Asset turnover Ratio [9]	15.80	NA	9.00	NA	6.13	8.49	NA	NA	5.73	NA
Total debt [10]	3,841.61	8,405.10	3,499.61	NA	33,069.60	51,032.30	1,862.00	NA	11,756.49	724.93
Total debt/ Equity [11]	0.53	0.16	0.47	NA	0.44	0.87	0.03	NA	0.62	0.02
Total debt/ Operating EBITDA [12]	1.61	0.45	3.58	NA	1.48	3.08	0.15	NA	4.51	0.16
Closing order book	Total - 31,498.78 Manufacturing:	Conductors – 76,710.00 Cables – 18,000.00	34,420.00	14,373.00	654,570.00	362,670.00	35,850.00	80,000.00+	NA	109,510.00

Particulars	Our Company	Apar Industries Limited	Bajel Projects Limited	JSK Industries Private Limited	Kalpataru Projects International Limited	KEC International Limited	KEI Industries Limited	Sterlite Electric Limited	Universal Cables Limited	Techno Electric & Engineering Company Limited
	11,579.02 EPC: 19,919.76									
Total stated capacity	Cables and conductors: 40,000 MT	Production capacity of 7,50,000+ KL in India and 1,75,000+ KL in UAE*	Galvanizing capacity: 40,500 MT/year	Conductors multi-Strand (up to 61 strands): 48,000 KM Seven-Strand: 190,000 KM Wire Rods EC, Alloy and De-oxi Flipped Coils: 68,400 MT^^	Tower structure fabrication: 2,40,000 MTPA	Global consolidated Manufacturing capacity: 4,83,800 MTPA	Cables: 194,900 KM House and winding wires: 2,375,000 KM SS wire: 9,000 MT (9 million kg) ^	NA	NA	NA

NA – Not available
** As per investor presentation dated May 2026*
^ As per rating rational dated July 7, 2026
^^Data for JSK Industries Private Limited website accessed in July 2026.

b. For the Fiscal 2025:

(₹ in million, unless otherwise indicated)

Particulars	Our Company	Apar Industries Limited	Bajel Projects Limited*	JSK Industries Private Limited	Kalpataru Projects International Limited	KEC International Limited	KEI Industries Limited	Sterlite Electric limited	Universal Cables Limited	Techno Electric & Engineering Company Limited
GAAP										
Revenue from operations (1)	19,179.68	185,812.10	25,982.37	20,191.09	223,157.80	218,467.00	97,358.77	49,557.60	24,083.86	22,686.61
PAT (2)	1,245.86	8,213.00	154.64	914.21	5,672.70	5,707.40	6,964.14	1,830.30	893.85	4,229.45
Non-GAAP										
Operating EBITDA (3)	2,229.37	15,474.20	592.70	1,432.88	18,341.20	15,039.00	9,909.63	4,307.81	1,796.03	3,392.55
Operating EBITDA Margin (4)	11.62%	8.33%	2.28%	7.10%	8.22%	6.88%	10.18%	8.69%	7.46%	14.95%
PAT Margin (5)	6.40%	4.40%	0.59%	4.49%	2.53%	2.60%	7.10%	3.66%	3.68%	17.42%
Tangible Net worth (6)	5,702.88	44,990.00	6,662.73	5,253.90	55,602.90	50,644.00	57,846.95	14,001.26	17,709.34	37,396.46
Return on Equity (%) (7)	24.52%	19.62%	2.51%	19.05%	11.70%	12.87%	15.59%	13.56%	5.04%	14.33%
Return on Capital Employed (%) (8)	31.89%	32.76%	11.45%	29.03%	15.73%	17.01%	21.48%	21.88%	6.79%	16.53%
Asset turnover Ratio (9)	18.62	9.04	17.62	8.26	5.87	8.44	7.69	5.28	6.21	16.00
Total debt (10)	4,188.28	4,701.40	3,565.86	518.95	41,886.20	37,011.00	1,783.25	3,272.21	8,465.77	390.92
Total debt/ Equity (11)	0.73	0.10	0.54	0.10	0.75	0.73	0.03	0.23	0.48	0.01
Total debt/ Operating EBITDA (12)	1.88	0.30	6.02	0.36	2.28	2.46	0.18	0.76	4.71	0.12
Closing order book	Total: 24,362.69 Manufacturing: 10,901.88 EPC: 13,460.81	Conductors – 71,630.00 Cables – 16,900	29,840.00**	16,029.00^	644,950.00	333,980.00	34,829.00	74,490.00	EPC and cables: 17,920.00 ^^	92,189.70

Particulars	Our Company	Apar Industries Limited	Bajel Projects Limited*	JSK Industries Private Limited	Kalpataru Projects International Limited	KEC International Limited	KEI Industries Limited	Sterlite Electric limited	Universal Cables Limited	Techno Electric & Engineering Company Limited
Total stated capacity	Cables and Conductors: 40,000 MT	Transformer oils: 861,600 KL Conductors: 444,607 MT Cables: 880,176 KM(1)	NA	Conductors: Multi Strand (upto 61 strand): 48,000 KM, Seven Strand: 1,90,000 KM Wire rods: EC, Alloy and De-oxi Flipped Coils: 68,400 MT (2)	Tower Structure Fabrication: 2,40,000 MTPA	Global Consolidated manufacturing capacity: 4,68,200 MTPA	Cables: 194,900 KM House Wires/Winding wires: 2,375,000 KM Communication cable: 28,800 KM Stainless steel: 9,000 MT	Overhead Conductors: 117,196 MT/year Power Cables: 2,400 KM OPGW: 21,000 Km(3)	NA	NA

** For Bajel Projects Limited, Financials for FY23 are considered on a standalone basis, while for FY24 and FY25, the financials are considered on consolidated basis. This is because the company reported only standalone financials for FY23*
*** Excludes Supply order*
^ Order book value as on 28.1.2025 as per rating rationale dated March 2025
^^ Order book value as on 31.3.2025 as per rating rationale dated July 2025
(1) As per rating rationale dated August 2025
(2) As per JSK Industries website accessed in July 2025
(3) As per Sterlite Electric Limited DRHP dated September 2025
NA – Not available

c. For the year ended March 31, 2024:

(₹ in million, unless otherwise indicated)

Particulars	Our Company	Apar Industries Limited	Bajel Projects Limited*	JSK Industries Private Limited	Kalpataru Projects International Limited	KEC International Limited	KEI Industries Limited	Sterlite Electric Limited**	Universal Cables Limited	Techno Electric & Engineering Company Limited
GAAP										
Revenue from operations (1)	14,073.15	161,529.80	11,692.12	18,301.84	196,264.30	199,141.70	81,207.28	49,178.94	20,206.68	15,023.81
PAT (2)	866.07	8,251.10	42.87	396.49	5,159.00	3,467.80	5,807.33	2,301.27	1,082.25	2,684.55
Non-GAAP										
Operating EBITDA (3)	1,450.92	15,276.80	104.15	736.76	16,285.70	12,145.70	8,541.85	4,696.92	1,616.92	2,094.14
Operating EBITDA Margin (4)	10.31%	9.46%	0.89%	4.03%	8.30%	6.10%	10.52%	9.55%	8.00%	13.94%
PAT Margin (5)	6.08%	5.08%	0.36%	2.15%	2.62%	1.74%	7.12%	4.64%	5.29%	16.38%
Tangible Net worth (6)	4,458.55	38,736.30	5,661.72	4,341.62	41,390.30	38,038.90	31,467.27	12,990.23	17,748.04	21,632.31
Return on Equity (%) (7)	21.52%	27.01%	0.76%	9.57%	13.24%	9.53%	20.26%	16.64%	6.62%	13.12%
Return on Capital Employed (%) (8)	32.27%	43.79%	5.32%	19.33%	15.85%	15.17%	27.49%	11.31%	6.88%	16.50%
Asset turnover Ratio (9)	18.80	9.76	10.12	8.35	5.72	8.27	8.19	5.91	6.38	10.78
Total debt (10)	409.05	4,055.40	0.00	137.77	39,092.00	37,882.80	1,342.30	7,705.27	7,685.02	-
Total debt/ Equity (11)	0.09	0.10	0.00	0.03	0.94	1.00	0.04	0.59	0.43	-
Total debt/ Operating EBITDA (12)	0.28	0.27	0.00	0.19	2.40	3.12	0.16	1.64	4.75	-
Closing order book	Total: 19,405.66 Manufacturing: 12,027.56 EPC: 7,378.10	Conductors: 68,850.00 Cables: 14,360.00	35,980.00	17,774.00 ***	584,150.00	296,440.00	35,978.00	64,830.00	EPC and cables: 13,233.40 ^	37,718.70

Particulars	Our Company	Apar Industries Limited	Bajel Projects Limited*	JSK Industries Private Limited	Kalpataru Projects International Limited	KEC International Limited	KEI Industries Limited	Sterlite Electric Limited**	Universal Cables Limited	Techno Electric & Engineering Company Limited
Total stated capacity	Cables and Conductors: 40,000 MT	Conductors: 210,000 MT Cables: 6,81,780 KM Alloys / HEC / HTLS: 5,722 KM per month Polymers: 35,000MT per month	Galvanising: 60,000+ MTPA^^	Conductors: Multi Strand (upto 61 strand):48, 000 KM, Seven Strand: 1,90,000 KM Wire Rods: EC, Alloy and De-oxi Flipped Coils: 68,400 MT(1)	Tower Structure Fabrication: 2,40,000 MTPA	Global Consolidated manufacturing capacity: 4,32,200 MTPA	Cables: 141,400 KM House Wires/Winding wires: 1,818,400 KM Communication cable: 28,800 KM Stainless steel: 9,000 MT	Overhead Conductors: 98,146 MT/year Power Cables: 2,400 KM OPGW: 21,000 Km(2)	XLPE Insulated Medium Voltage Power cables of all types and voltage grades: ~6000 KM/ annum(3)	NA

** For Bajel Projects Limited, Financials for Fiscal 2023 are considered on a standalone basis, while for Fiscal 2024 and Fiscal 2025, the financials are considered on consolidated basis. This is because the company reported only standalone financials for Fiscal 2023*
*** The company demerged its infrastructure business ('Infra') into its subsidiary company, Sterlite Grid 5 Limited ('SGL5') in fiscal 2024 and released reclassified financials only for fiscals 2023 and 2024. So, the financials for fiscal 2022, would not be comparable to fiscals 2023 and 2024.*
**** Order book value as on 31.12.2023 as per rating rationale dated February 2024*
^ Order book as per ratings rationale dated July 2024
^^ Only the capacity details of galvanising was available in the annual report, the capacity details for manufacturing of lattice structures, steel tubular poles, lighting poles and masts were not available, hence has not been included in the table
(1) As per JSK Industries website accessed in October 2024
(2) As per Sterlite Electric Limited DRHP dated September 2025
(3) As per disclosure dated March 2024
NA – Not available

Note
(1) Revenue from operations is as per respective companies' annual report
(2) PAT = Profit / (Loss) for the year from continuing operations
(3) Operating EBITDA = Revenue from operations - Total expenses + Finance expenses + Depreciation and amortization expenses
(4) Operating EBITDA Margin = Operating EBITDA / Revenue from operations
(5) PAT Margin = PAT / Total Income

(6) Tangible Net worth = Total equity- Intangible assets – Intangible Assets under Development
(7) Return on Equity (ROE%) = PAT / Average of Tangible net worth
(8) Return on Capital Employed (RoCE%) = Operating EBITDA + Other Income - Depreciation and Amortization cost / Average of Capital Employed (Capital Employed = Tangible net worth + Total borrowings)
(9) Asset Turnover Ratio = Revenue from operations / Average Gross Block (Gross Block = Gross value of Property, Plant and Equipment + Gross value of Right-of-use)
(10) Total Debt = Long term Borrowings + Short term Borrowings
(11) Total Debt / Equity = Total Debt / Tangible Net worth
(12) Total Debt / Operating EBITDA = Total Debt / Operating EBITDA

Comparison of KPIs based on additions or dispositions to our business

Our Company has not made any material acquisitions or dispositions to its business during the Fiscal 2026, 2025 and 2024. For details regarding acquisitions and dispositions made our Company in the last 10 years, see "***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 289.

V. Weighted average cost of acquisition, Floor Price and Cap Price

1. 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, excluding the issuance of bonus shares, during the 18 months preceding the date of this Prospectus, where such issuance is equal to or more that 5% of the paid-up share capital of our Company (calculated based on the pre-Offer capital before such transaction(s)), in a single transaction or multiple transactions combined together over a span of rolling 30 days ("**Primary Issuance**").

2. The price per share of our Company based on secondary sale/ acquisitions of shares (equity / convertible securities)

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

Since there are no such transactions to report under 1 and 2 above, the following are the details of the price per share of our Company basis the last five primary or secondary transactions (secondary transactions where Promoters, members of the Promoter Group, Selling Shareholder, or Shareholder having the right to nominate Director on the Board, are a party to the transaction), not older than three years prior to the date of this Prospectus irrespective of the size of the transactions:

Primary transactions:

Except as disclosed below, there are no primary transactions where our Promoters, Promoter Group, Selling Shareholders, or shareholder having the right to nominate director on our Board are a party to the transaction, in the last three years preceding the date of this Prospectus irrespective of the size of the transaction.

<table>
<tr><th>Sr. No.</th><th colspan="2">Name of allottee</th><th>Date of allotment</th><th>Nature of allotment</th><th>Issue price per equity shares (in ₹)</th><th>Number of equity shares allotted</th></tr>
<tr><td rowspan="8">1.</td><td>Name of the allottee</td><td>Number of equity shares allotted</td><td rowspan="8">November 29, 2024</td><td rowspan="8">Bonus issue as on the record date i.e. November 23, 2024 in the ratio of three Equity Shares for every one Equity Share held</td><td rowspan="8">N.A.</td><td rowspan="8">182,683,572</td></tr>
<tr><td>Devendra Goel</td><td>89,753,886</td></tr>
<tr><td>Rashmi Goel</td><td>27,408,672</td></tr>
<tr><td>Jay Goel</td><td>64,920,000</td></tr>
<tr><td>Purushottam Dass Goel</td><td>600,000</td></tr>
<tr><td>Rohit Goel</td><td>1,002</td></tr>
<tr><td>DVG Private Family Trust</td><td>6</td></tr>
<tr><td>Rashmi Goel Private Family Trust</td><td>6</td></tr>
</table>

Secondary transactions:

Set forth below are details of the last five secondary transactions where our Promoters, Promoter Group, Selling Shareholders, or shareholder having the right to nominate director on our Board are a party to the transaction, in the last three years preceding the date of this Prospectus:

S. No.	Name of acquirer	Date of transaction	Nature of transaction	Acquisition price per equity share (in ₹)	Number of equity shares acquired
1.	Jay Goel Private Family Trust	December 27, 2024	Transfer from Devendra Goel in his capacity as a settlor to the trust	N.A.	80,000
2.	Rohit Goel Private Family Trust	December 27, 2024	Transfer from Devendra Goel in his capacity as a settlor to the trust	N.A.	80,000
3.	RAG Private Family Trust	December 27, 2024	Transfer from Rashmi Goel in her capacity as a settlor to the trust	N.A.	14,000,000
4.	Rashmi Goel	December 27, 2024	Transfer from DVG Private Family Trust to Rashmi Goel as a beneficiary to the trust	N.A.	8
5.	Devendra Goel	December 27, 2024	Transfer from Rashmi Goel Private Family Trust to Devendra Goel as a beneficiary to the trust	N.A.	8

VI. Weighted average cost of acquisition ("WACA"), floor price and cap price

Past transactions	Weighted average cost of acquisition per Equity Share (₹)#	Floor Price (₹)	Cap Price (₹)
Weighted average cost of acquisition of Primary Issuances in the last 18 months	N.A.	N.A	N.A
Weighted average cost of acquisition of Secondary Transactions in the last 18 months	N.A.	N.A	N.A
Since, there were no Primary (except from issue of bonus shares and sub-division of shares of face value of ₹10 to ₹5) or Secondary Transactions (as per the SEBI ICDR Regulations) during the 18 months preceding the date of filing of this Prospectus, the information has been disclosed for price per share of our Company based on the last five primary or secondary transactions (where Promoters, Promoter Group or the Selling Shareholders or shareholder(s) having the right to nominate directors on the Board), are a party to the transaction, not older than three years prior to the date of this Prospectus irrespective of the size of the transaction			
Weighted average cost of acquisition of based on primary issuance in the last three years	N.A.	N.A	N.A
Weighted average cost of acquisition of based on secondary transactions in the last three years	N.A.	N.A	N.A

As certified jointly by Singhi & Co., Chartered Accountants and SDP & Associates, Chartered Accountants, by way of their certificate dated August 31, 2026.

VII. The Offer Price is 16.40 times of the face value of the Equity Shares

The Offer Price of ₹82.00 has been determined by our Company, in consultation with the BRLMs, on the basis of the demand from investors for the Equity Shares through the Book Building Process. Our Company, in consultation with the BRLMs, are justified of the Offer Price in view of the above qualitative and quantitative parameters.

VIII. Detailed explanation for Offer Price/ Cap Price) along with our Company's KPIs and financial ratios for the Fiscals 2026, 2025 and 2024 and in view of the external factors which may have influenced the pricing of the Offer

a. We are a product-driven integrated EPC player in India, with strong focus on manufacturing and supplying conductors, power cables and electrical wires and other specialized products and components to the growing power transmission and distribution industry in India.

b. We operate two manufacturing facilities in Howrah with a combined capacity of 40,000 MT of aluminium consumption per annum and is expanding with a 250,000 sq. II. facility at Ranihati, Howrah for manufacturing cables and conductors.

c. We have entered into a strategic collaboration with CTC Global Corporation for the manufacture, sale and distribution of ACCC conductors, designed to provide higher current carrying capacity, lower line losses and reduced sag compared to conventional conductors.

d. As at March 31, 2026, our aggregate Order Book was ₹31,498. 78 million which consists of ₹11,579.02 million for our manufacturing business and ₹19,919.76 million for EPC business.

e. As of March 31, 2026, we have managed operations across 26 states and four union territories and 17 countries. Further, we have successfully executed approximately 80,000 km of distribution lines, 44 substations, and 41.03 MW of solar projects, reflecting company's ability to handle diverse and large-scale infrastructure projects with precision and efficiency.

f. We reported the highest RoE (24.62%) and the second-highest operating EBITDA margin (11.71%) among the peers considered in Fiscal 2026.

g. Our management team has collectively more than three decades of entrepreneurial and managerial experience in the power infrastructure industry, led by Purushottam Dass Goel, Promoter, Chairperson and Non-Executive Director; Devendra Goel, Promoter and Managing Director; and Jay Goel, Promoter and Whole-time Director.

Investors should read the above-mentioned information along with "***Risk Factors***", "***Our Business***", "***Restated Consolidated Financial Information***" and "***Management Discussion and Analysis of Financial Condition and Revenue from Operations***" beginning on pages 20, 246, 322 and 383, respectively, to have a more informed view.

The trading price of the Equity Shares could decline due to the factors mentioned in the section "***Risk Factors***" beginning on page 20 and any other factors that may arise in the future and you may lose all or part of your investment.

STATEMENT OF SPECIAL TAX BENEFITS

To,
The Board of Directors,
Lumino Industries Limited
Unit No- 12/4, Merlin Acropolis 1858/1
Rajdanga Main Road, Kolkata 700 107
West Bengal, India

Subject: Certificate on Special Tax Benefits

Dear Sir/ Madam,

We, Singhi & Co., Chartered Accountants (**FRN:** 302049E) and SDP & Associates, Chartered Accountants (**FRN:** 322176E), the present joint statutory auditors of the Company have been informed by the Company that it proposes to undertake the proposed Offer in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**") and the Companies Act, 2013, as amended ("**Companies Act**").

In connection with the Offer, we have been requested by the Company to certify statement of possible special tax benefits available to the Company and its shareholders (hereinafter referred to as the **"Statement"**) as per the provisions of the Indian Direct and Indirect Tax Laws including the Income Tax Act, 1961 and Income Tax, 2025 (read with Income Tax Rules, circulars, notifications) as amended by the Finance Act 2025 and 2026, the Central Goods and Services Tax Act, 2017/ the Integrated Goods and Services Act, 2017, the Union Territory Goods and Services Act, 2017, Respective State Goods and Services Act, 2017, each as amended (collectively, the **"GST law"**), the Customs Act, 1962, Customs Tariff Act, 1975 (**'Customs law'**) and the Foreign Trade (Development and Regulation) Act, 1992 (read with Foreign Trade Policy 2023) (collectively referred to as **'Indirect Tax law'**) read with Rules, Circulars, and Notifications (hereinafter referred to as the **'Indirect-tax Regulations'**).

Management's Responsibility

The preparation of the Statement **(as per Annexure I & II)** as of the date of our certificate which is to be included in the red herring prospectus, red herring prospectus and prospectus for the Offer is the responsibility of the management of the Company. The management's responsibility includes designing, implementing and maintaining internal control relevant to the preparation and presentation of the Statement, and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances. The management is also responsible for identifying and ensuring that the Company complies with the laws and regulations applicable to its activities.

Auditor's Responsibility

We conducted our examination in accordance with the "Guidance Note on Reports or Certificates for Special Purposes (Revised 2016)" ("**Guidance Note**") issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

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.

Conclusion

We hereby report that the enclosed Annexure I & II prepared by the Company, initialed by us and the Company for identification purpose, states the possible special tax benefits available to the Company and its shareholders, under direct and indirect taxes (together "**the Tax Laws**"), presently in force in India as on the signing date, which are defined in Annexure I & II. These possible special tax benefits are dependent on the Company and its shareholders fulfilling the conditions prescribed under the relevant provisions of the Tax Laws. Hence, the ability of the Company and its shareholders to derive these possible special tax benefits is dependent upon their fulfilling such conditions, which is based on business imperatives the Company may face in the future and accordingly, the Company and its shareholders may or may not choose to fulfill.

The benefits discussed in the enclosed Annexure I & II cover the possible special tax benefits available to the Company and its shareholders but does not cover any general tax benefits available to the Company and its shareholders. Further, the preparation of the enclosed Annexure I & II and its contents is the responsibility of the management of the Company and is not exhaustive. We were informed that the Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing Tax Laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering of equity shares of the Company comprising a fresh issue of the Equity Shares by the Company particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the possible special tax benefits, which an investor can avail. Neither we are suggesting nor advising the investors to invest money based on this Statement.

In our opinion, the Statement prepared by the Company presents, in all material respects, the possible special tax benefits available as on the date of signing of this certificate, to the Company and its shareholders, in accordance with the Indian Income Tax Regulations and other applicable laws. We do not express any opinion or provide any assurance as to whether:

i) the Company and its shareholders will continue to obtain these possible special tax benefits in future; or

ii) the conditions prescribed for availing the possible special tax benefits where applicable, have been/ would be met with.

The contents of enclosed Annexures are based on the information, explanation and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company.

Our views expressed herein are based on the facts and assumptions indicated to us. No assurance is given that the revenue authorities/ courts will concur with the views expressed herein. Our views are based on the existing provisions of the Tax Laws and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to the Company for any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to the Company and any other person in respect of this Statement, except as per applicable law.

We hereby consent to the extracts of this certificate being used in the Red Herring Prospectus ("**RHP**") and the Prospectus ("**Prospectus**") (Prospectus and together with RHP, the "**Offer Documents**"), to be filed with the Registrar of Companies, Kolkata-I at Kolkata, West Bengal ("**ROC**") and submitted to the SEBI, and the Stock Exchanges with respect to the Offer, and any other regulatory or governmental authorities, and in any other material used in connection with the Offer and on the websites of the Company and the BRLMs in connection with the Offer.

We confirm that we will immediately communicate any changes in writing in the above information to the Book Running Lead Managers until the date when the Equity Shares commence trading on the relevant stock exchanges. In the absence of any such communication from us, the Book Running Lead Managers and the legal advisors, each to the Company and the Book Running Lead Managers, can assume that there is no change to the above information until the Equity Shares commence trading on the relevant stock exchanges pursuant to the Offer.

We confirm that the information above is true and correct and there is no untrue statement or omission which would render the contents of this letter misleading in its form or context.

This certificate can be relied on by the Company, the BRLMs and the legal counsels to the Offer and to assist the BRLMs in conducting and documenting their investigation of the affairs of the Company in connection with the Offer.

Restriction on use and other clauses

This certificate is for information and for inclusion (in part or full) in the red herring prospectus ("**RHP**") and the prospectus ("**Prospectus**") which the Company intends to file with the Registrar of Companies, (Kolkata-I at Kolkata), West Bengal ("**RoC**") and thereafter file with the SEBI and the Stock Exchanges and in any other document in relation to the Offer (collectively, the "**Offer Documents**") or any other Offer related material, and may be relied upon by the Company, the BRLMs and the legal counsels to the Offer. We hereby consent to the submission of this certificate as may be necessary to the SEBI, the RoC, the Stock Exchanges and any other regulatory authority and/or for the records to be maintained by the BRLMs and in accordance with applicable law and is not to be used, referred to or distributed for any other purpose without our prior written consent. 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 certificate is shown or into whose hands it may come without our prior consent in writing. Any subsequent amendment / modification to provisions of the applicable laws may have an impact on the views contained in our statement. While reasonable care has been taken in the preparation of this certificate, we accept no responsibility for any errors or omissions therein or for any loss sustained by any person who relies on it.

We also consent to the inclusion of this certificate as a part of *"Material Contracts and Documents for Inspection"* in connection with this Offer, which will be available for public for inspection.

Yours faithfully,

For and on behalf of M/s Singhi & Co.
Chartered Accountants

Rahul Bothra
Partner
Membership No.: 067330
FRN: 302049E
UDIN: 26053816VRJDZZ8800
Place: Kolkata
Date: August 11, 2026

For and on behalf of SDP & Associates
Chartered Accountants

Pranita Dalmia
Partner
Membership No.: 062175
FRN: 322176E
UDIN: 26062175NLJUYY4010
Place: Kolkata
Date: August 11, 2026

Encl: Annexure I and Annexure II.

ANNEXURE I

STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS UNDER THE APPLICABLE LAWS IN INDIA – INCOME TAX ACT, 1961

Outlined below are the possible special tax benefits available to the Company and its shareholders under the direct tax currently in force in India. These tax benefits are dependent on the Company and its shareholders fulfilling the conditions prescribed under the relevant provisions of the Income Tax Act, 1961 and Income Tax Act 2025 ("Direct Tax Laws") respectively. Hence, the Company and its shareholders can derive the possible tax benefits upon fulfilling such conditions laid down in the taxation laws, which are based on business imperatives they face in the future, they may or may not choose to fulfil.

I. Possible Special tax benefits available to the Company under applicable direct taxation laws as per Income Tax Act 1961, as amended by Finance Act, 2025:

A. Special tax benefits available to the Company under the Income tax Act, 1961, as amended by Finance Act, 2025

The Statement of possible tax benefits enumerated below as per the Income Tax Act 1961 ("ITA") as amended, Income Tax Rules, 1962"), as amended by Finance Act, 2025 as applicable for financial year ('FY') 2025-26 relevant to assessment year ('AY') 2026-27. (hereinafter referred to as 'Income Tax Laws').

a. Lower corporate tax rate of Income Tax - Section 115BAA of the Act

Section 115BAA inserted w.e.f. 1 April 2020 (AY 2020-21), provides an option to a domestic company to pay corporate tax at a reduced rate of 22% (plus applicable surcharge and education cess) i.e. 25.168%. In case the Company opts for the concessional income tax rate as prescribed under Section 115BAA of the ITA, it will not be allowed to claim any of the following deductions/ exemptions:

i. Deduction under the provisions of section 10AA (deduction for units in Special Economic Zone)

ii. Deduction under clause (iia) of sub-section (1) of section 32 (Additional depreciation)

iii. Deduction under section 32AD or section 33AB or section 33ABA (Investment allowance in backward areas, manufacturing or cultivation of Tea, Coffee or rubber, site restoration fund)

iv. Deduction under sub-clause (ii) or sub-clause (iia) or sub-clause (iii) of sub-section (1) or sub-section (2AA) or sub-section (2AB) of section 35 (Expenditure on scientific research)

v. Deduction under section 35AD or section 35CCC (Deduction for specified business, agricultural extension project)

vi. Deduction under section 35CCD (Expenditure on skill development)

vii. Deduction under any provisions of Chapter VI-A other than the provisions of section 80JJAA or Section 80M

viii. Deduction under Section 80LA of the Act other than deduction applicable to a unit in the International Financial Services Centre, as referred to in sub-section (1A) of Section 80LA of the Act;

ix. No set off of any loss carried forward or depreciation from any earlier assessment year, if such loss or depreciation is attributable to any of the deductions referred from clause i) to vii) above

x. No set off of any loss or allowance for unabsorbed depreciation deemed so under section 72A, if such loss or depreciation is attributable to any of the deductions referred from clause i) to vii) above

Further, it was clarified by CBDT vide Circular No. 29/ 2019 dated 2 October 2019 that if the Company opts for concessional income tax rate under section 115BAA, the provisions of section 115JB regarding

Minimum Alternate Tax (MAT) are not applicable. Further, such Company will not be entitled to claim tax credit relating to MAT.

Note: The Company has opted the lower rate under section 115BAA of the IT Act in the FY 2019-20 relevant to the AY 2020-21 as mentioned in the Section 115BAA for which declaration (Form 10IC) has already been filed with the tax authorities.

b. Deductions in respect of employment of new employees – Section 80JJAA of the Act

As per section 80JJAA of the IT Act, where a company is subject to tax audit under section 44AB of the IT Act and derives income from business, it shall be allowed to claim a deduction of an amount equal to 30% of additional employee cost incurred in the course of such business in a previous year, for 3 consecutive assessment years including the assessment year relevant to the previous year in which such additional employment cost is incurred.

The eligibility to claim the deduction is subject to fulfilment of prescribed conditions specified in subsection.

Note: The company is presently not claiming deduction under section 80JJAA of the IT Act. However, this deduction could be claimed in the future subject to fulfilment of the conditions discussed above.

B. Special tax benefits available to the Shareholders of the Company

a. Dividend Income

Dividend income earned by the shareholders would be taxable in their hands at the applicable rates. However, in the case of domestic corporate shareholder, benefit of deduction under section 80M of the IT Act would be available on fulfilling the conditions.

In case of the shareholders who are individuals, Hindu Undivided Family, Association of person, Body of Individuals whether incorporated or not and every artificial juridical person, the surcharge would be restricted to 15% irrespective of the amount of dividend.

b. Tax on Capital Gains

As per section 112A of the IT Act, Long Term Capital Gains ('LTCG') arising from the transfer of equity shares on which Securities Transaction Tax ('STT') is paid at the time of acquisition and sale, shall be taxed at the rate of 12.5% (without indexation) (plus applicable surcharge and cess) of such capital gains. This is subject to fulfilment of prescribed additional conditions as per Notification No. 60/2018/F.No 370142/9/2017 dated 1 October 2018. It is worthwhile to note that tax u/s 112A of the IT Act shall only be levied where such aggregate capital gains exceed INR 1.25 lakhs in a year.

Further, the Finance Act 2022 restricts surcharge to 15% in respect of LTCG arising from any capital asset. As per section 111A of the IT Act, Short-Term Capital Gains ('STCG') arising from the transfer of equity shares on which STT has been paid at the time of sale shall be taxed at the rate of 20% (plus applicable surcharge and cess).

II. Possible special tax benefits available to the Company under the applicable direct taxation laws as per Income-tax Act, 2025, as amended by Finance Act, 2026:

A. Certain direct tax benefits available to the Company under the Income tax act, 2025, as amended by Finance Act, 2026

The statement of tax benefits outlined below is as per the Income-tax Act, 2025 read with Income Tax Rules, 2026, circulars, notifications, as amended from time to time ("Income Tax Law 2025") and applicable for Tax Year ('TY') 2026-27. These direct tax benefits are dependent on the Company fulfilling the conditions prescribed under the Income Tax Law 2025. Hence, the ability of the Company to derive the direct tax benefits is dependent upon fulfilling such conditions, which are based on business imperatives it faces in the future, it may or may not choose to fulfill.

a. Lower Corporate Tax Rate under Section 200 of the Income Tax Act

Pursuant to enactment of Income Tax Act, 2025 w.e.f. April 1, 2026, section 115BAA of earlier Income Tax Act, 1961 has been replaced by Section 200 under Income Tax Act, 2025. Section 200 grants an option to a domestic company to be governed by the section from a particular tax year. If a company opts for Section 200 of the Act, it can pay corporate tax at a reduced rate of 25.168% (22% plus surcharge of 10% and education cess of 4%) provided the company does not avail any specified exemptions/ incentives/ deductions or set-off of losses/ unabsorbed depreciation etc., claims depreciation in the prescribed manner and complies with the other conditions specified in Section 205 of the Act, 2025.

Section 200 of the Act further provides that domestic companies availing the option will not be required to pay Minimum Alternate Tax ("MAT") on their 'book profits' under Section 206 of the Act.

Also, if a company opts for Section 200, it will not be subject to MAT under Section 206. No new MAT credit will accrue thereafter. However, MAT credit accumulated up to 31 March 2026 may be set off in accordance with the provisions of Section 206, as amended. Further, the company shall not be entitled to claim set-off of any brought forward loss or unabsorbed depreciation attributable to additional depreciation or other specified incentives.

The Company has decided to opt for the lower corporate tax rate of 25.168% with effect from AY 2020-2021. From AY 2020-2021 to AY 2026-27, the Company has followed Section 115BAA of the Income Tax Act, 1961, and from Tax Year 2026-27 onwards, the Company shall follow Section 200 of the Income Tax Act, 2025.

b. Deduction from Gross Total Income of the Company in respect of employment of new employees under Section 146 of the Income Tax Act, 2025:

Pursuant to enactment of Income Tax Act, 2025 w.e.f. April 1, 2026, section 80JJAA of earlier Income Tax Act, 1961 has been replaced by Section 146 under Income Tax Act, 2025. Subject to the fulfilment of conditions specified under section 146 of the Income Tax Act, 2025 w.e.f. April 1, 2026, the Company is entitled to claim deduction of an amount equal to thirty per cent of additional employee cost (relating to specified category of employees) incurred in the course of business in the previous year, for consequently three assessment years including the assessment year relevant to the previous year in which such employment is provided under section under section 146. The company is presently not claiming deduction under section 146 of the IT Act. However, this deduction could be claimed in the future subject to fulfilment of the conditions discussed above.

B. Special tax benefits available to the Shareholders

a. Section 196 of the Income Tax Act, 2025 provides for taxation of short-term capital gains:

Pursuant to enactment of Income Tax Act, 2025 w.e.f. April 1, 2026, section 111A of earlier Income Tax Act, 1961 has been replaced by Section 196 under Income Tax Act, 2025. As per Section 196 of the Act, 2025, short term capital gains arising from the transfer of an equity share in a company transacted through a recognized stock exchange and chargeable to Securities Transaction Tax ('STT') shall be taxed at 20% (plus applicable surcharge and cess) (provided the short-term capital gains exceed the basic threshold limit of exemption, where applicable) subject to fulfilment of prescribed conditions under the Act, 2025.
Section 2(101) of the Act, 2025, provides that securities listed in a recognized stock exchange in India that are held for not more than 12 months immediately preceding the date of its transfer, shall constitute short-term capital assets.

b. Section 197 of the Income Tax Act, 2025 provides for taxation of long-term capital gains:

Pursuant to the enactment of the Income Tax Act, 2025 (effective April 1, 2026), Section 112 of the erstwhile Income Tax Act, 1961 has been replaced by Section 197. Under these codified provisions, maintaining the rate structure originally introduced effective July 23, 2024, the amount of income-tax on long-term capital gains arising from the transfer of a capital asset by a domestic company or resident shall be computed at the rate of 12.5% (plus applicable surcharge and cess).

c. **Section 198 of the Income Tax Act, 2025 provides for taxation of long-term capital gains:** Pursuant to the enactment of the Income-tax Act, 2025 with effect from April 1, 2026, Section 112A of the Income-tax Act, 1961 has been replaced by Section 198 of the Income-tax Act, 2025. As per Section 198 of the Act, 2025, long-term capital gains exceeding INR 1,25,000 arising from the transfer of equity shares in a company transacted through a recognized stock exchange on which STT has been paid on acquisition (except in certain situations) and on transfer, shall be chargeable to tax at the rate of 12.5% (plus applicable surcharge and cess) without applying the benefit under Section 72(2) and Section 72(6) of the Act, 2025.

d. **Dividend Income** earned by the shareholders would be taxable in their hands and the Company would be required to deduct tax at source on the dividend paid to the shareholders, at applicable rates. However, in case of domestic corporate shareholders, deduction under Section 148 of the Income Tax Act, 2025 would be available on fulfilling the conditions.

e. **Buy Back of Shares:** Budget 2026 has amended the taxability of buy back of shares and it is applicable from 01st April 2026. w.e.f. 01st April 2026, the consideration received by shareholder on buy back of shares by a company is taxable under the head "Capital Gain" instead of deemed dividend i.e. Capital Gain arising on buyback of shares are taxable in the hands of shareholders.

There are no other special tax benefits available to the Company and to the Shareholders of the Company by virtue of their investment in the shares of the Company.

Notes:

1. This Annexure is as per the Income Tax Act, 1961 as amended by the Finance Act, 2025 read with relevant rules, circulars and notifications applicable for the Financial Year 2025-26 relevant to the Assessment Year 2026-27, presently in force in India and Income Tax Act, 2025 as amended by the Finance Act, 2026 read with relevant rules, circulars and notifications applicable for the relevant for Tax year 2026-27.

2. This Annexure covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefit under any other law.

3. This Annexure is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his/her own tax advisor with respect to specific tax arising out of their participation in the Issue.

4. In respect of non-residents, the tax rates and consequent taxation will be further subject to any benefits available under the relevant Double Tax Avoidance Agreement(s), if any, between India and the country in which the non-resident has fiscal domicile.

5. No assurance is provided that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.

The tax benefits discussed in the Statement are not exhaustive and is only intended to provide general information to the investors and hence, is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue.

ANNEXURE II

STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS UNDER THE APPLICABLE LAWS IN INDIA – OTHERS

Outlined below are the special indirect tax benefits available to the Company and its shareholders under Central Goods and Services Tax Act, 2017, Integrated Goods and Services Tax Act, 2017, Applicable State Goods and Services Tax Act, 2017 ("GST law"), Customs Act, 1962, Customs Tariff Act, 1975 ("Customs law"), The Foreign Trade (Development and Regulation) Act, 1992 (read with Foreign Trade Policy 2023 (collectively referred as "Indirect Tax Regulations") read with Rules, Circulars and Notifications.

I. Special tax benefits available to the Company

a. Benefits under The Foreign Trade (Development and Regulation) Act, 1992 (read with Foreign Trade Policy 2023)

i. Remission of duties and taxes on Exported Products (RoDTEP)

With respect to export of goods made from its unit in West Bengal, the Company is availing the benefit of remission of duties, taxes and other levies at the Central, State and local level which are borne on the exported goods manufactured in India under Remission of Duties and Taxes on Exported Products ('RoDTEP') scheme issued through Notification no. 19/2015-2020 dated 17 August 2021 by Ministry of Commerce & Industry under Department of Commerce. The rate of duty of remission for the products under RoDTEP scheme has been notified by the Government of India and it ranges from 0.5 percent to 4 percent.

ii. Export Promotion Capital Goods (EPCG)

The objective of the Export Promotion Capital Goods (EPCG) Scheme is to facilitate import of capital goods for producing quality goods and services and enhance manufacturing competitiveness. EPCG Scheme allows import of capital goods that are used in pre-production, production and post-production without the payment of customs duty. The benefit under the scheme is subject to an export value equivalent to 6 times of duty saved on the importation of such capital goods within 6 years from the date of issuance of the authorization. EPCG license holder is exempted from payment of whole of Basic Customs Duty, Additional Customs Duty and Special Additional Duty In lieu of Value Added Tax/local taxes (non-GST goods), Integrated Goods and Services Tax and Compensation Cess, wherever applicable, subject to certain conditions. However, the Company has not applied for such scheme due to commercial viability.

iii. Advance Authorization Scheme

The Advance Authorization Scheme is a scheme where the import of inputs will be allowed to be made duty-free (after making normal allowance for wastage) if they are physically incorporated in a product which is going to be exported subject to export obligations. The Company has applied for such scheme due to commercial viability.

b. Benefits under the Central Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017, Integrated Goods and Services Tax Act, 2017 (read with relevant Rules prescribed thereunder)

Under the GST regime, all supplies of goods and services which qualify as export of goods or services are zero-rated supplies.

There are two mechanisms for claiming refund of accumulated ITC against export. Either person can export under Bond/ Letter of Undertaking (LUT) as zero-rated supply and claim refund of accumulated Input Tax Credit or person may export on payment of integrated Goods and Services Tax and claim refund thereof as per the provisions of Section 54 of Central Goods and Services Tax Act, 2017.

Thus, the GST law allows the flexibility to the exporter (which will include the supplier making supplies to SEZ) to claim refund upfront as integrated tax (by making supplies on payment of tax using ITC) or export without payment of tax by executing a Bond/LUT and claim refund of related ITC of taxes paid on inputs and input services used in making zero rated supplies.

c. Duty Drawback scheme under Section 75 of Custom Act, 1962

The company is availing the benefit of duty drawback with respect to duty paid on import of materials used in manufacture of export goods as per Duty Drawback scheme under section 75 of Custom Act, 1962.

Except the above, no other special Indirect tax benefits are available to the Company under the Indirect Tax applicable in India.

II. Special tax benefits available to the Shareholders of the Company

The shareholders of the Company are not required to discharge any GST on transaction in securities of the Company.

Securities are excluded from the definition of Goods as defined u/s 2(52) of the Central Goods and Services Tax Act, 2017 as well from the definition of Services as defined u/s 2(102) of the Central Goods and Services Tax Act, 2017.

Apart from above, the shareholders of the Company are not eligible to special tax benefits under the provisions of the Customs Tariff Act, 1975 and / or Central Goods and Services Tax Act, 2017, Integrated Goods and Services Tax Act, 2017, respective Union Territory Goods and Services Tax Act, 2017 respective State Goods and Services Tax Act, 2017, Goods and Services Tax (Compensation to States) Act, 2017 including the relevant rules, notifications and circulars issued there under.

Notes:

1. This Annexure sets out only the special tax benefits available to the Company and its Shareholders under the Central Goods and Services Tax Act, 2017 / the Integrated Goods and Services Tax Act, 2017 and applicable State Goods and Services Tax Act, 2017 ("GST Acts"), Customs Act, 1962, Customs Tariff Act, 1975 ("Customs law"), and Foreign Trade Policy 2023 notified Vide Notification No 01/2023 and which came into force from April 01, 2023 (unless otherwise specified) ("FTP").

2. This Annexure is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences, the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed IPO.

3. Our comments are based on our understanding of the specific activities carried out by the Company from April 1, 2025 till the date of this Annexure as per the information provided to us. Any variation in the understanding could require our comments to be suitably modified.

4. These comments are based upon the existing provisions of the specified indirect tax laws, and judicial interpretation thereof prevailing in the country, as on the date of this Annexure.

No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.

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 "Assessment of cables, conductors' industries and investments in power sector in India" dated August 2026 (the "**CRISIL Report**") prepared and issued by CRISIL Intelligence (formerly Market Intelligence & Analytics), appointed by us on September 10, 2024 and exclusively commissioned and paid for by us in connection with the Offer for the purposes of confirming our understanding of the industry, as no report is publicly available which provides a comprehensive industry analysis, particularly for our Company's products, that may be similar to the CRISIL Report. A copy of the CRISIL Report is available on the website of our Company at https://luminoindustries.com/industry-report/and will form part of the material documents for inspection. For more information, see "**Risk Factors – Industry information included in this Prospectus has been derived from an industry report exclusively commissioned and paid for by our Company**" on page 72.*

The data included herein includes excerpts from the CRISIL Report and may have been reordered by us for the purposes of presentation. CRISIL is an independent agency and is not related to the Company, our Subsidiaries, our Joint Ventures, our Promoters, any of our Directors or Key Managerial Personnel, Senior Management, the BRLMs or the Selling Shareholders. There are no parts, data or information relevant for the proposed Offer, that has been left out or changed in any manner.

Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Accordingly, investors must rely on their independent examination of, and should not place undue reliance on, or base their investment decision solely on this information. Financial information used herein is based solely on the audited financials of the Company and other peers. The recipient should not construe any of the contents in this report as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the transaction.

Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed, and their reliability cannot be assured.

While preparing its report, CRISIL has also sourced information from publicly available sources, including our Company's financial statements. However, financial information relating to our Company presented in other sections of this Prospectus has been prepared in accordance with Ind AS and restated in accordance with the SEBI ICDR Regulations. Accordingly, the financial information of our Company in this section is not comparable with Ind AS financial information presented elsewhere in this Prospectus.

1. Macro-economic overview

1.1 Global macroeconomic overview

1.2 Global GDP is projected to grow by 3.1% in 2026 and 3.2% in 2027

The April 2026 update to IMF's World Economic Outlook (WEO) report employs a scenario-based approach to present the forecast for 2026 and 2027. In this approach, the scenario in which the ongoing conflict in the Middle East has limited duration, intensity, and scope so that the disruptions stemming from it dissipate by mid-2026 is assumed for modelling a 'reference forecast' based on which forecasts are drawn for adverse and severe scenarios in which the conflict becomes more protracted, or the resumption of production and transport activities takes longer because of possible scaring from closing of or damage to energy infrastructure. Hence, the impact on global economy which crucially depends on the conflict's duration, intensity, and scope is projected as shown below:

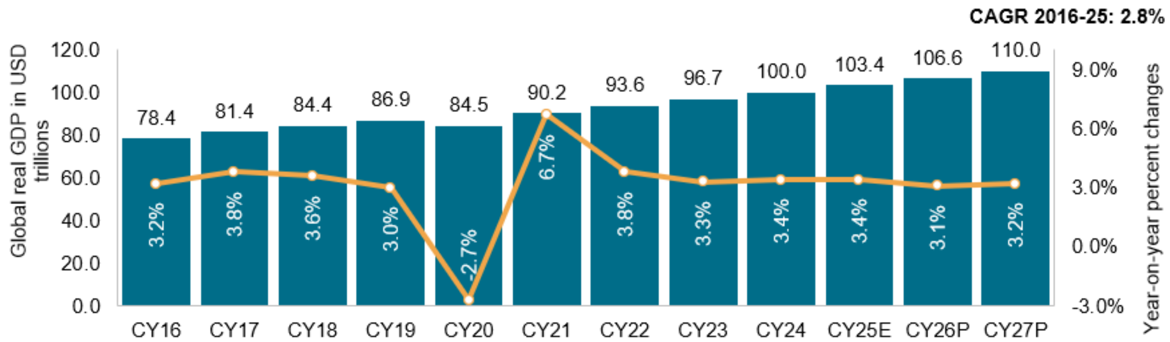
Scenario-based forecast approach taken by IMF*

	Reference forecast	Adverse forecast	Severe forecast
Growth projection for global real GDP	3.1% in 2026 3.2% in 2027	2.5% in 2026 3.0% in 2027	2.0% in 2026 2.2% in 2027
Growth projection for global inflation	4.4% in 2026 3.7% in 2027	5.4% in 2026 3.9% in 2027	5.8% in 2026 6.1% in 2027

Note: At the time of publication, reference scenario was the most likely outcome given the conditions observed at the time, whereas adverse scenario was the less likely outcome based on the assumption that the disruptions caused by the Middle East conflict would dissipate by mid-2026 which did not happen. Given the latest developments, severe scenario is most likely to play out.
**   The IMF data is based on calendar year*
Source: IMF's World Economic Outlook - April 2026 update, Crisil Intelligence

As per IMF, most of the impact on growth in 2026 comes from higher energy prices, whereas most of the impact on growth in 2027 comes from tightening financial conditions and rise in inflation expectations.

Global real GDP trend and outlook, CY15-27



Note: E: Estimated, P: Projection
Source: IMF, World Economic Outlook Update, April 2026; Crisil Intelligence

The forecast largely reflects the disruptions from the Middle East conflict, partly offset by reduced tariff rates, preexisting policy support, and stronger-than-expected outturn at the end of 2025 and the first quarter of 2026. However, significant variation is expected across countries, with lower-income net energy-importing economies being hit particularly hard through higher energy prices and foreign exchange depreciation. Impact is greater on emerging economies because of a combination of a larger exposure to higher commodity prices and disruption to energy production, a larger increase in inflation expectations, and a more pronounced tightening in financial conditions.

Risks to the outlook remain tilted on the downside on account of escalation of geopolitical tensions, flaring up of trade-related disputes, reevaluation of profit expectations regarding AI potentially leading to decline in investments and an abrupt correction in financial markets, and larger fiscal deficits and increasing public debt which could put pressure on long-term interest rates.

On the upside, economic activity could be further lifted by AI-related investment and supported by renewed momentum for structural reforms and by a sustained easing in trade tensions.

1.3 India's GDP to grow by 6.6% in FY27

In February 2026, the Ministry of Statistics and Programmer Implementation (MoSPI) released a new series of national accounts estimates with base year of FY 2022-23 as it represents a recent normal year (after COVID). This base revision was undertaken to capture structural changes that have taken place in India's economy and to leverage the availability of comprehensive data on different sectors of the economy. So, the new series not only improves estimation methods but also incorporates the latest data sources, thereby enhancing both the coverage and the accuracy of national accounts.

Under the new 2022-23 series, India's real GDP grew from Rs 261.2 trillion in FY23 to Rs 323.1 trillion in FY26, logging a CAGR of 7.4% between FY23 and FY26. Further, as per Provisional Estimates (PE) of the National Statistics Office (NSO), India's real GDP grew at 7.7% in FY26. Major drivers of this growth have been the secondary and tertiary sectors as they registered growths of 8.8% and 9.3%, respectively. 'Manufacturing', 'Trade, Repair, Hotels, Transport, Communication & Services related to Broadcasting, Storage' and 'Financial, Real Estate & Professional Services' sectors attained double-digit growth at both constant and current prices in FY26.

Crisil's initial forecast for FY27 considered three scenarios among which the base scenario predicated that India's GDP would grow at 7.1% in FY27. But, since the conflict in West Asia has extended beyond 2 months, the downside risks to India's economy have begun materializing. So, Crisil has laid out the following macroscopic outlook for FY 27.

Crisil's projection for India for FY 2027

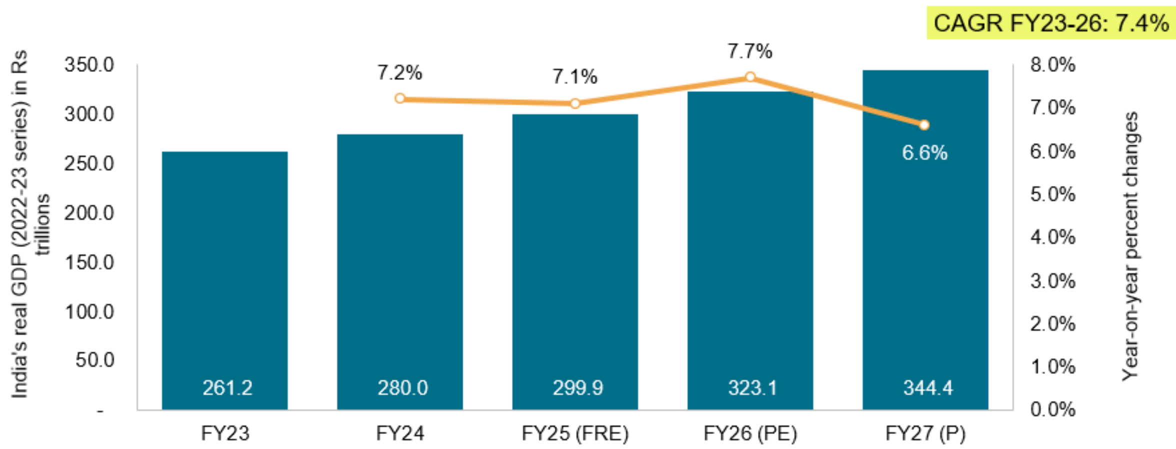
Macroeconomic variables	Forecast for FY27
Real GDP growth	6.6%
CPI inflation	5.1%
10-year government security (G-sec) yield (March average	7.0%
Current account balance (% of GDP)	-2.2%
Exchange rate (March average, Rs/$)	93.5

Source: Crisil Intelligence

India's economy has deep linkages to West Asia through trade, and investments, and remittances. 45-50% of crude oil imported by India and 65% of LNG imported by India comes from West Asia. For India, West Asia is also a crucial supplier of petroleum products, fertilisers and industrial raw materials, whereas, for West Asia, India is a supplier of engineering goods, gems and jewellery, food products, chemicals, and construction materials, which together make up 13% of India's total goods exports. Apart from that, West Asia also accounts for ~8% of India's FDI inflows. Additionally, the Gulf Cooperation Council (GCC) region also employs more 9.3 million Indias who together contribute ~38% of the total remittances received by India.

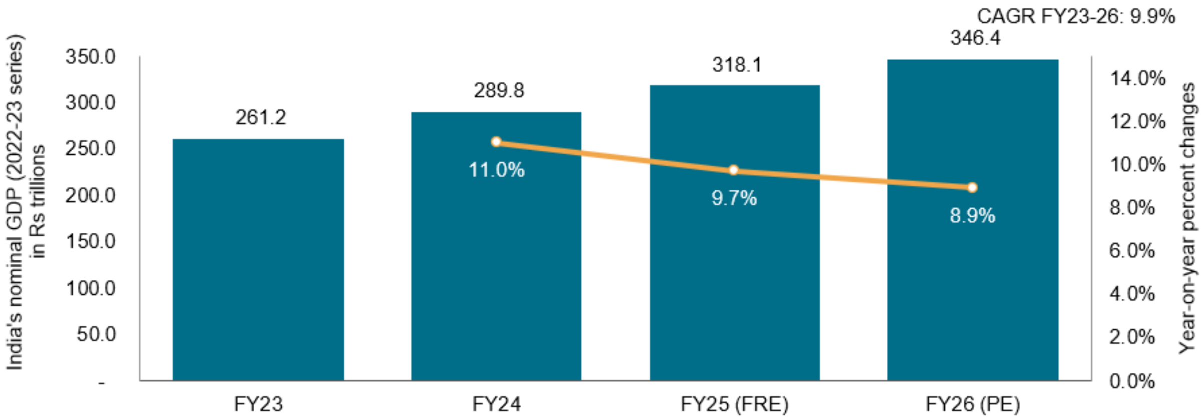
In addition to direct impact of the ongoing conflict in West Asia, India is also getting affected by global supply chain disruptions, surges in freight and insurance costs, weakening global demand for exports, sub-normal monsoons led by El Niño, and high dependence of its manufacturing sector on imported inputs.

India real GDP growth at constant prices (new series)



Note: FRE: First Revised Estimates, PE: Provisional Estimates, P: Projection
Source: Ministry of Statistics & Programmer Implementation, Crisil Intelligence

India's nominal GDP (2022-23 series) trend, FY23-26



Note: FRE: First Revised Estimates, PE: Provisional Estimates
Source: Ministry of Statistics & Programmer Implementation, Crisil Intelligence

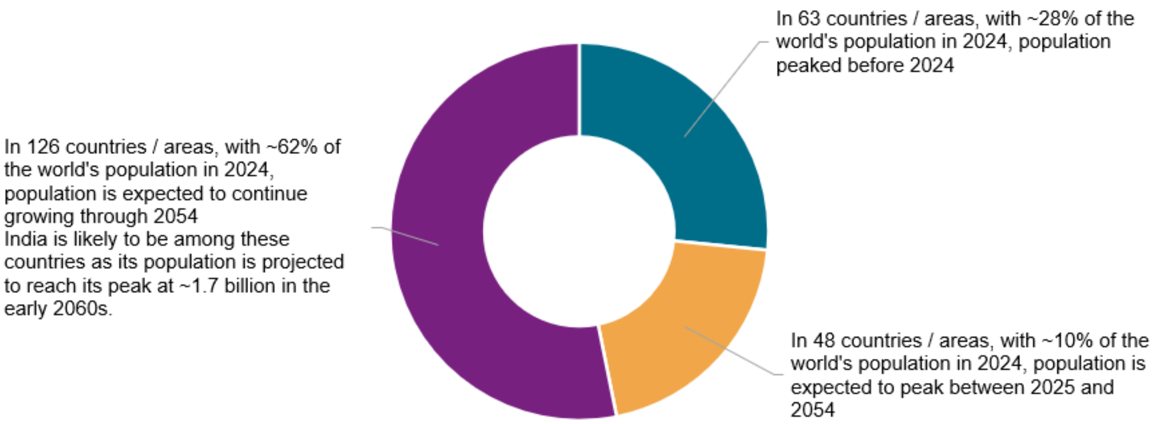
1.4 Factors Supporting India's Growth:

1.5 India has the potential to reap demographic dividends

As per World Population Prospects 2024 (WPP 2024), published in July 2024 by the United Nations, India's population grew from 1.1 billion in 2001 to ~1.4 billion in 2023, thereby registering a CAGR of ~1.4% between 2001 and 2023. Going forward, India's population is projected to expand at a CAGR of 0.8% between 2025 and 2030, and is expected to remain the world's largest throughout the century

In addition to the above, the WPP 2024 reports that in 2024, one in every four people lived in a country that has already peaked in size. To elaborate, the following chart illustrates where different groups of countries stand with respect to their population's peak size.

Distribution of countries/ areas based on their peak population size

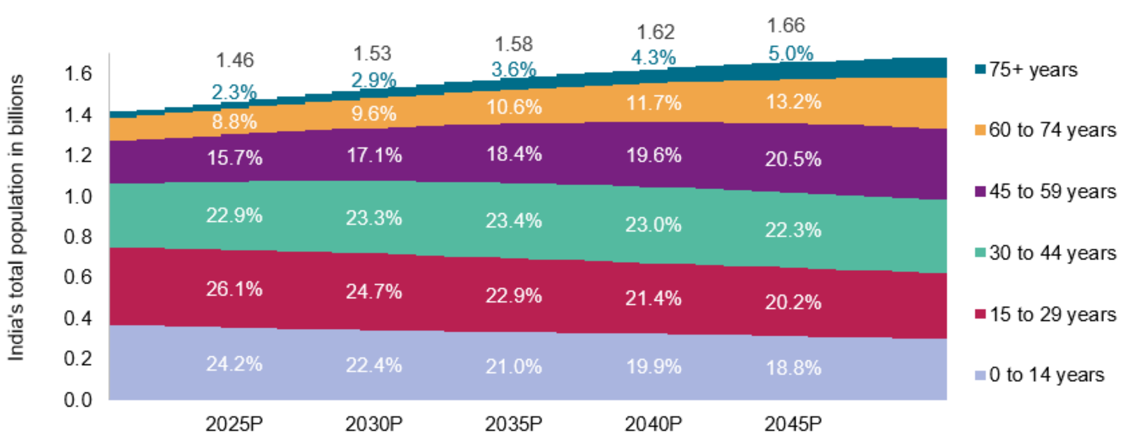


Source: United Nations, Department of Economic and Social Affairs, Population Division. World Population Prospects 2024

Further, the WPP 2024 notes that there are ~100 countries / areas with youthful populations and declining fertility where the working-age population will grow through 2054, resulting in a time-bound window of opportunity for them to leverage their growing shares of working-age population (i.e. population between ages 20 and 64 years) for accelerated economic growth. In other words, there are about 100 countries / areas in the world that may reap demographic dividends. Notably, India is one of them.

In 2023, India's working-age population stood at 849.9 million commanding a share of 59.1% in its total population. This working-age population is expected to reach its peak when it touches the 967.7 million-mark in 2034 commanding a share of ~69.2% in India's total population. This implies that, India has a multi-decade window of opportunity for embarking on a path of accelerated economic growth.

India's population: split by age-groups, CY 2025-2045P



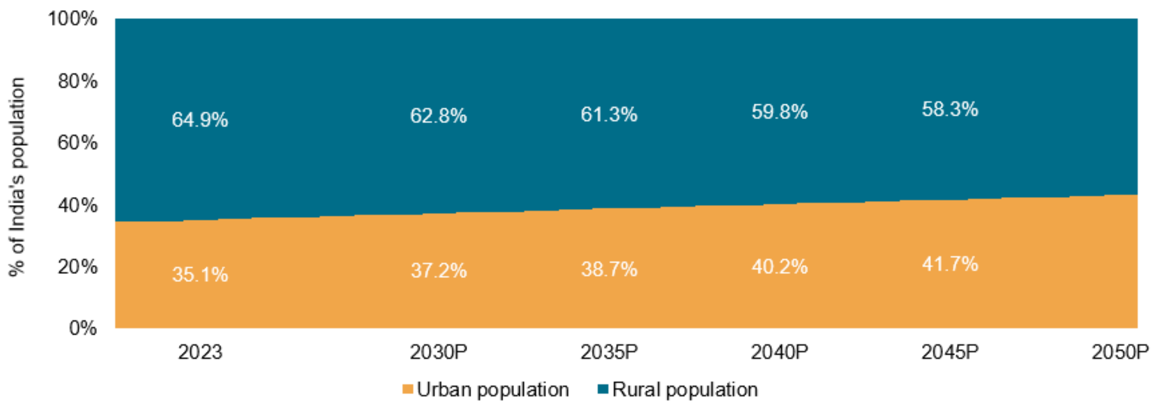
Note: P: Projected
Source: United Nations, Department of Economic and Social Affairs, Population Division. World Population Prospects 2024

1.6 India's population is turning increasingly urban

India's urban population has been consistently increasing, and the trend is expected to continue as India's economy grows. People from rural areas move to cities for better education, job opportunities, and quality of life. This internal migration may involve the relocation of an entire family or the relocation of a family's earning members or students.

In 2001, India's urban population made up 27.9% of its total population at an estimated 300.8 million. As per WPP 2024, India's urban population is likely to grow to 567.7 million by 2030, making up 37.2% of India's total population. This trend highlights the need to expand infrastructure and provision of basic services in urban areas to accommodate its growing population.

India's population: split by region, 2023-2045P

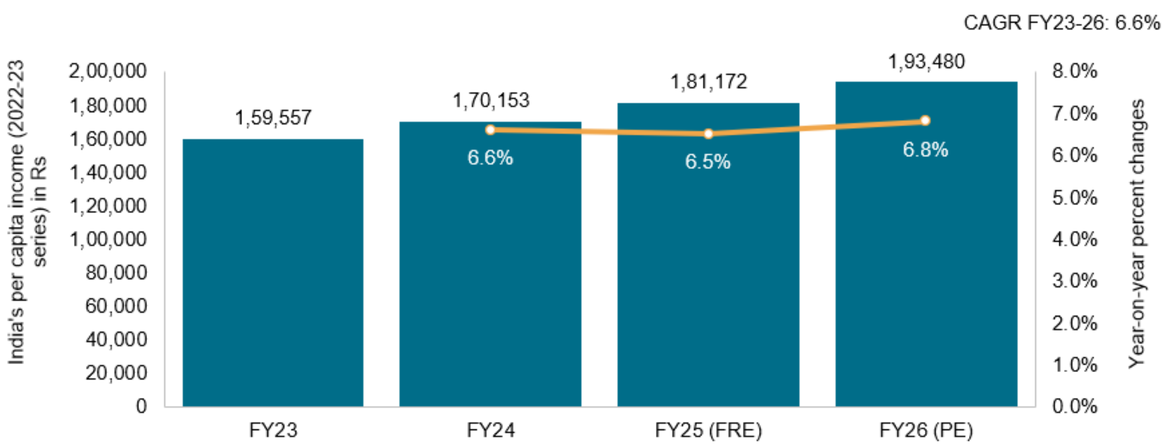


Note: P: Projection
Source: United Nations, Department of Economic and Social Affairs, Population Division. World Urbanization Prospects 2025

India's per capita income grew by 6.6% in FY23-26

India's per capita income, a broad indicator of living standards, grew at a CAGR of 6.6% between FY23 and FY26, from Rs 1,59,557 in FY23 to Rs 193,480 in FY26. Growth was led by better job opportunities, propped up by overall GDP growth.

India's per capita income at constant prices (2022-23 series), FY23-26

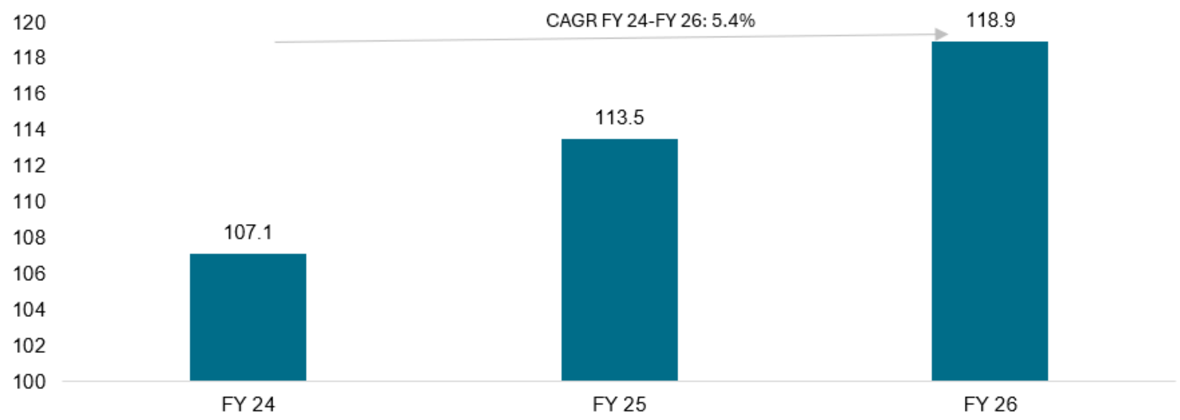


Notes: FRE: Final Revised Estimates, PE: Provisional Estimates
Source: Ministry of Statistics & Programme Implementation

Manufacturing IIP increased to 118.9 in FY26

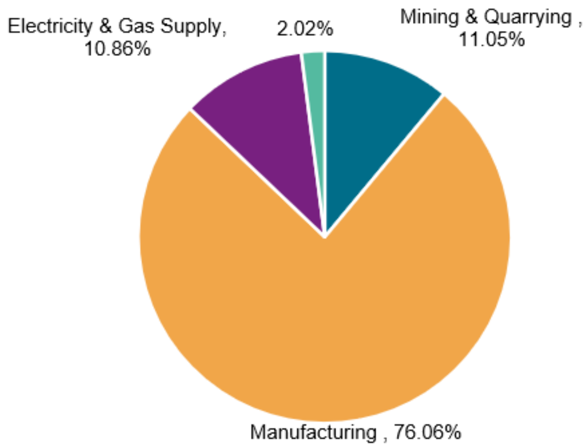
India's manufacturing activity has exhibited a steady upward trend, with the Manufacturing Index of Industrial Production (IIP) increasing from 107.1 in FY24 to 113.5 in FY25 and further to 118.9 in FY26. The revised IIP series (base year: 2022–23) also underscores the significance of the manufacturing sector, which accounts for 76.06% of the overall index, followed by mining and quarrying (11.05%), electricity and gas supply (10.86%), and water supply, sewerage and waste management (2.02%). The high weightage of manufacturing in the IIP highlights its role in driving industrial output, while the gradual increase in the index reflects sustained manufacturing activity supported by policy initiatives, capacity expansion, and continued investments across key industries.

Manufacturing IIP



Source: MOSPI, Crisil Intelligence

Weight of in IIP (FY26)

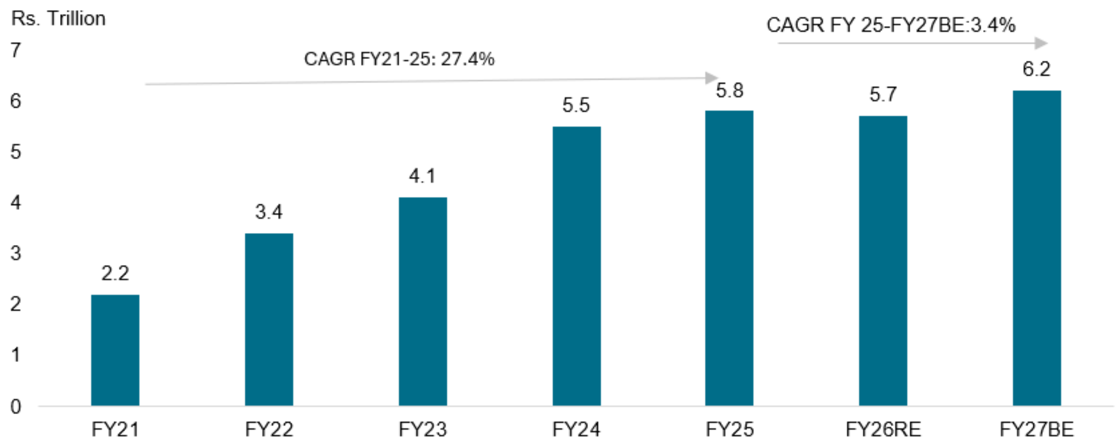


*Note: *entire new sector has been added in the new IIP series with base 2022-23*
Source: MOSPI, Crisil Intelligence

Central Budget allocation

Central government budgeted allocation to core infrastructure ministries witnesses marginal improvement, highlighting the government's continued emphasis on infrastructure-led growth. Furthermore, reflects a stronger commitment to expanding connectivity, improving public infrastructure, enhancing energy security, and supporting sustainable economic development across the country

Central government budgeted allocation to core infrastructure ministries



Note: RE Revised Estimates, BE: Budget Estimates
Figure indicated the Gross Budgetary Support (GBS) to core infrastructure ministries including Ministries of Road & Highways, Railway, Housing & Urban infrastructure, Shipping, Atomic energy, Civil Aviation, Power, New & Renewable energy, Water Resources and Rural development
Source: Budget Documents, Crisil Intelligence

Key government initiatives to boost infrastructure & manufacturing segment

Growth driver	Description and reasoning
National Infrastructure Pipeline (NIP)	The National Infrastructure Pipeline (NIP) has expanded significantly since its launch in 2019, growing from about 6,800 projects worth ₹111 trillion to nearly 14,563 projects with an investment value of ₹213 trillion by March 2026. Although project additions slowed to 1,563 in FY2026, the associated investment remained substantial at ₹28.4 trillion, indicating a growing focus on larger and more capital-intensive projects. Covering 33 sectors and 79 sub-sectors, the NIP has evolved into a comprehensive infrastructure planning framework that enhances project visibility and investor confidence. The pipeline continues to prioritize logistics, energy transition, and urban infrastructure; however, the pace of infrastructure development is increasingly influenced by execution capabilities rather than project identification, making implementation efficiency the key determinant of future progress.
National Monetisation Pipeline (NMP) 2.0	National Monetisation Pipeline (NMP) 2.0, targets asset monetisation worth ₹16.72 lakh crore during FY 2026–30, including ₹5.8 lakh crore of private investment, to support the Viksit Bharat infrastructure agenda. Building on the success of NMP 1.0, the programme aims to unlock value from existing public infrastructure assets, recycle capital for new projects, and accelerate infrastructure development across sectors such as highways, railways, power, airports, ports, telecom, mining, and tourism
PM Gati Shakti	Prime Minister launched PM Gati Shakti - National Master Plan for Multi-modal Connectivity, essentially a digital platform to bring 16 Ministries including Railways and Roadways together for integrated planning and coordinated implementation of infrastructure connectivity projects. It will incorporate the infrastructure schemes of various Ministries and State Governments like Bharatmala, Sagarmala, inland waterways, dry/land ports, UDAN etc. Economic Zones like textile clusters, pharmaceutical clusters, defence corridors, electronic parks, industrial corridors, fishing clusters, Agri zones will be covered, and technology will be leveraged including spatial planning tools with ISRO (Indian Space Research Organisation) imagery developed by BiSAG-N (Bhaskaracharya National Institute for Space Applications and Geoinformatics). This multi-modal connectivity will provide integrated and seamless connectivity for movement of people, goods and services from one mode of transport to another. It will facilitate the last mile connectivity of infrastructure and also reduce travel time for people.
Production linked incentive (PLI) scheme	The PLI Scheme has emerged as a key driver of India's manufacturing growth, with 836 approved projects across 14 sectors and a total incentive outlay of Rs 1.91 trillion. As of December 2025, it had attracted over Rs 2.16 trillion in investments, generated Rs 20.41 trillion in production and sales, and enabled Rs 8.3 trillion in exports. The scheme has also created more than 1.439 million jobs while disbursing approximately Rs 0.29 trillion in incentives, highlighting its strong contribution to investment, capacity expansion, exports, and employment generation.
Central capital expenditure	Government-led capital expenditure continues to be a key driver of growth in India's capital goods sector. Public capital outlay has increased nearly 4.2 times, from Rs 2.63 trillion in FY18 to Rs 11.21

Growth driver	Description and reasoning
	trillion in FY26 (BE) and is further budgeted at Rs 12.2 trillion in FY27, reflecting the government's sustained focus on infrastructure creation and industrial development. Rising investments in transportation, energy, logistics, urban infrastructure, and manufacturing are expected to drive demand for machinery and equipment, supporting capacity expansion across the capital goods value chain.

Source: Budget Documents, Crisil Intelligence

1.7 Power Consumption

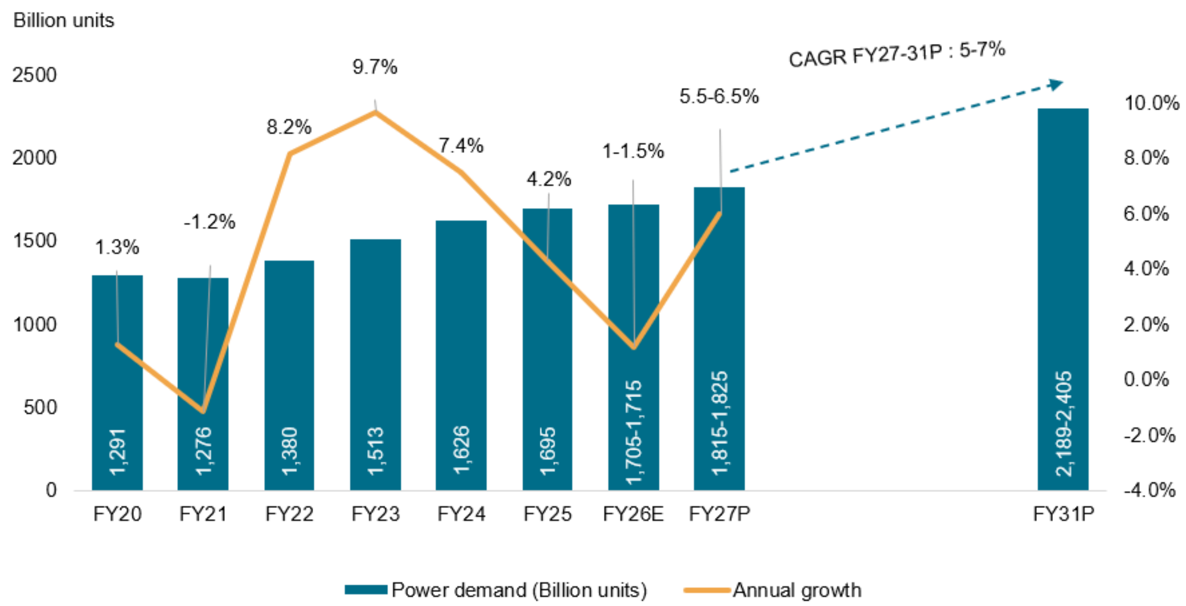
Power demand to maintain healthy momentum slated to grow at 5-7% CAGR over FY27-31

India's electricity demand has been rising steadily, with a CAGR of ~6% between FY20 and FY24. In FY24, power demand demonstrated consistent growth of 7.4% driven by El-Nino. The country's power demand had surged in the first quarter of FY23 due to a severe heatwave and continued economic activity, resulting in a 9.7% year-on-year growth from FY22 despite a high base.

The Indian power sector is undergoing significant transformation, supported by Government initiatives and investments aimed at strengthening grid infrastructure, expanding renewable energy capacity and improving electricity access. Growth drivers such as the PM Surya Ghar: Muft Bijli Yojana, expansion of electric vehicle charging infrastructure, metro rail projects, smart city initiatives, the Revamped Distribution Sector Scheme ("RDSS"), data centre development and large-scale renewable energy projects, including the Khavda Renewable Energy Park, are expected to contribute to sustained demand for power transmission and distribution products. These investments are expected to require significant deployment of conductors, power cables and related transmission infrastructure

In fiscal 2026, power demand is estimated to witness 1-1.5% growth year-over-year basis, reaching to 1,705-1,715 BU. This growth comes on the back of three consecutive high growth years starting fiscal 2022 leading to an addition of 315 BU over the period. Crisil Intelligence estimates power demand to rise by 5.5-6.5% on year in fiscal 2027 to 1,815-1,825 BU. This is expected to come on the back of higher temperatures and lower rainfall due to the expected arrival of El-Nino, July 2026 onwards resulting in rise in cooling demand. Over the next few years, from FY27 to FY31, power demand is expected to maintain a CAGR of 5-7%, reaching 2,189-2,405 billion units. This growth will be supported by healthy economic expansion, improvements in distribution infrastructure, and major reforms initiated by the central government to enhance the overall health of the power sector.

Power demand growth (BU) (FY20-FY31P)



Note: E- Estimated, P- Projected
Source: CEA, Crisil Intelligence

The demand for electricity in India is expected to be driven by various sectors, including industrial, commercial, and domestic. The industrial and commercial sectors are expected to be the primary drivers of power demand, with significant investments in manufacturing, infrastructure development, and policies like the Production-

Linked Incentive (PLI) scheme. The government's Atmanirbhar Bharat relief package, spending on infrastructure through the National Infrastructure Pipeline, and commissioning of dedicated freight corridors are also expected to foster power demand. Additionally, the expansion of the services industry, rapid urbanization, and increased farm income from agriculture-related reforms will contribute to the growth in power demand.

Demand for power transmission and distribution infrastructure is expected to remain strong across several international markets, driven by grid expansion initiatives, increasing electrification, renewable energy integration and investments in transmission network modernization.

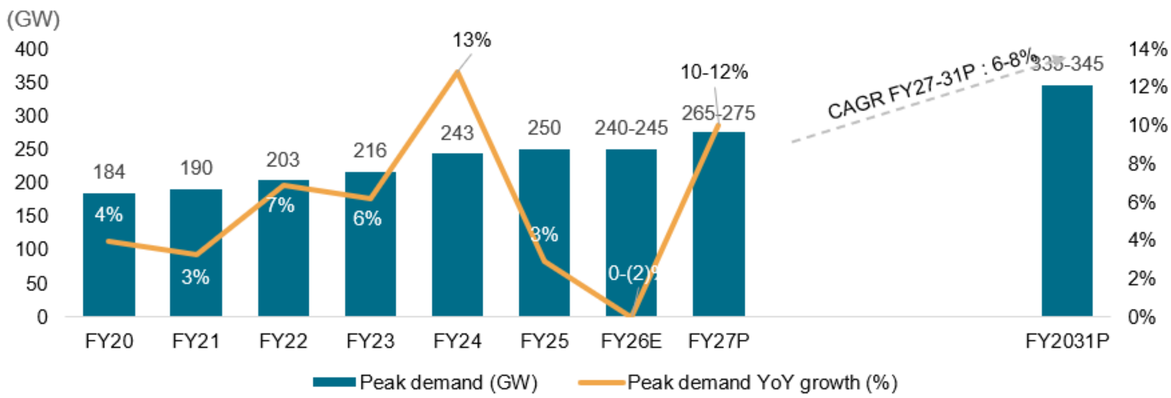
The domestic sector is also expected to see a rise in electricity consumption due to improving living standards, increased air conditioning requirements, and government schemes like the Pradhan Mantri Sahaj Bijli Har Ghar Yojana, which has achieved universal household electrification. The scheme has helped electrify 28.6 million households, driving electricity demand and aiming to ensure 24x7 power supply to separate agriculture and non-agriculture feeders. Further, railway electrification, rapid transition to electric vehicles, increased urbanization, and industrialization, smart city projects, and upcoming metro projects are expected to provide impetus to power demand.

Additionally, India's data centre build-out is emerging as a structural new driver of national electricity consumption. The government targets significant investments in the data centre and AI infrastructure with commitments from firms like TCS that plans to develop up to 1 GW of capacity over USD 6.5 billion in investments, Google plans to invest USD 15 billion in five years (2026-2030) to establish a comprehensive AI ecosystem in India, The Adani Group plans to invest USD 100 billion to develop renewable-energy-powered, hyperscale AI-ready data centres by 2035. Crisil Intelligence identifies rising energy requirements for data centres, particularly those focused on AI and machine learning, as one of the key drivers of India's annual electricity demand growth.

Peak demand is expected to grow at annual average 6-8% over fiscal 2026-2031 to reach nearly 335-345 GW by fiscal 2031

Peak demand is the instantaneous surge in power requirement which occurs for a short duration. This may occur for instance when a large set of consumers utilize electricity simultaneously, such as in the evenings for lighting. Between fiscal 2019 and 2025, peak demand has grown from 177 GW to 250 GW. In January of fiscal 2026, peak power demand surged to 245 GW, surpassing the previous summer peak of 243 GW recorded in June 2025. This increase was primarily driven by heightened heating requirements during a severe cold wave in North India. Crisil Intelligence estimates peak power demand to remain steady in the range of 240-245 in fiscal 2026. Crisil Intelligence believes temperature will continue to remain a key monitorable going forward.

Peak demand growth (GW) (FY20-31P)



Note: E: Estimated, P: Projected
Source: CEA, Crisil Intelligence

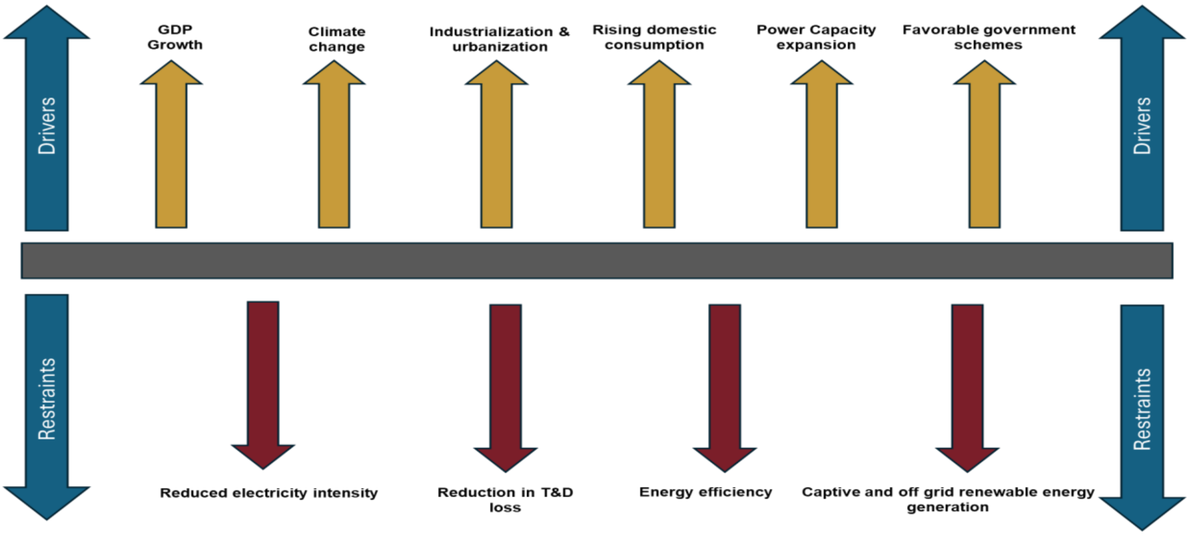
The constant rise in peak demand from FY19 to FY25, can be attributed to economic growth, seasonal vagaries, and an increasing daily average temperature that India has experienced over the last decade leading peak demand to touch 250 GW in May 2024.

Peak demand is expected to grow at annual average 6-8% over fiscal 2026-2031 to reach nearly 335-345 GW by fiscal 2031 with expected persistent high temperatures, rising urbanization, economic growth and infrastructure push leading to higher peak power.

Favourable long-term drivers to increase power demand in India

Power demand is closely associated with a country's GDP. Healthy economic growth leads to growth in power demand. India is already the fastest-growing economy in the world, with average GDP growth of 5.9% over fiscal 2012-24. The trickle-down effect of government spending on infrastructure through the National Infrastructure Pipeline, expansion of the services industry, rapid urbanisation, and increased farm income from agriculture-related reforms are key macroeconomic factors that are expected to foster power demand. Significant policy initiatives such as 24x7 power for all, Sahaj Bijli Har Ghar Yojana (SAUBHAGYA) scheme to provide electricity connections to all households, green energy corridor to facilitate evacuation of RE power, green city scheme to promote the development of sustainable and eco-friendly cities, PLI scheme and low corporate tax rates among others are expected to further support power demand in the country.

Factors influencing power demand



Source: Crisil Intelligence

Apart from macroeconomic factors, power demand would be further fuelled by railway electrification, upcoming metro rail projects, growing demand for charging infrastructure due to increased adoption of electric vehicles, higher demand from key infrastructure and manufacturing sectors. However, increasing energy efficiency, a reduction in technical losses over the longer term, and captive as well as off-grid generation from renewables would restrict growth in power demand.

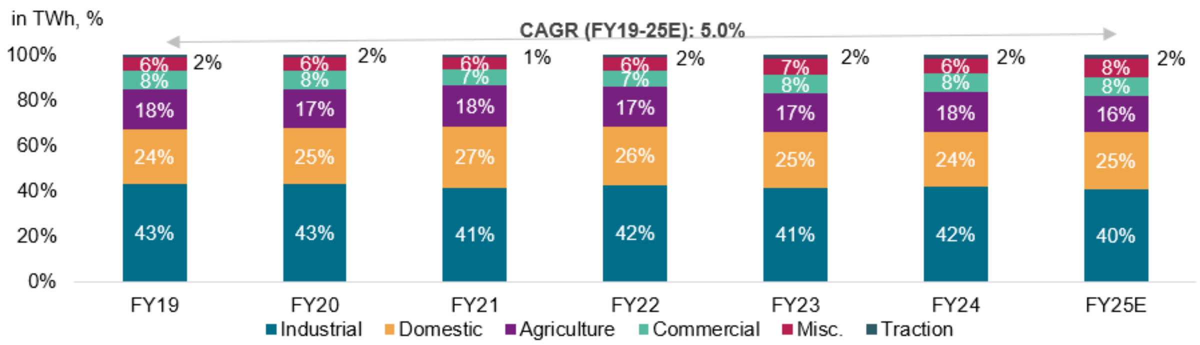
Electricity consumption has grown at a CAGR of 5.0% from FY19 to FY25E

In India, electricity consumption pattern across various sectors has exhibited a steady growth trend over the past five years, with the total consumption increasing at a CAGR of 5.0% from FY19 to FY25. The industrial sector remains the largest consumer of electricity, accounting for ~40% of the total consumption in FY25, the sector grew at a CAGR of 5% from FY19 to FY25. The domestic sector was the second-largest consumer in FY25 and grew at a CAGR of 6%, driven by increasing household demand for electricity.

The agriculture sector has also witnessed a steady growth in electricity consumption, with a CAGR of 3.4%, although its share in total consumption has remained relatively stable at around 16%. The commercial sector has experienced a CAGR of 5.5%, with its share in total consumption remaining around 8%. The traction sector, which includes electricity consumption for transportation, has also witnessed a high growth rate of 10.7%, indicating a growing trend towards electrification of transportation.

The overall electricity consumption has increased by ~34% from FY19 to FY25P, reaching 1,623 TWh in FY25E. The growth in electricity consumption across various sectors is driven by increasing economic activity, urbanization, and electrification of various sectors. The industrial and domestic sectors are expected to continue driving electricity demand, while the growth in the commercial and miscellaneous sectors is likely to be driven by increasing economic activity and urbanization.

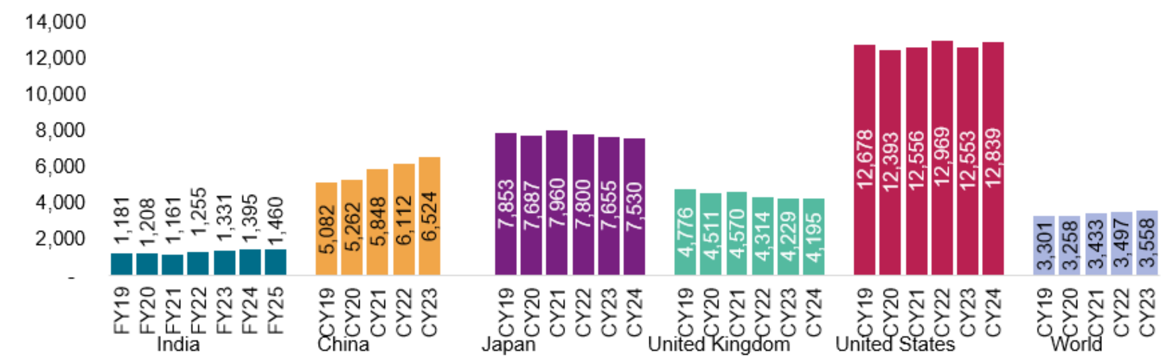
Electricity consumption split (TWh) (FY19-25E)



Electricity consumption split (TWh)	FY19	FY20	FY21	FY22	FY23	FY24	FY25E
Industrial	519	533	509	556	594	641	656
Domestic	288	309	331	340	353	369	409
Agriculture	213	211	221	228	244	275	260
Commercial	98	106	87	97	117	129	135
Misc.	72	70	68	73	102	93	128
Traction	19	19	15	22	30	34	35
Total	**1210**	**1248**	**1230**	**1317**	**1440**	**1541**	**1623**

Note: E – Estimated; Traction refers to the Electricity consumption for the propulsion of vehicles, primarily railways and other transportation systems
Source: CEA

Per capita electricity consumption across countries (kWh) (FY 19-25, CY 19-24)



Note: P: Provisional
Note: Data related to India is taken from CEA.
Source: World Bank, Crisil Intelligence

Per capita electricity consumption varied significantly across the selected countries during CY19–CY24, with the United States consistently recording the highest levels. India remained the lowest among the selected countries but witnessed a steady increase in per capita electricity consumption over the period. China also registered a gradual rise, while Japan and the United Kingdom exhibited relatively stable consumption trends. Overall, the data reflects varying electricity demand patterns across economies at different stages of development.

2. Overview of global investments driving demand for power products

In this section, Crisil Intelligence has given details on global investments in power and related sectors including power generation by source, investment in power grids and storage, renewable energy investment and capacity additions clean energy investments, telecommunication and transport infrastructure investments and global trends shaping the power sector. The section also examines the evolving final energy consumption mix, highlighting the growing role of electricity and the changing contribution of various energy carriers under different energy transition scenarios.

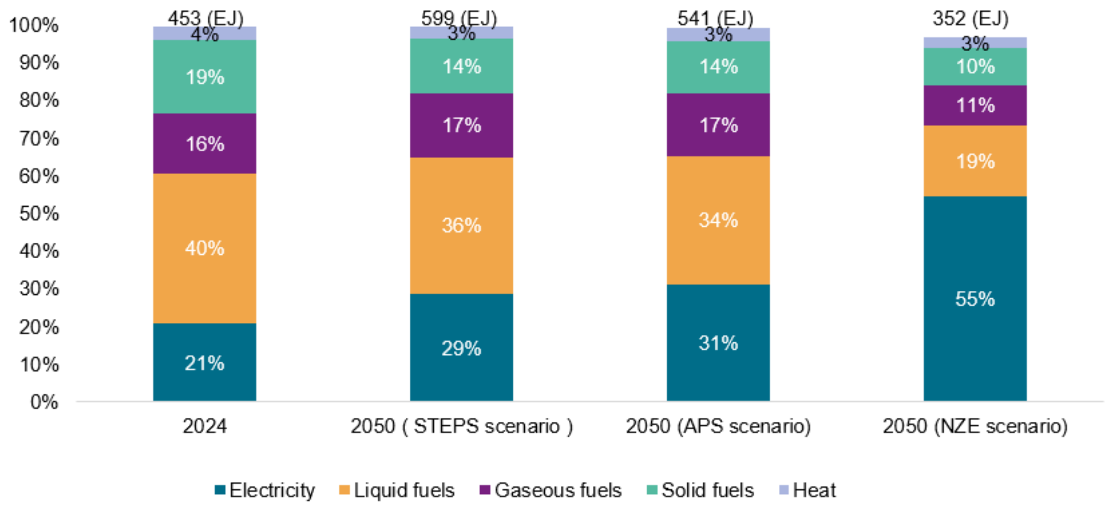
2.1 Distribution of final energy consumption

Following are the scenarios that are considered

- **Stated Policies Scenario (STEPS): This scenario is designed to reflect the impact not just of existing policy frameworks, but also of today's stated policy plans**
- **Announced Pledged Scenario (APS): The Announced Pledges Scenario (APS) assumes that all aspirational targets announced by governments are met on time and in full, including their long-term net zero and energy access goals**
- **Net Zero Emissions by 2050 Scenario (NZE): The scenario maps out a way to achieve a 1.5 °C stabilization in the rise in global average temperatures, alongside universal access to modern energy by 2030**

Total final energy consumption is projected to increase from 453 EJ in CY2024 to 599 EJ (+32.2%) in the STEPS scenario and 541 EJ (+19.4%) in the APS scenario by CY2050, while declining to 352 EJ (−22.3%) in the NZE scenario due to significant energy efficiency improvements. Across all scenarios, electricity emerges as the fastest-growing energy carrier, with its share rising from 21% (95 EJ) in CY2024 to 29% (172 EJ), 31% (169 EJ), and 55% (192 EJ) by CY2050, respectively. The declining share of liquid, gaseous, and solid fuels highlights the accelerating transition toward electrification and a lower-carbon energy system.

Total final energy consumption mix share



Note: The data is presented on a calendar-year basis (CY)
EJ Stands for exajoule.
Source: IEA, Crisil Intelligence

2.2 Global investments in power sector

Global power sector investments expected to post a growth of 30-35% by 2030 compared to 2023 based on APS scenario

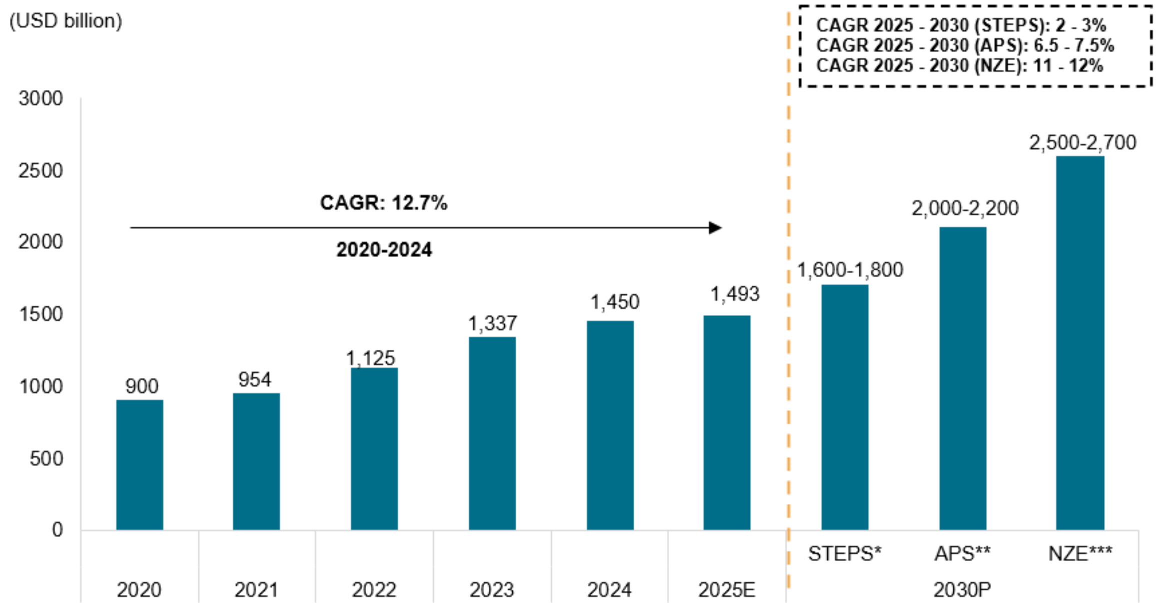
Global power sector investments increased from USD 900 billion in 2020 to USD 1,450 billion in 2024. Power sector investment grew by ~19% in 2023 and saw a further increase of 8% in 2024 to ~USD 1,450 billion. Major effect of the global energy crisis has been to accelerate the investments to deploy cleaner energy technologies. Moving forward, investments in power sector is estimated to moderately grow by ~3% to reach USD 1,493 billion by 2025 due to cost reductions for renewables and a decline in fossil fuels.

Global investments on renewables reached USD ~722 billion in 2023, driven by solar and wind investments. As there is a push for renewables in large markets such as USA, China, Europe and India, and the gradual decrease in supply chain pressures, higher capacity additions are expected in solar and wind power sectors going forward. As a result, 2024 investments in global renewables reached USD 760 billion.

Moving forward, the investments are estimated to further grow by ~3% to reach ~USD 780 billion by 2025. Despite recent uncertainty around interest rate cuts in 2025, the decrease in inflation in 2024 has led to lower costs for new debt, which is expected to support the financing of large-scale renewable energy projects. However, growing business uncertainty and potential economic slowdown may hinder some investments in the global power sector. Meanwhile, the electricity system is facing challenges, including lengthy permitting processes, rising equipment costs, and financing difficulties, which are slowing down the pace of investment. Grid infrastructure, in particular, has become a major bottleneck due to these issues, and it is likely to limit the deployment of new large-scale generation capacity in the near term. Efforts are underway to improve regulatory frameworks, business models, and financing structures, but it may take time to address these challenges.

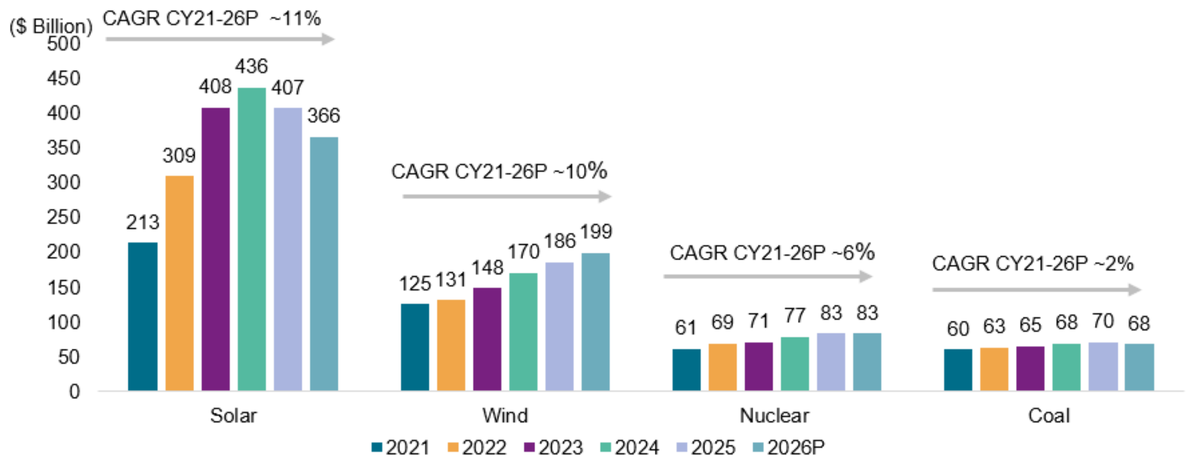
Moving forward, global power sector investments are estimated to rise to USD 1,600-1,800 billion by 2030 in STEPS scenario, majorly driven by investments in wind PV, solar PV and grids. In the APS scenario, investment is estimated to increase to USD 2,000-2,200 billion by 2030 as low-emissions sources of energy and storage technologies are deployed more rapidly than in the STEPS. In case of NZE scenario, investments in global power sector is estimated to reach USD 2,500-2,700 billion by 2030.

Global investments in power sector (projections based on multiple scenarios)



Note: E stands for estimated, P stands for projected;
**2030 projections based on Stated Policies Scenario (STEPS);*
***As per Announced Pledged Scenario (APS);*
****As per Net Zero Emissions (NZE) by 2050 Scenario*
2020-2025 numbers based on 2024 USD rates and as per World Energy Investment 2025; projection numbers based on 2023 USD rates and as per World Energy Outlook 2024
Source: IEA, Crisil Intelligence

Renewable Energy Leads Global Power Investments ($ Billion)



Note: The data is presented on a calendar-year basis (CY)
Source: World Energy Investment 2026, IEA, Crisil Intelligence

Global investment trends indicate that solar continues to attract the highest level of capital, increasing from USD 213 billion in CY 2021 to projected USD 366 billion in 2026, despite peaking at USD 436 billion in CY 2024. Wind investment is projected to grow steadily from USD 125 billion to USD 199 billion during the same period, reflecting sustained momentum in renewable energy deployment. Meanwhile, nuclear investment is expected to rise gradually from USD 61 billion to USD 83 billion, supported by its role in delivering reliable low-carbon baseload power. In contrast, investment in unabated coal remains relatively flat, increasing only marginally from USD 60 billion to USD 68 billion, underscoring the global shift in capital allocation toward cleaner energy technologies. Overall, solar and wind remain the primary beneficiaries of energy transition investments, significantly outpacing conventional power generation technologies.

2.3 Overview of global investments in renewable energy segment

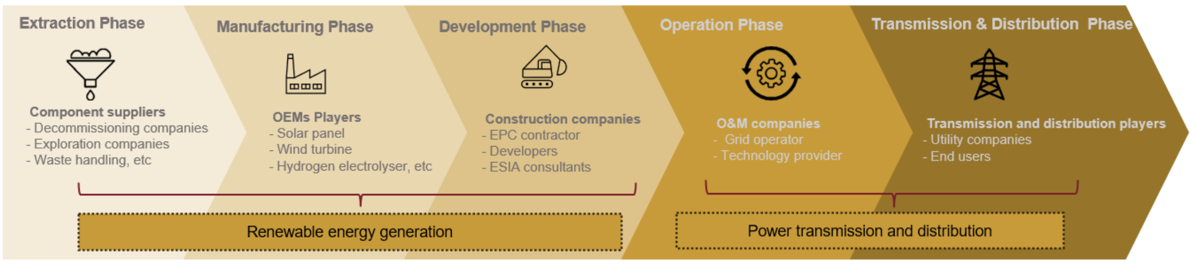
The renewable energy value chain is composed of two key stages:

- **Renewable energy generation**
- **Power transmission and distribution**

Within renewable energy generation phase, key processes include extraction phase, manufacturing phase and development phase, whereas in power transmission and distribution phase, operation phase and distribution phase are the major activities.

Additionally, a broad spectrum of stakeholders is engaged at each stage of the value chain, including material suppliers' equipment manufacturers, original equipment manufacturers (OEMs), project developers and owners, EPC contractors, operators, technology providers, end users, recyclers, etc. Moreover, the advancement and scalability of the renewable energy projects are contingent upon the involvement of various enablers, including policy makers.

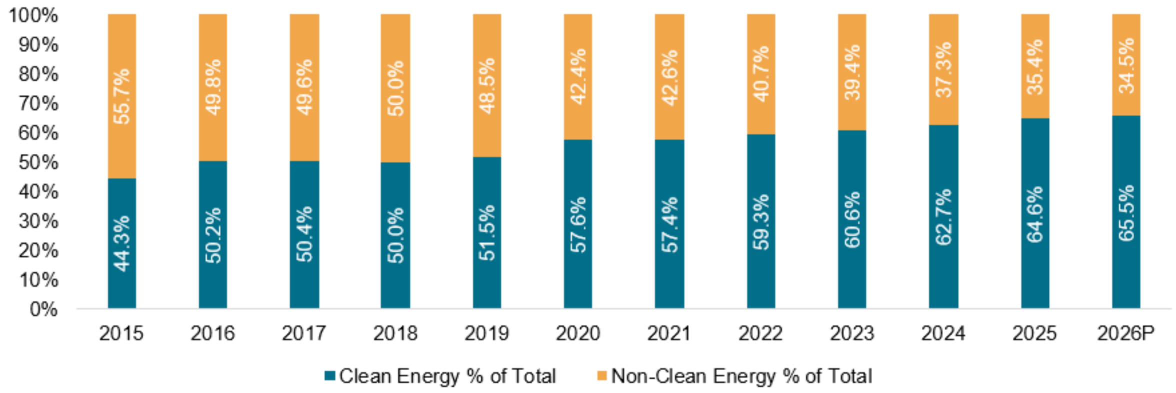
Value chain of renewable energy power generation



Note: ESIA- Environmental and Social Impact Assessment, EPC: Engineering, Procurement and Construction
Source: World Economic forum, Crisil Intelligence

2.4 Global energy investment: Total vs. Clean energy share (2015–2026)

Share of Clean and Non-Clean Energy Investment (2015–2026)



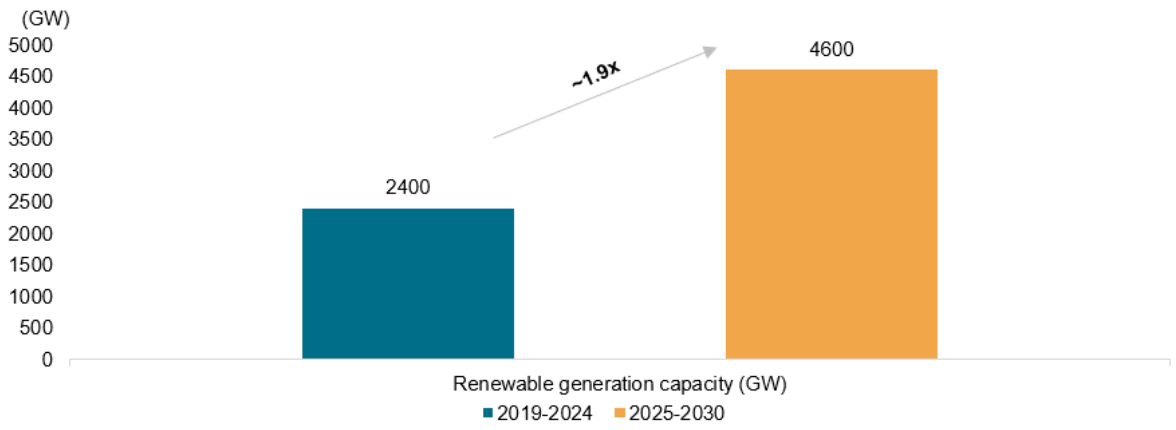
Note: P stands for projected
The data is presented on a calendar-year basis (CY).
Source: IEA, Crisil Intelligence

The share of clean energy in the total energy mix has increased steadily from 44.3% in CY 2015 to an estimated 65.5% in CY 2026, reflecting the accelerating adoption of renewable and low-carbon energy sources. Over the same period, the share of non-clean energy is projected to decline from 55.7% to 34.5%, indicating a gradual transition towards a cleaner energy mix. The shift has become more pronounced since 2020, driven by increasing investments in renewable energy, supportive government policies and global decarbonization initiatives, highlighting the ongoing transformation of the energy sector.

2.5 Renewable electricity capacity growth

Global renewable electricity generation capacity is projected to expand significantly over the 2025–2030 period, with cumulative capacity additions expected to reach approximately 4,600 GW, compared with around 2,400 GW during 2019–2024. This acceleration reflects strong policy support, declining technology costs and rising investments in renewable energy across major economies. Solar PV is expected to remain the primary growth driver, accounting for the majority of new capacity additions, supported by utility-scale projects and distributed installations, while wind power is also expected to contribute meaningfully to the expansion of global renewable capacity.

Global renewable electricity generation capacity



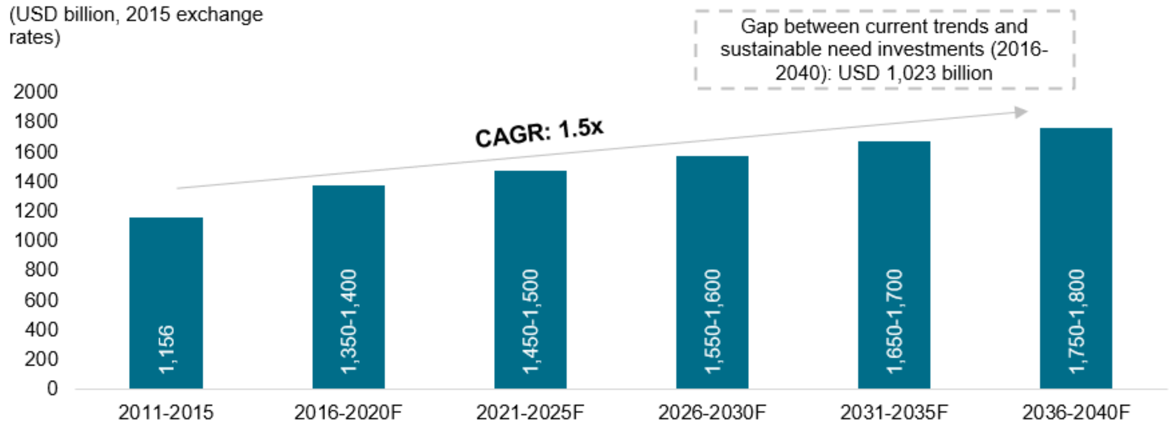
Note: The data is presented on a calendar-year basis (CY).
Source: IEA, Crisil Intelligence

2.6 Overview of global investments in telecommunication & transport infrastructure and growth outlook

Average annual investment in telecommunication sector to increase from USD 233 billion to USD 314 billion leading to higher requirement of power & electric equipment

As per G20 Global Infrastructure Outlook Report, global investments in the telecommunication sector increased from USD 240 billion in 2010 to USD 296 billion in 2015 at a CAGR of 4.3%. Average annual spending was USD 233 billion during these years. Based on current trends, cumulative investments in the sector will be ~USD 7,838 billion (2016-2040) recording an average of USD 314 billion. Based on investment needs to achieve sustainable development goals, investments between 2016 and 2040 should be ~USD 8,861 billion, at an annual average of USD 354 billion.

Global telecommunication infrastructure spending



Note: All numbers based on 2015 US dollar prices and exchange rates; forecasts based on current trends given in Global Infrastructure Outlook by G20
Source: G20 Infrastructure Outlook, Crisil Intelligence

Globally the digital transformation is evolving faster. The average mobile data traffic per active smartphone (is projected to grow from 17 GB per month in 2023 to around 42 GB per month in 2029. Additionally, 5G is expected to become the dominant mobile access technology by subscription in 2028. Global 5G subscriptions[1] are forecast to reach close to 5.6 billion in 2029, making up 60 percent of all mobile subscriptions at that time.

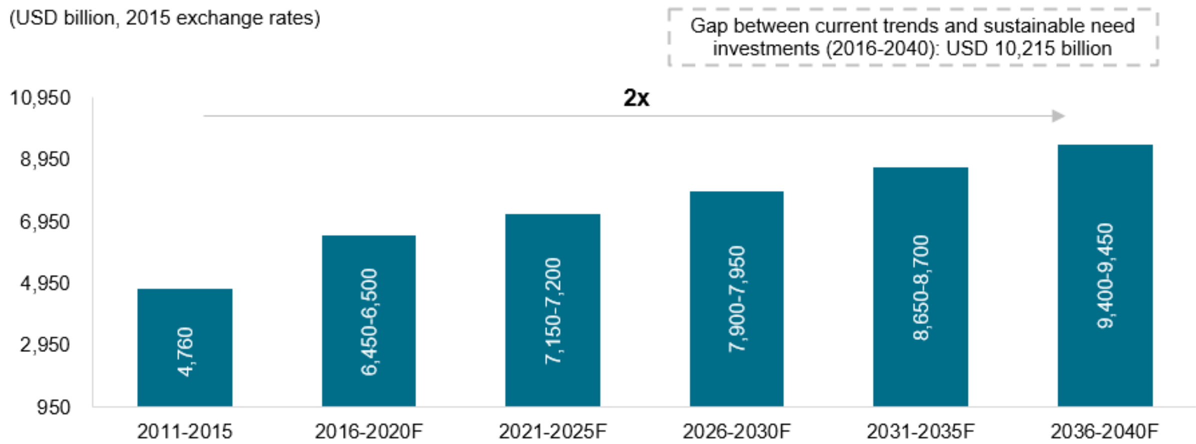
Countries with large population like India have shown very positive growth in terms of internet subscribers, growing from 422.2 million subscribers in FY17 to 954.4 million subscribers in FY24. The wired-broadband market in India also found a strong uptake amid the pandemic, thanks to higher data-usage need, driven by work and study at home. The number of wired broadband subscribers increased from 18.2 million in FY17 to 40.1 million in FY24. To increase the broadband connectivity further, Indian government has approved Rs 1.39 trillion outlay for BharatNet telecom project for providing last mile connectivity across 6.4 lakh villages in India.

Increase in investments in the transport sector to further drive demand for power & electric equipment

As per G20 Global Infrastructure Outlook Report, global investments in the transport & mobility sector remained fairly constant between 2010-2015 in the range of USD 975-982 billion. Average annual spending was USD 977 billion during these years. Governments are allocating investments in building extensive road networks for freight transportation, ports, tunnels, airports and commercial buildings. There is a steady growth in personal mobility (including intercity) and road freight transportation over longer distances with shorter turnaround time. Based on current trends, cumulative investments in the sector will be ~USD 39,660 billion (2016-2040) recording an annual average of USD 1,586 billion. Based on investment needs to achieve sustainable development goals, investments between 2016 and 2040 should be ~USD 49,875 billion, at an annual average of USD 1,995 billion.

[1] *As per Ericsson Mobility report, 5G subscription is counted as such when associated with a device that supports New Radio (NR), as specified in 3GPP Release 15 and is connected to a 5G-enabled network.*

Global transport & mobility investments

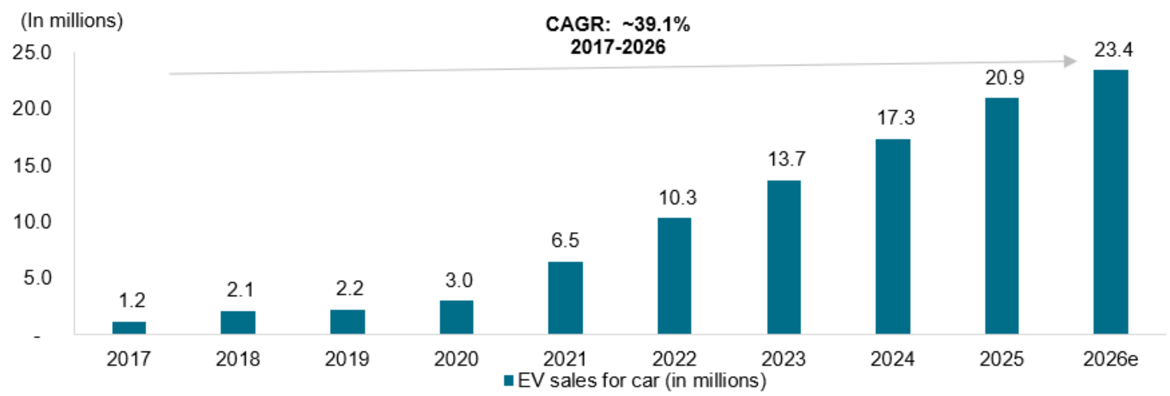


Note: all numbers based on 2015 US dollar prices and exchange rates; forecasts based on current trends given in Global Infrastructure Outlook by G20
Source: G20 Infrastructure Outlook, Crisil Intelligence

Global sales of electric cars neared ~20.9 million in 2025

Global electric vehicle (EV) sales increased from 1.2 million units in 2017 to an estimated 23.4 million units in 2026, registering a CAGR of approximately 39% during the period. The increase in sales reflects the gradual expansion of EV adoption across major markets, supported by evolving regulatory frameworks, advancements in vehicle and battery technologies, and improving charging infrastructure. Going forward, continued investments in the EV ecosystem and broader product availability are expected to support the segment's growth trajectory, although the pace of growth may vary across regions depending on policy support, infrastructure development, and consumer demand.

Global sales of electric cars (2017-2024)

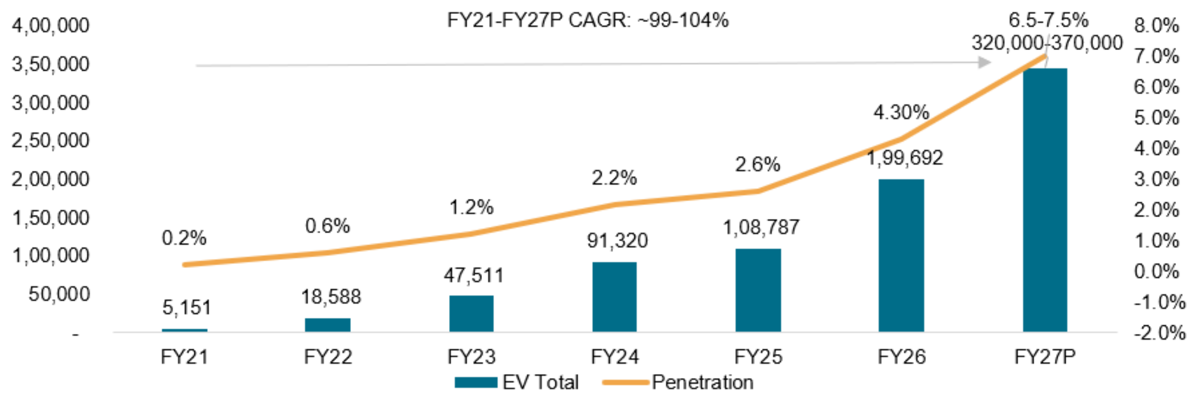


Note: e stands for estimated
Years are in CY
Source: IEA, Crisil Intelligence

Electric passenger vehicle (EV) penetration in India is projected to increase to 6.5-7.5% in FY 27

EV sales for passenger vehicles in India are expected to witness strong growth through FY27P, supported by increasing model availability and improving market penetration. Sales are projected to rise from around 5,100 units in FY21 to 320,000–370,000 units by FY27P, translating into a CAGR of approximately 99–104%. EV penetration is expected to increase from 0.2% in FY21 to 6.5–7.5% by FY27P, while the number of available EV models is projected to expand from 3 in FY18 to 29 by FY26. The broader product portfolio and higher participation from OEMs are expected to support wider consumer adoption and contribute to the continued growth of the passenger EV market.

EV sales for passenger vehicles- India (FY21-27P)



Source: Crisil Intelligence

3. Assessment of Indian electrical wires and cables and Power conductors industry

3.1 Introduction to electrical wires and cables

Electrical wires and cables are essential components used for transmitting electricity, data, or signals. While a wire typically consists of a single conductor, a cable is an assembly of one or more conductors, often insulated and bundled together. There are various types and varieties of cables, each designed to perform a specific function. Classification is based on the core structure of the conductor metal (majorly copper and aluminium), number of cores, type of insulation material and arrangement, etc.

Power and electrical cables are segmented into the following, based on voltage capacity

Category	Voltage Capacity
Low Tension / Voltage (LV)	Generally, below 3.3kV
High and Medium Tension / Voltage (HV)	Generally, between 3.3KV to 33.0kV
Extra High voltage (EHV)	Generally, above 33 KV

Source: Crisil Intelligence

Major uses of power cables are in the power sector (central, state and private electricity utilities) and sectors like petrochemicals, mining, steel, non-ferrous, shipbuilding, cement, railway, and defence.

The performance and durability of cables depend on the quality of raw materials. Specialized applications require superior chemical, mechanical, thermal and electrical performance from cables, resulting in usage of high-performance materials in cable built and manufacturing process. Additionally, it is seen that in order to achieve properties suited for varying applications, every cable has a distinguished construction. In India, the cables and conductors' industry are constrained by the raw material price risk and stiff competition.

The number of SKUs of cables and wires are very high, with 500-600 fastest selling SKUs, differing in application and offering variation in cross-sectional area (size), number of cores used, core material (mainly copper or aluminium), insulation material used, armoured or unarmoured construction for strength, etc.

Type of cables and its applications

Types of cables	Description	Applications
Railway signal cables	Railway signal cables are specialized cables designed to provide reliable and safe transmission of signal information for railway operations. These cables are designed to withstand harsh environmental conditions, such as extreme temperatures, vibration, and moisture, and are used to control and monitor railway signals, track circuits, and other safety systems.	Used in railway signalling systems to control and monitor train movements, track circuits, and other safety systems, ensuring safe and efficient railway operations.
Building Wires	Building wires are usually made up of copper and aluminium. These are majorly used in residential settings and their carrying capacity/voltage depends on their end use.	Commonly used in everyday household items like for connecting household appliances, power outlets, etc.
Communication	Communication cables are specifically designed to	Used for transmission of data/ voice/

Types of cables	Description	Applications
Cables	support data transmission across distance at high speed and minimal loss. Examples include, LAN cables, Optic fibre cables, etc.	video signals at high speed without major energy loss.
Control and Instrumentation cables	Control and Instrumentation cables are generally used in industrial settings to carry low voltage signals with high accuracy. These cables are properly shielded to ensure no external signal interference and are mainly used to monitor/ control electric systems. The functions of measurement and control are vital in manufacturing and processing applications.	Few of the applications include industrial equipment control, process controls, for e.g. in oil and gas or chemical plants, or mass transit systems which require cables to be heat resistant, resistance due to harsh environment and chemicals, etc.
Power Cable	A power cable is an assembly of two or more conductors with insulation and a protective jacket. The power cables industry is classified into low voltage (3.3 kV and below), medium voltage and high voltage (3.3-33.0 kV), and extra high voltage (33 kV and above) cables. These cables are predominantly used in sub-transmission and distribution of power.	Transmission and distribution of electricity in mainly commercial and industrial settings
Other special 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, Solar cables, which are required to have lifetime reliability of up to 30 years, resistance to extreme temperatures (-40°C to 120°C), ozone, and ultraviolet (UV), halogen free, flame and fire retardancy, etc.	Multiple specialized applications including sonar detection, mine sweeping and defense purposes across industries like marine, defense, aerospace, etc.

Source: Crisil Intelligence

3.2 Overview of India wires and cables market

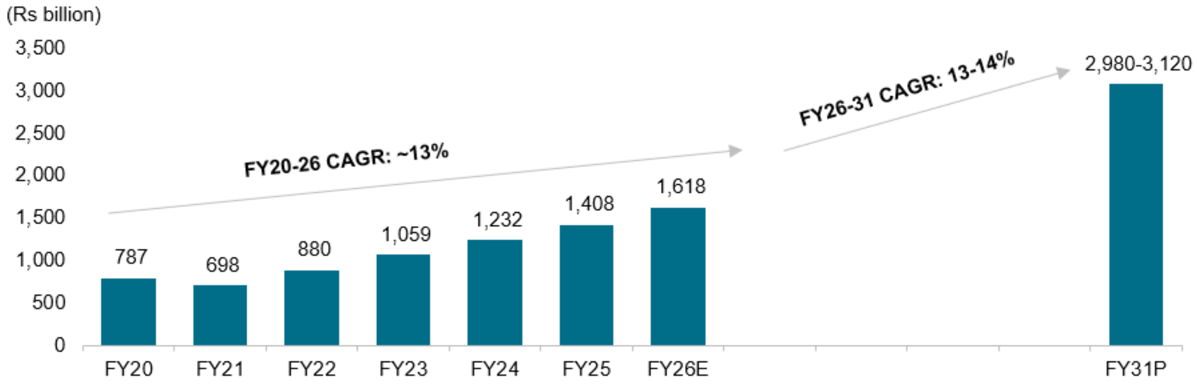
India wires & cables market to grow at 13-14% CAGR between FY26-31

In FY26, cables and wire market was valued at ~Rs 1,618 billion, up from Rs 787 billion in FY20, registering a CAGR of 13%. This notable surge can be primarily attributed to a remarkable growth of High Voltage (HV) & Extra-High Voltage (EHV)- 33 kV and above cables and Elastomeric Cables also known as rubber cables, are a type of electrical cable that uses an elastomer (a flexible, rubber-like material) for insulation and/or sheathing, which have registered exponential growth on the back of increased expansion of transmission lines and electrification initiatives in rural areas. Other cable categories contributing substantially to the accelerated market growth include PVC Control Cables & Instrumentation, and building, driven by pickup in construction activities in both commercial and residential sectors. Additionally, the expansion is also driven by higher production volumes and elevated realizations due to rising commodity prices.

Looking ahead, Crisil Intelligence projects the wires and cables market to grow at a CAGR of 13-14% between FY26 and FY31, reaching Rs 2,980-3,120 billion by FY31. This robust growth will be driven by substantial investments in distribution networks under the Revamped Distribution Sector Scheme (RDSS) in the lower voltage segment, as well as investment plans by Central Transmission Utility Limited (CTUIL), the Inter-State Transmission System (ISTS), and the Green Energy Corridor (GEC) in the high voltage segment. Along with this, over long-term investment in building & construction is projected to increase at an average annual rate of 3-5% between fiscal years 2027 and 2031, in line with the growth in residential demand.

Additionally, ongoing expansion of data centers (backed by rapid digitalisation and cloud adoption, rising AI workloads, favourable regulations and policy support), expanding digital connectivity, smart grid investments, etc. will further support market expansion.

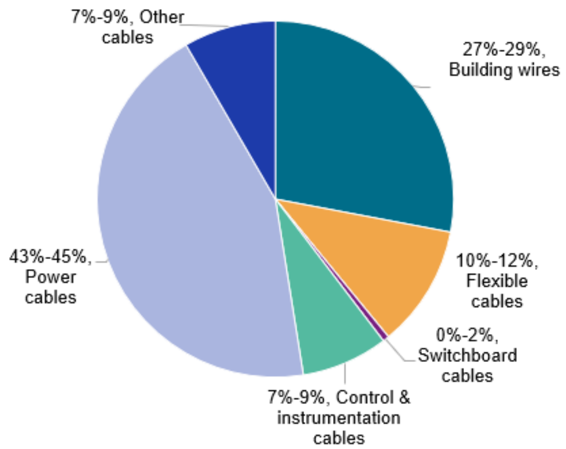
Market size of wires and cables in India



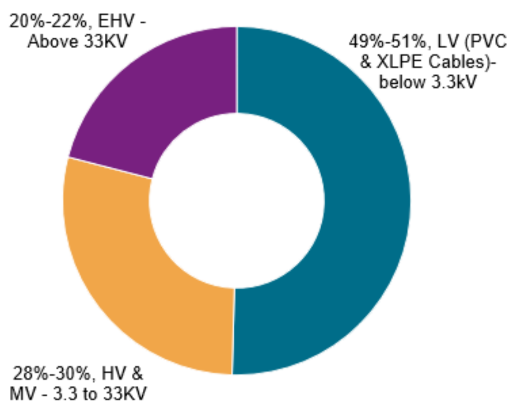
Note: The market size estimates for the Indian wires and cables sector have been updated by CRISIL Limited from the data included in its previous report titled 'Assessment of cables, conductors industries and investments in power sector in India' dated September 2025. These revisions are pursuant to a change in methodology adopted by Indian Electrical & Electronics Manufacturers' Association (IEEMA) for certain product categories as well as consequential recalibration by CRISIL Limited of its estimation framework, including refinement of the organised–unorganised market split. Pursuant to these changes, certain historical organised-market size and implied growth have been revised, which may affect previously reported figures and growth rates. The revised estimates are based on triangulation with industry participants and external data sources that intend to provide a more accurate and consistent view of current market trends.
Source: IEEMA, Crisil Intelligence

Power transmission cables formed the highest market share in FY26 in value terms

Segment wise split of cables and wires market (FY26)



Segment wise split of power transmission cables (FY26)



Source: IEEMA, Crisil Intelligence

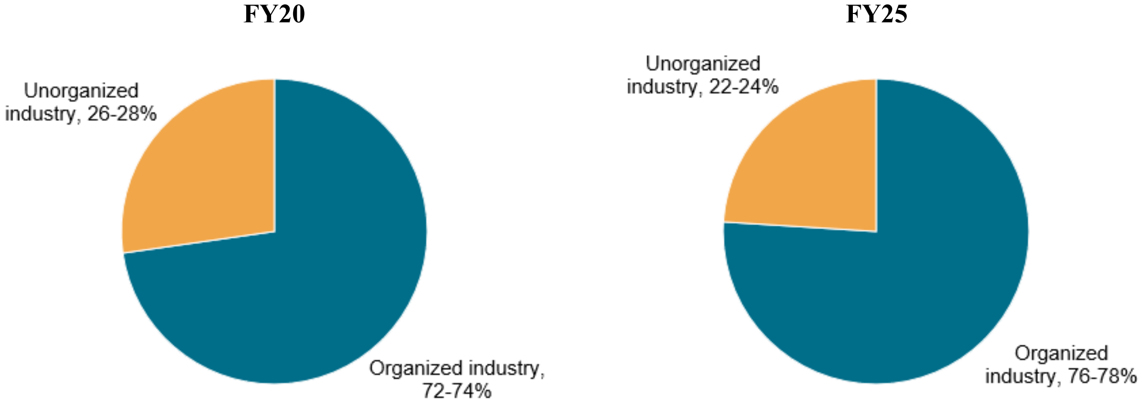
In FY26, power transmission cables formed the highest market share in the overall domestic cables and wire industry at 43-45%, followed by building wires at 27-29%.

Within power transmission cables, Low Voltage Polyvinyl Chloride (LV-PVC) and Cross-Linked Polyethylene (XLPE) Cables had the highest share of 49-51%, followed by HV and MV (11 kV, 22 kV and 33 kV) at 28-30% and EHV (33 kV and above) at 20-22%. The continued expansion of power transmission and distribution infrastructure, growth in renewable energy integration and increasing investments in grid modernization are expected to drive demand for Medium Voltage (MV), High Voltage (HV) and Extra High Voltage (EHV) cable systems.

The presence of high share of power transmission cables in owing to favourable government initiatives in power segment like rural electrification schemes, railway electrification, etc.

Additionally, increasing construction spends in building segments coupled with growing Fast-Moving Electric Goods (FMEG) industry is contributing to the demand of building wires.

Organized players dominate the overall domestic cables and wires industry



Source: IEEMA, Crisil Intelligence

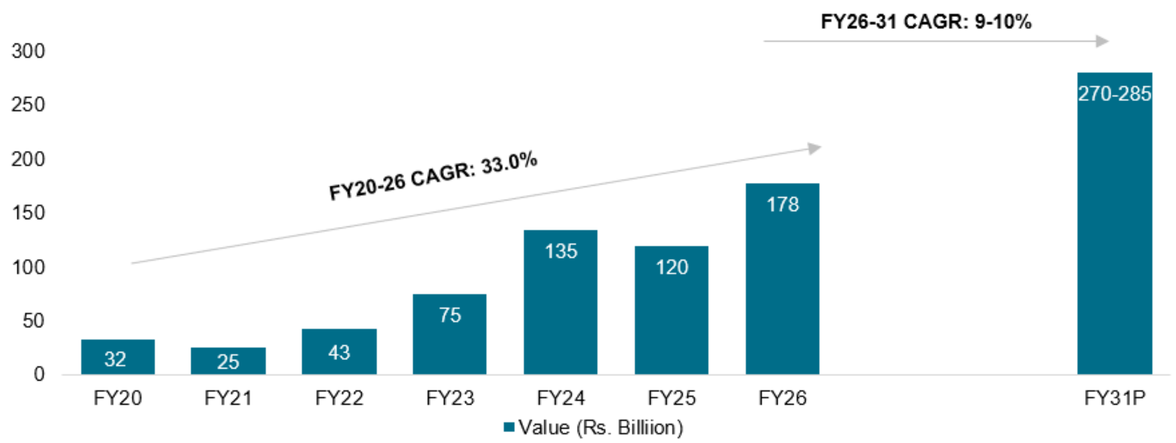
The share of organized players has improved between FY20 and FY25 from ~72-74% to 76-78%. Consequently, share of unorganized industry has dropped from 26-28% in FY20 to 22-24% in FY25.

Additionally, within the overall industry, share of organized players is relatively higher in cables like power transmission cables.

Moving forward, the share of organized players is expected to increase further as the industry consolidates.

3.3 Exports of wires and cables to grow at a CAGR of 9-10% between FY26-31

Export value for wire and cables

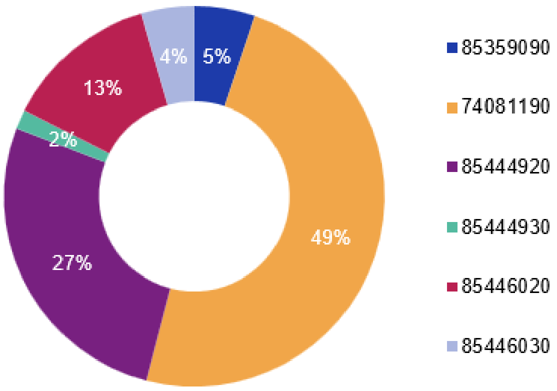


Note: Crisil Intelligence has considered following HSN codes for the analysis of wires and cables exports from India- 74081190, 85359090, 85444920, 85444930, 85446020, 85446030. These include copper wires, plastic insulated conductors, etc.
P: Projected
Source: Ministry of Commerce & Industry, Crisil Intelligence

The exports of wire and cables grew to ~Rs 178 billion in FY26, marking a substantial increase from Rs 32 billion in FY20 and registering a CAGR of 33.0%. This growth can be principally attributed to increase in renewable energy projects, rapid electrification, EVs, and data centers. China+1 is also working for cables specifically. Western utilities, contractors, and distributors are actively qualifying alternative suppliers, and Indian cable manufacturers that already hold international certifications (UL, CPR, AS/NZS) are capturing this diversification demand. Some of the key export partners for wires and cables in FY26 include Saudi Arabia, USA, UAE, UK, Australia, etc. Export destinations for wires and cables among African countries was led by Nigeria, South Africa, Liberia, Tanzania, Kenya etc.

Moving forward, Crisil Intelligence expects cables and wires export to moderate and grow at a CAGR of 9-10% between FY26-31 and reach Rs 270-285 billion in FY31.

HS code wise share of export of wires and cables for FY26



Export code	Description
74081190	OTHR COPPR WIRE WTH MAX CRS-SEC DIAMTR>6MM
85359090	OTHERS
85444920	PLSTIC INSLTD CNDCTRS FR <= 1000V NOT FITTED WITH CONNECTORS
85444930	RUBBER INSLTD CNDCTRS FR <= 1000V USED FOR NOT FITTED WITH CONNECTORS
85446020	PLASTIC INSLTD CNDCTRS FR VLTGE >1000 V
85446030	RUBBER INSLTD CNDCTRS FR VLTGE >1000 V

Source: Ministry of Commerce & Industry, Crisil Intelligence

Country wise export value of wires and cables for FY26

Number	Country	Share in export (FY 26)
1	Saudi Arabia	45%
2	United States of America (USA)	12%
3	United Arab Emirates (UAE)	10%
4	Australia	4%
5	Nepal	3%
6	United Kingdom (UK)	3%
7	Nigeria	2%
8	Qatar	2%
9	Russia	1%
10	Germany	1%
11	Others	19%

Note: Above percentage value may not add to 100% due to rounding off error.
Source: Ministry of Commerce & Industry, Crisil Intelligence

Saudi Arabia was the largest export destination for India's wires and cables in FY26, accounting for 45% of total exports. The United States and the UAE were the next largest markets, contributing 12% and 10%, respectively. Other key export destinations included Australia, Nepal, the UK, Nigeria, Qatar, Russia, and Germany, each with relatively smaller shares. The remaining 19% of exports were distributed across other international markets, indicating a broad export footprint.

Cables and wires production crossed 21.2 million km in FY26

The cable industry is dependent on the availability and quality of specialized polymer compounds, which play a critical role in determining the performance, reliability and longevity of cable products. The increasing investments in power transmission and distribution infrastructure, renewable energy integration, urbanization and industrial development are expected to continue driving demand for power cables across voltage segments. These trends are expected to support corresponding demand for polymer compounds used in cable manufacturing.

In FY26, cables and wire production in India crossed 21.2 million km, up from 14.7 million km in FY20, registering a CAGR growth of 6.3%.

Collectively, the growth momentum for specialty product segments is underpinned by strategic sectoral investments, evolving industry requirements, technological advancements, and a supportive policy environment all contributing to the sector' expansion.

Total production of cables and wires

Production (in '000 kms)	FY20	FY21	FY22	FY23	FY24	FY25	FY26	CAGR FY20-26
LV (PVC & XLPE Cables) – 1.1 kV and 3.3 kV	617	478	472	567	645	736	798	4.4%
MV & HV- 11 kV, 22 kV and 33 kV	49	54	49	57	97	118	139	19.0%
EHV- 33 kV and above	6	3	3	5	9	11	12	13.2%

Production (in '000 kms)	FY20	FY21	FY22	FY23	FY24	FY25	FY26	CAGR FY20-26
Control and instrumentation cables	626	543	598	758	845	740	888	6.0%
Elastomeric cables	165	158	158	200	203	258	164	0.0%
Jelly filled cables	129	84	86	47	53	34	29	-22.1%
Switchboard cables	890	781	834	1,041	1,035	1,154	721	-3.4%
Building wires	8,966	7,793	8,685	10,951	11,368	11,998	13,062	6.5%
Flexible cables	3,265	3,056	3,519	4,243	4,955	5,212	5,421	8.8%
Total Production (in '000 kms)	14,713	12,950	14,404	17,870	19,209	20,261	21,236	6.3%

Note: The market size estimates for the Indian wires and cables sector have been updated by CRISIL Limited from the data included in its previous report titled 'Assessment of cables, conductors industries and investments in power sector in India' dated September 2025. These revisions are pursuant to a change in methodology adopted by Indian Electrical & Electronics Manufacturers' Association (IEEMA) for certain product categories as well as consequential recalibration by CRISIL Limited of its estimation framework, including refinement of the organised–unorganised market split. Pursuant to these changes, certain historical organised-market size and implied growth have been revised, which may affect previously reported figures and growth rates. The revised estimates are based on triangulation with industry participants and external data sources that intend to provide a more accurate and consistent view of current market trends
Production data of Elastomeric cables is in core kilometres
LV-PVC: Low Voltage Polyvinyl Chloride
XLPE: Cross-Linked Polyethylene
MV: Medium Voltage
HV: High Voltage
EHV: Extra-High Voltage
CAGR and Total Production numbers might differ due to rounding off error
Source: IEEMA, Crisil Intelligence

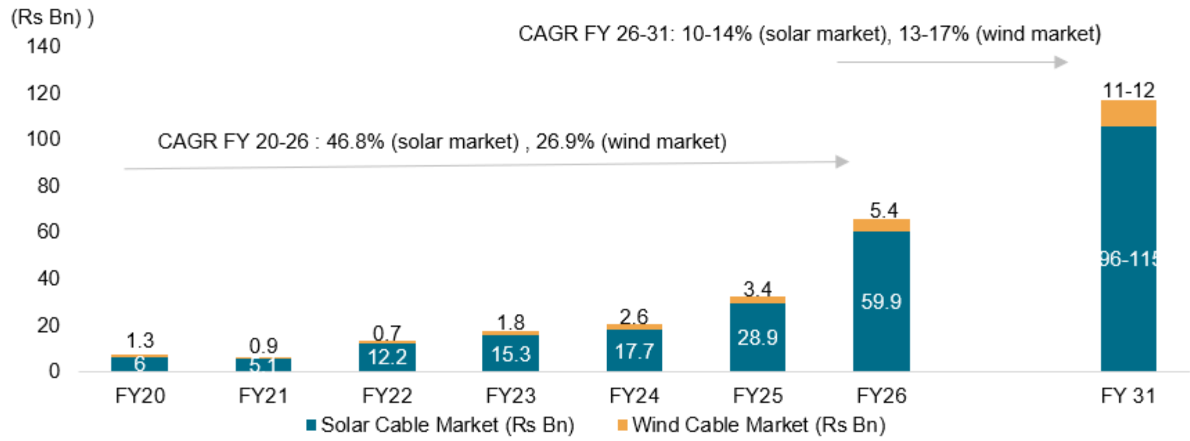
3.4 Increasing demand of E-beam irradiated cable

Within the wire and cable sector, electron beam (E-beam) irradiation offers improved cross-linking and polymer modification for wire, cable, and tubing items. Typically, this process does not necessitate additives and poses no risk of generating hazardous chemical by-products, thereby proving to be more ecofriendly than conventional wires. This technology leads to the enhancement of their mechanical, thermal, and chemical-resistant properties, resulting in overall improved physical characteristics. This includes reduced thickness, higher temperature resistance, and increased current-carrying capacity, ultimately extending the cables' lifespan. Moreover, e-beam cross-linking not only augments durability and current capacity but also mitigates the risk of fires caused by overload or short circuits, thus safeguarding lives and property. Due to their extended lifespan and superior performance compared to traditional cables, e-beam cross-linked cables are witnessing increased demand owing to their widespread adoption in commercial, industrial as well as medical industry

3.5 Indian solar and wind cable market: Historical trends and growth outlook (FY20–FY31)

The solar cable market has witnessed significant expansion over the past few years, increasing from Rs 6.0 billion in FY20 to Rs 59.9 billion in FY26, reflecting a 46.8% CAGR. This growth has been supported by rising solar power installations and the increasing deployment of renewable energy infrastructure. Looking ahead, the market is projected to reach Rs 96–115 billion by FY31, implying a 10–14% CAGR over FY26–FY31. In comparison, the wind cable market increased from Rs 1.3 billion in FY20 to Rs 5.4 billion in FY26, registering a 26.9% CAGR. The market is expected to expand further to Rs 10–12 billion by FY31, supported by a projected 13–17% CAGR. Overall, both segments are expected to maintain a growth trajectory through FY31, with the solar cable market continuing to account for a larger share of the renewable cable market due to its relatively larger market size and sustained capacity additions.

Solar and wind cable market: Past performance and future projections



Source: Crisil Intelligence

3.6 Introduction to conductors

Conductors are used in transmission and distribution lines to deliver bulk power from generating stations to the load centres and large industrial consumers. The transmission system delivers bulk power from power stations to the load centres and large industrial consumers beyond the economical service range of the regular primary distribution lines whereas distribution system delivers power from power sector or substations to the various consumers.

There are different type of Conductors such as all aluminium conducts (AAC), all alloy aluminium conductors (AAAC), aluminium conductors steel reinforced (ACSR), high ampacity conductors, AL-59 alloy conductors, High-Performance Conductors (HPC) and High Temperature Low Sag (HTLS). Bulk power transmission is generally done over bare, overhead conductors at voltage levels of 220 kV and above.

Major types of Conductors

Conductor	Description
AAC – All Aluminium Conductors	The AAC conductors are used in low and high voltage overhead lines, majorly in urban areas where spans are usually short but high conductivity is required.
ACSR – Aluminium Conductor Steel Reinforced	ACSR conductor is a high-capacity, high-strength stranded conductor typically used in overhead power lines due to its superior conductivity, low weight and low cost.
AAAC – All Aluminium Alloy Conductors	AAAC conductors are made from high strength Aluminium Magnesium-Silicon Alloy, designed to get better strength to weight ratio and offer improved electrical properties, excellent sag-tension characteristics and superior corrosion resistance when compared with ACSR.
ACSS - Aluminium Conductor Steel Support	ACSS conductor is a high-temperature, low-sag stranded conductor typically used in overhead power lines due to its superior heat resistance, high strength and low sag characteristics.
Eco-conductors	ECO conductors are designed to reduce energy losses and minimize environmental impact, offering improved conductivity, lower resistance and enhanced durability, making them suitable for use in eco-friendly power transmission and distribution systems.
MVCC- MV overhead covered conductor	MVCC conductors are designed to improve the reliability of electricity distribution, consisting of a conductor surrounded by an insulating covering to prevent accidental contacts with other conductors or grounded parts, and are suitable for medium-voltage applications between 6.6KV to 33KV.
AECC - Aluminium Encapsulated Carbon Core Conductor	AECC conductors feature a pre-tensioned carbon fiber core protected by a seamless aluminium encapsulation layer, delivering 2-3 times the capacity of ACSR with half the line losses, while maintaining low thermal sag and compatibility with traditional installation methods, making them a cost-effective solution for grid modernization.
OPGW- Optical Ground Wire/ Optical fibre composite overhead ground wire	OPGW is a type of cable/ wire used in transmission lines construction. Additionally, OPGW replacing earth wires expected to create backbone for intercountry high-capacity data transmission across all transmission networks.
High ampacity conductors	These conductors are designed to carry a large amount of current without significant voltage drop or overheating. They typically have larger cross-sectional area, which reduces resistance and allows them to carry higher currents safely.
AL-59 alloy conductors	These are alloy conductors of Aluminium + Magnesium + Silica Alloy type. They have high

Conductor	Description
	conductivity and hence have less DC resistance and high current carrying capacity.
HPC - High Performance conductors	High Performance Conductor (HPC) is stranded with combination of annealed aluminium or aluminium alloy wires for conductivity and reinforced by core wires. High Performance Conductors are capable of continuous operation at temperatures in excess of 150ºC with stable electrical and mechanical properties.
HTLS – High Temperature Low Sag Conductors	HTLS are made from Aluminium Conductor Alloy Reinforced (ACAR) or Aluminium Conductor Steel Reinforced (ACSR) which enhance their mechanical strength and thermal stability as these conductors are designed to operate at temperatures up to 250°C or higher making them ideal for high-voltage transmission lines.
TS Conductor	TS Conductors is an overhead transmission conductor designed for high-temperature operation (150°C to 250°C) while maintaining significantly lower sag, higher ampacity, and superior long-term mechanical performance

Source: Crisil Intelligence

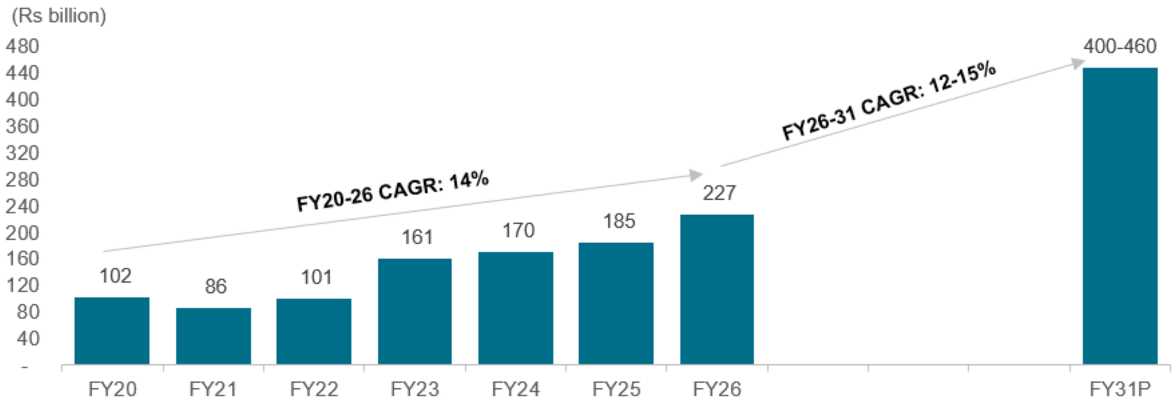
3.7 Overview of conductors

Market size of conductors to reach ~Rs 400-460 billion by FY31

In FY26, total market size of conductors reached Rs 227 billion up from Rs 102 billion in FY20, registering a CAGR growth of 14%. Major factors influencing this demand include railway electrification, reconductoring, healthy transmission line additions, etc.

Moving forward, Crisil Intelligence expects conductor industry to grow at a CAGR of ~12-15% from FY26-31 due to ongoing government schemes in power segment as well increased exports of conductors from India.

Market size: Conductors

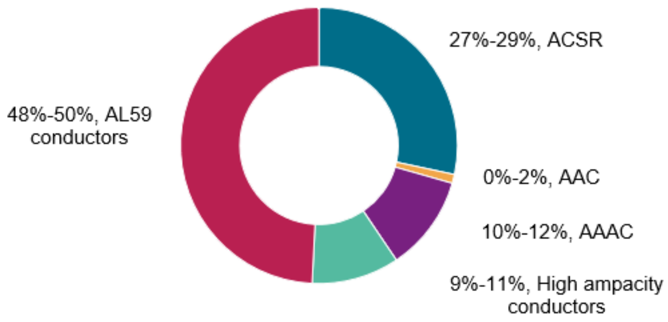


Note: P - Projected
Source: IEEMA, Crisil Intelligence

AL59 conductors had the most share of 48-50% in the conductors' market in FY26

The conductor's market in India is dominated by AL59 conductor which accounts for a share of 48-50% and are increasingly preferred for their superior conductivity and better corrosion resistance, making them ideal for coastal and high-load regions. The demand for AL59 conductors is further supported by their higher current carrying capacity compared to ACSR, along with improved resistance to thermal expansion, which makes them suitable for long-span transmission. In addition, the market is witnessing a notable rise in the adoption of advanced conductors including high ampacity types which had a share of 9-11%. Meanwhile, ACSR, AAAC and AAC had a share of 27-29%, 10-12% and 0-2% respectively reflecting a shift towards more efficient power transmission solutions.

Segment wise share of conductors (FY26)



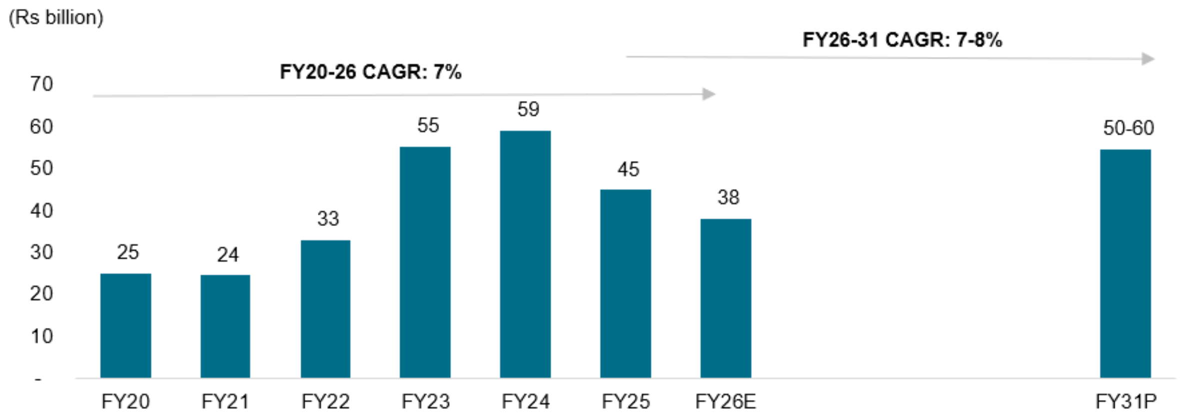
Source: IEEMA, Crisil Intelligence

Conductors export grew at a CAGR of 7% in value between FY20-26

The export demand of power conductors has grown at a CAGR of 7% between FY20-26 and reached Rs ~38 billion in FY26 from Rs 25 billion in FY20 due to increased international demand.

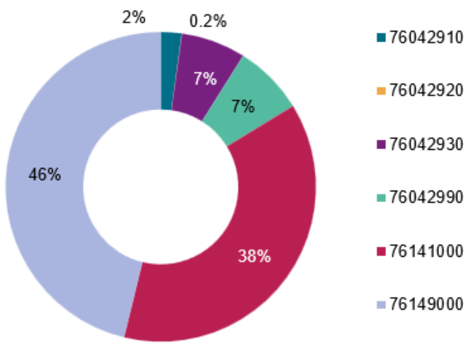
Furthermore, multilateral organizations such as the World Bank and International Bank for Reconstruction and Development (IBRD), are actively involved in funding various power transmission projects in regions including Africa, Central Asia, South, and East Asia, which are further expected to boost the exports of power conductors.

Export value of conductors



Note: Crisil Intelligence has considered following HSN codes for the analysis of conductor's exports from India- 76042910, 76042920, 76042930, 76042990, 76141000, 76149000. These include hard drawn bare Aluminium conductors steel re-in forced, wire rods, stranded wires, cables with steel core, etc.
Source: Ministry of Commerce & Industry, Crisil Intelligence

HS code wise share of export of conductors for FY26



Export Code	Description
76042910	HRD DRWN BARE ALMNM CONDCTRS STL RE-INFRCD
76042920	OTHER WIRE RODS
76042930	OTHER BARS AND RODS, OTHER THAN WIRE RODS
76042990	OTHR BARS, RODS PROFILS OF ALMN ALLOYS NES
76141000	STRANDED WIRE, CBLS ETC WTH STEEL CORE
76149000	OTHR STRNDED WIRE, CBLS PLAITD BNDS ETC

Source: Ministry of Commerce & Industry, Crisil Intelligence

Country wise export value of Conductors for FY26

Number	Country	Share in Export (FY26)
1	United States of America (USA)	37%
2	Iraq	8%
3	Guyana	6%
4	Chile	5%
5	Sweden	4%
6	Cameroon	3%
7	United Arab Emirates (UAE)	3%
8	United Kingdom (UK)	3%
9	Israel	2%
10	Nepal	2%
11	Others	27%

Source: Ministry of Commerce & Industry, Crisil Intelligence

The United States was the largest export destination for India's conductors in FY26, accounting for 37% of total exports. Iraq, Guyana, Chile, and Sweden were the next major export markets, contributing 8%, 6%, 5%, and 4%, respectively. Other notable destinations included Cameroon, the UAE, the UK, Israel, and Nepal, each accounting for 2–3% of exports. The remaining 27% of exports were distributed across other international markets, reflecting a diversified export base.

3.8 Conductors production stood at 654,038 MT in FY26

In FY23, conductors' production in India reached 419,653 MT. Newer technology conductors' entry in the market (high ampacity conductors and AL-59 conductors), drop in overall orders and the Covid-19 pandemic saw production of conductors drop between FY20-22.

Volumes recovered in FY23. Major factors contributing to this recovery included an overall upswing in exports, favourable government initiatives such as the REC and rural electrification initiatives fostering demand for conductors, and large planned capacity addition of renewable energy in the country, thereby providing an impetus to the growth of conductors' market in India. Additionally, infrastructure investments in Indian railways, Metros and High-speed rail are expected to grow exponentially, which will further boost the conductor industry. Consequently, the increasing thrust on high-voltage transmission lines will stimulate demand for high-voltage power conductors going ahead.

In FY26, production volume of conductors stood at 654,038 MT, compared to 454,805 in FY20 on the back of healthy demand.

Total production of conductors

Production	FY20	FY21	FY22	FY23	FY24	FY25	FY26	FY20-FY26 CAGR
Conductor volumes (in MT)	454,805	377,609	282,933	419,653	576,226	587,653	654,038	6.2%

Source: IEEMA, Crisil Intelligence

3.9 Processes involved in the manufacturing of cables and conductors

The manufacturing of cables and conductors is a complex process that involves several stages, each crucial to ensuring the final product meets the required performance standards. It begins with the selection of raw materials, where copper, aluminium, or steel are typically used for conductors due to their excellent conductivity and mechanical properties. These metals are drawn into wires through a process called wire drawing, where the material is pulled through a series of dies to reduce its diameter. The wires are then insulated using materials such as PVC, polyethylene, or rubber, depending on the application's specific needs. Insulation is applied through extrusion, where the polymer material is heated and moulded around the conductor. Afterwards the wires may undergo stranding, where multiple smaller wires are twisted together to form a larger, more flexible wire. In some cases, additional layers such as shields, or armouring are added for protection against physical damage or electromagnetic interference. The cables are then tested for electrical and mechanical properties, ensuring they can withstand the intended environmental condition, such as temperature fluctuations, moisture, and external stress.

Quality control measures such as inspection for defects like kinks or insulation gaps, are strictly adhered to, ensuring that the final product is durable, reliable and safe for use in various applications.

Key aspects involved in the manufacturing of cables and conductors

- Raw material Availability - Copper, aluminum, and their alloys are commonly used as conductors, with their purity being critical to achieving optimal conductivity. Insulating materials such as PVC, Polyethylene, or rubber must meet specific criteria for durability, flexibility and thermal resistance. The availability, cost, and quality of these materials are pivotal to maintaining steady production and competitive pricing.

- Design and Engineering - The design process is central to meeting specific industry requirements. This involves determining cable types based on factors such as voltage capacity, flexibility and environmental exposure. Advanced computer-aided design and simulation software are often used to optimize performance and efficiency

- Workforce Expertise and Training - A highly skilled workforce is essential for the operation of sophisticated machinery, troubleshooting production issues, and ensuring quality control. Continuous training is necessary to keep employees updated on the latest manufacturing technologies and safety standards.

- Packaging and Distribution - After production, cables are carefully wound onto drums or reels, labelled, and packaged for transport. Packaging must prevent damage to the product during the handling and transportation, particularly for long-distance shipments. Cables are often bundled or coiled in specific configurations to make them easier to store and deploy at the usage point

3.10 Key growth initiatives for power conductor and cables

Favourable government schemes and steps to address key issues to aid demand of cables and conductors

The government's effort to address key issues in the power sector, particularly in resolving supply bottlenecks affecting stressed assets are poised to increase the demand of power transmission equipment’s like conductors as well as cables. Initiatives such as SHAKTI, stressed asset resolution, etc. are expected to increase the overall efficiency. Additionally, as these distressed assets are brought back to online and operational efficiencies restored, there may be additional requirements for upgrading and modernizing the transmission infrastructure which will involve deployment of transmission equipment like conductors and cables to ensure efficient and reliable power transmission across the grid.

Some of the schemes/policies expected to contribute to the power sector are mentioned in the table below.

Select government initiatives/ schemes related to power sector

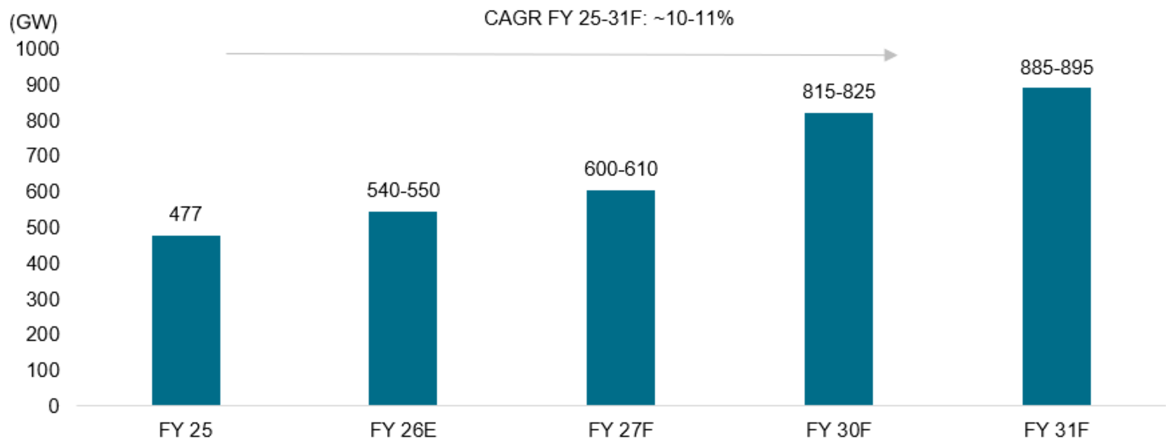
Government initiatives	Description
Policies aimed at alleviating stress on account of non-availability of domestic coal	In May 2025, the Government approved a revised version of the SHAKTI (Scheme for Harnessing and Allocating Koyala Transparently in India) Policy to simplify coal allocation and improve fuel availability for the power sector. The revised framework consolidates multiple coal linkage mechanisms into two allocation windows, promoting ease of doing business, greater competition, efficient utilization of thermal power capacity, and affordable electricity generation.
Stressed asset resolution makes further headway as IBC resumes post-pandemic	Large capacity additions without PPAs with distribution companies (discoms), lack of firm fuel supply and weak financials of discoms resulting in inability to pay generators, regulatory challenges, weak financials of promoters, and delays in project execution have led to a large part of the private sector generation capacity reeling under financial stress. Since the enactment of the Insolvency and Bankruptcy Code, 2016 (IBC), on May 28, 2016, stressed thermal power assets started seeing steady traction even as the law went through procedural amendments.
Developments in transmission and distribution segment will support generation segment	As per the National Electricity Plan (Volume-II Transmission), the transmission network is planned to expand from about 5.04 lakh circuit km (as on February 2026) to 6.48 lakh circuit km by 2032, and transformation capacity from about 1429 GVA to 2345 GVA. Inter-regional transmission capacity is also planned to increase from 120 GW (as on February 2026) to 143 GW by 2027 and further to 168 GW by 2032. Strengthening and expanding the regional and intra-state grids, along with improved rural electrification, is also likely to ease the grid congestion issues and supply constraints, benefiting power generators

Source: Crisil Intelligence

India’s Installed capacity to reach 885-895 GW mark by fiscal 2031

By fiscal 2031, RE capacity is expected to account for 52-57% of the installed base of 885-895 GW. As the country shifts its focus away from fossil generation, coal's share in the installed base is estimated to decline to 25-35% by fiscal 2031 from 35-40% in fiscal 2027. Other fossil fuels (including lignite, gas, and diesel) are expected to remain stagnant due to negligible capacity additions. Inclusion of hydro and nuclear power in non-fossil energy, as compared with coal plants, is expected to provide a fillip to non-fossil capacity (RE, nuclear, hydro and storage), taking it to ~600 GW by fiscal 2031. Crisil Intelligence estimates India will achieve its Panchamrit target of reaching 500 GW non-fossil energy capacity by 2030, as the estimated installed non-fossil capacity will reach 530-540 GW by fiscal 2030. Growing need for energy storage systems is expected to further drive capacity additions of PSP and BESS over the next five years. Storage installed capacity, which includes PSP and BESS, is expected to reach 50-55 GW by fiscal 2031.

India’s Installed capacity



Note: F – Forecasted
Source: Crisil Intelligence

Growing demand of cables and wires from building segment

The building and construction sector is largely dominated by investments in the residential real estate space with a share of ~90% as of fiscal 2026. Over long-term investment in building & construction is projected to increase at an average annual rate of 3-5% between fiscal years 2027 and 2031, in line with the growth in residential demand.

India's residential real estate market has demonstrated strong resilience, benefiting from regulatory reforms such as the Real Estate (Regulation and Development) Act (RERA), which has enhanced transparency, improved governance standards, and strengthened homebuyer confidence. Rising urbanization, ongoing infrastructure development, increasing disposable incomes, and stable end-user demand continue to support sector growth.

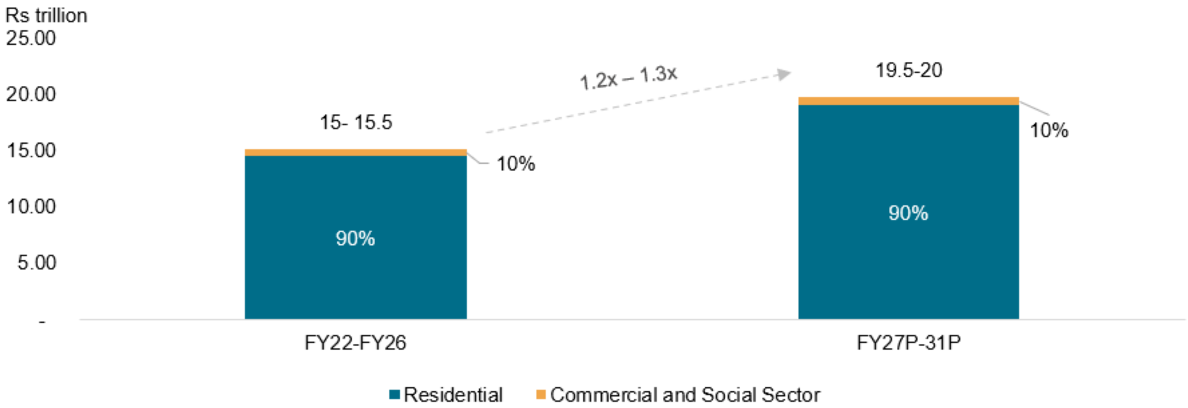
Developers remain actively engaged in launching new projects, with a notable shift towards premium and mid-income housing segments. However, housing affordability remains a key challenge due to escalating land prices and higher construction costs. Consequently, industry stakeholders continue to advocate for policy interventions aimed at expanding affordable housing supply and improving homeownership accessibility.

Pradhan Mantri Awas Yojana–Urban (PMAY-U) has seen a significant rise in government support, with budget allocations increasing from Rs 41750 million in 2015–16 to Rs 18,6250.5 million in 2026–27, marking a growth of about 346.1%. The scheme has substantially improved urban housing delivery, with over 98.10 lakh houses completed between 2015 and 2026, compared to 8.04 lakh houses completed during 2005–2014. As of May 2026, around 1.25 crore houses have been sanctioned under the scheme, involving a total investment of ₹8.77 lakh crore, while ₹59,318 crore has been disbursed as interest subsidy through the Credit-Linked Subsidy Scheme (CLSS). Additionally, nearly 96% of houses under PMAY-U 2.0 are registered in the name of a woman, highlighting the scheme’s focus on women’s empowerment.

Similarly, Pradhan Mantri Awas Yojana–Gramin (PMAY-G) has witnessed a remarkable increase in budgetary support, with allocations rising from Rs 210 million in 2015–16 to Rs 549,167 million in 2026–27, reflecting an extraordinary increase of approximately 2.61 lakh percent and underscoring the government's continued commitment to rural housing development and housing-for-all objectives.

Supported by favourable demographics, policy reforms, urban migration trends, and government-led housing initiatives, capital expenditure in the Building & Construction sector is expected to expand by approximately 1.2x–1.3x over the coming years. Overall, the sector is well-positioned for stable long-term growth, underpinned by stronger market fundamentals and improving consumer confidence.

Share of major segments building construction spending (%)



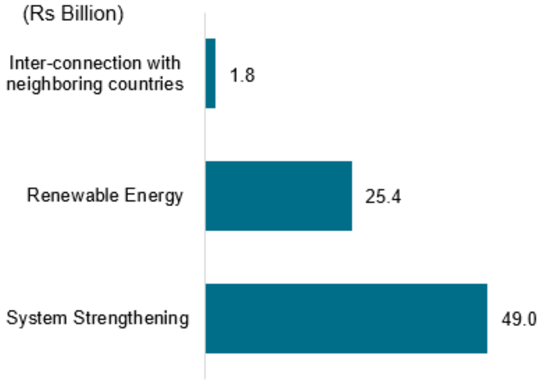
Note: P: Projected
Source: Crisil Intelligence

Power Grid Corporation of India Limited (PGCIL) outlay towards transmission investment

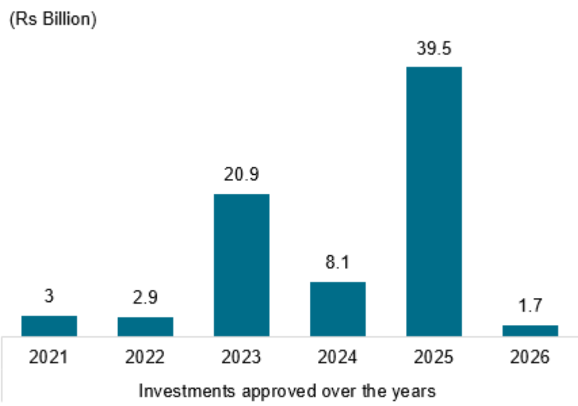
As of March 2026, PGCIL had approved projects worth ~Rs 241 billion since 2019, of which projects to the tune ~Rs 76.2 billion are currently under execution. This will translate into equipment and EPC ordering from PGCIL over the coming years. These projects comprise of interstate plans, both under GEC and routine system strengthening undertaken by PGCIL. Further, while TBCB is available as a mode for bidding and private participation, projects of urgency and national importance are by default awarded to PGCIL, furthering the entity's investment portfolio.

Renewable integration and system strengthening remain key areas of investment for PGCIL

Renewable integration and system strengthening remain key areas of investment for PGCIL



PGCIL projects to the tune of ~Rs 76 billion underway



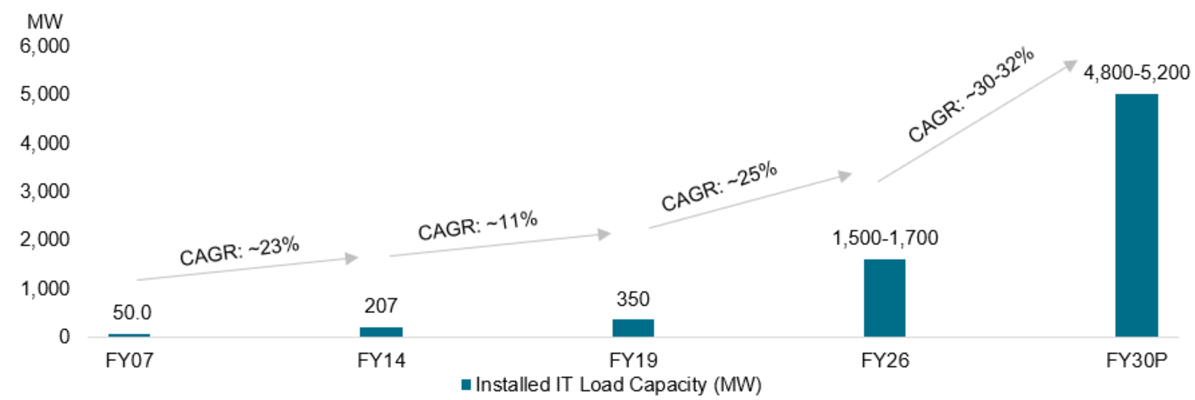
Source: PGCIL, Crisil Intelligence

Renewable energy integration efforts account for ~34% of PGCIL projects currently under execution, while system strengthening continues to remain mainstay of PGCIL tasks, contributing towards 63% of its investment outlay. PGCIL is also involved in strengthening transmission connections with neighbouring countries, with Rs 1.8 billion (or ~2% of its ongoing execution).

India Datacentre Capacity to grow at a CAGR of 30-32% by FY30

The rapid growth of the data center industry is primarily driven by the exponential increase in data consumption, fueled by the widespread adoption of advanced technologies such as 5G, cloud computing, and artificial intelligence. As a result, data centers have become a vital component of a country's digital infrastructure, providing a secure and efficient means of storing and managing vast amounts of data. On a global scale, the data center market has experienced significant expansion, driven by the booming digital economy and the rising use of AI. This momentum is also evident in India, where the installed data center capacity has more than tripled since 2019, reaching approximately 1,250-1,350 MW by fiscal 2025, with projections to reach 4,800-5,200 MW by fiscal 2030 (~3.4GW will be capacity addition). Mumbai has established itself as a leading data center hub in India and the Asia-Pacific region, with other cities such as Chennai, Delhi NCR, and Hyderabad rapidly expanding their presence. Kolkata is also witnessing increased activity, driven by the development of a new cable landing station.

Data centre capacity in India -In MW (fiscal 2007-30P)

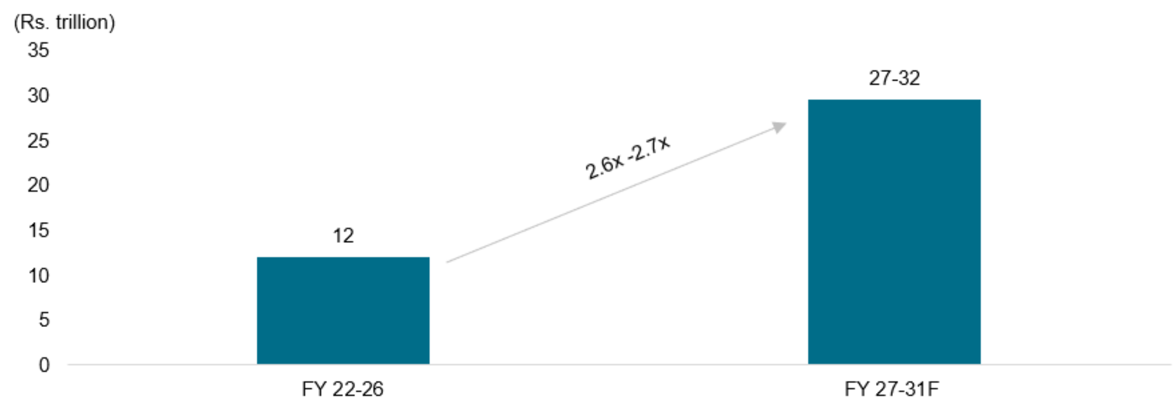


Note: E – Estimated P – Projected
Source: Crisil Intelligence.

Investments in generation to be driven by RE capacity additions between fiscal 2027-2031

Over the next five years, investments in generation will be led by renewable energy (excluding hydro and storage) capacity additions, followed by investments in conventional generation, indicating a shift in investment flow towards enhancing clean energy supply. Capacity addition from RE sources is expected to be 260-270 GW over fiscals 2027 to 2031, and 35-40 GW from coal-based plants sources over the same period. Investments in RE capacity (excluding hydro and storage), will constitute 52-57% of overall generation investments. Total generation investments are expected to grow ~2.6 x to 2.7x over fiscals 2027 to 2031 compared with fiscals 2022 to 2026

Outlook on power generation segment investments (fiscal 2022-2026 vs fiscal 2027-2031)



Source: Crisil Intelligence

Increased renewable energy (RE) capacity addition

India's installed power generation capacity reached approximately 520 GW as of January 2026. Of this, coal-based power plants accounted for around 221 GW, representing about 42.4% of the total installed capacity, while renewable energy sources, including solar, wind, and other non-fossil technologies, contributed approximately

263 GW, or 50.6% of the capacity mix. The country's installed generation capacity has grown significantly from 382 GW in fiscal 2021 to 475 GW in fiscal 2025, largely driven by robust additions in renewable energy capacity, including solar, wind, hybrid, and other renewable technologies, even as capacity additions in coal and other conventional fuels moderated compared with previous years.

Looking ahead, renewable energy is expected to play an increasingly dominant role in India's power sector. Renewable energy capacity is projected to account for 42–47% of total installed power capacity by fiscal 2027, up from 40–42% in fiscal 2026 and 27% in fiscal 2022. In contrast, coal-based capacity is expected to decline to 35–40% of the installed base by fiscal 2027, compared with 40–45% in fiscal 2026 and 51% in fiscal 2022, reflecting the country's gradual transition away from fossil-fuel-based power generation.

Strong renewable capacity additions are expected to continue through fiscals 2027–2031, taking the renewable installed base to approximately 480–490 GW by fiscal 2031. Consequently, renewable energy is projected to account for 52–57% of India's total installed generation capacity, which is estimated to reach 885–895 GW by fiscal 2031. Over the same period, coal's share of the installed capacity mix is expected to decline further to 25–35%, while capacity based on other fossil fuels, including lignite, gas, and diesel, is likely to remain largely unchanged due to limited new additions.

The inclusion of hydro and nuclear power within the non-fossil energy category is expected to further strengthen India's clean energy portfolio, with total non-fossil capacity—including renewable energy, hydro, nuclear, and storage—projected to reach around 600 GW by fiscal 2031. India is also expected to achieve its Panchamrit target of 500 GW of non-fossil energy capacity by 2030, with installed non-fossil capacity estimated at 530–540 GW by fiscal 2030. In addition, the growing need for grid flexibility and renewable energy integration is expected to drive significant investments in energy storage solutions. Installed storage capacity, comprising Pumped Storage Projects (PSP) and Battery Energy Storage Systems (BESS), is projected to reach 50–55 GW by fiscal 2031, supporting the reliability and stability of an increasingly renewable-powered grid.

Additionally, the Government of India has implemented a range of measures and initiatives aimed at promoting and accelerating renewable energy capacity across the nation, with an ambitious target of achieving 500 GW of installed electric capacity from non-fossil sources by 2030. Key programs are as follows:

Growth driver	Description and reasoning
PM-Kusum	Prime Minister introduced the Pradhan Mantri Kisan Urja Suraksha evam Utthan Mahabhiyan (PM-KUSUM) Scheme, aiming to ensure energy and water security for farmers, increase their income, and reduce the farm sector's dependence on diesel, thereby decreasing environmental pollution. PM-KUSUM is a demand-driven scheme under which capacities are allocated based on the requirements raised by states and the progress achieved in implementation, while beneficiary selection and execution are carried out by the respective State Implementing Agencies (SIAs). The Scheme offers a central government subsidy of up to 30% or 50% of the total cost for installing standalone solar pumps and solarizing existing grid connected agricultural pumps. Additionally, farmers can set up grid connected solar power plants of up to 2MW on their unused land and sell excess electricity to local power distribution companies (DISCOMs) at a state-regulated tariff. The Scheme is being implemented by state government departments and targets the addition of 34,800 MW of solar capacity by March 2026, with a total central financial allocation of Rs 344.2 billion. As of 31 December 2025, the scheme has made significant progress across all components. Under Component-A, solar power plants with a capacity of 720.91 MW have been installed against a sanctioned target of 10,000 MW. Under Component-B, 9.75 lakh standalone solar pumps have been installed out of 13.15 lakh sanctioned pumps, creating an installed capacity of 4,398.57 MW. Similarly, under Component-C, 12.02 lakh agricultural pumps have been solarised out of 35.83 lakh sanctioned pumps, resulting in an installed capacity of 5,829.98 MW. Overall, the scheme has benefited 21.77 lakh farmers across the country. To accelerate implementation and improve ease of adoption, the Ministry issued comprehensive revised guidelines on 17 January 2024, simplifying procedures and strengthening the framework for financial assistance under the scheme, thereby supporting greater use of solar energy in the agricultural sector.
National Green Hydrogen Mission	National green hydrogen mission aims to make India the Global Hub for production, usage and export of Green Hydrogen and its derivatives which will contribute to India's aim to become Aatmanirbhar through clean energy. The Mission aims to lead to significant decarbonisation of the economy, reduced dependence on fossil fuel imports, and enable India to assume technology and market leadership in Green Hydrogen. The Mission will identify and develop regions capable

Growth driver	Description and reasoning
	of supporting large scale production and/or utilization of Hydrogen as Green Hydrogen Hubs. In the initial stage, two distinct financial incentive mechanisms proposed with an outlay of Rs. 1,749.0 billion up to 2029-30: ● **Incentive for manufacturing of electrolysers** ● **Incentive for production of green hydrogen.**
PM Surya Ghar	PM Surya Ghar: Muft Bijli Yojana, launched in February 2024, aims to provide rooftop solar systems to one crore households by FY 2026–27. As of 19 March 2026, the scheme has enabled the installation of 26.2 lakh rooftop solar systems and disbursed ₹17,967.53 crore in Central Financial Assistance to beneficiaries. The scheme features a fully digital application-to-subsidy process through the National Portal, with subsidy disbursal typically completed within 15 days of the redemption request. To accelerate adoption, the government has simplified approvals, waived technical feasibility requirements in certain cases, and streamlined net-metering procedures in coordination with DISCOMs.
PLI schemes for solar PV Modules	Ministry of New and Renewable Energy, Government of India is implementing the Production Linked Incentive (PLI) Scheme for National Programme on High Efficiency Solar PV Modules, for achieving manufacturing capacity of Giga Watt (GW) scale in High Efficiency Solar PV modules with outlay of Rs. 240,000 million. This Scheme has provision for Production Linked Incentive (PLI) to the selected solar PV module manufacturers for five years post commissioning, on manufacture and sale of High Efficiency Solar PV modules. The scheme aims to build an ecosystem for manufacturing of high efficiency solar PV modules in India and thus reduce import dependence in the area of Renewable Energy.

Source: Crisil Intelligence

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 from remote generation sites to consumption centres. This, in turn, is expected to drive the demand of cables and conductors.

Growing focus on floating solar projects

Floating solar projects, also known as floating photovoltaic are solar power installations mounted on floating structures on water bodies such as lakes, reservoirs, ponds, rivers, coastal areas etc. floating solar has a number of advantages over conventional solar plants such as it does not require additional land acquisition and can be installed in densely populated areas, Floating solar not only utilizes the unused water surface but also enhances the efficiency of the solar panels by cooling it, thereby reducing losses from evaporation and conserving water.

As focus shifts towards Floating solar projects, the demand for cables used in this industry is also expected to see an uptick, floating solar projects mainly uses rubber cables as the wires must withstand harsh environmental conditions such as inclement weather, corrosion and cold environments. Additionally, the cables must also be mechanically strong, torsion resistant, UV resistant and abrasion resistant.

As per world bank, India boasts potential capacities of 280-300 GW in floating solar power. However, only a small fraction of it has been installed in states such as West Bengal, Kerala, Andhra Pradesh, Madhya Pradesh, Kerala, Bihar, Telangana and Rajasthan.

Some of the floating solar projects in India are:

Plant	Capacity	Description
NTPC Ramagundam Floating Solar PV Park, Telangana	100MW	Spread over an area of 600 acres, the project generates 223,000 MWh electricity every year
NTPC Kayamkulam Floating Solar Power Plant, Kerala	92MW	Spread across a 350-acre water body, the project generates 167,150 MWh electricity every year
NTPC Simhadri Floating Solar PV project	25MW	Spread over an area of 150 acres, the project power 7,000 households

Source: Crisil Intelligence

Growing shift towards high temperature low sag (HTLS) conductors

Crisil Intelligence expects a pickup in demand for high-voltage conductors, given increasing focus on adding transmission lines of higher voltage levels, for evacuation of bulk power. Also, the importance of high-voltage (HV) lines of 400 kV and 765 kV in the intra-state transmission network is also increasing, as higher voltage level enhances power density, reduces losses and efficiently delivers bulk power. In addition to increase in voltage levels, high efficiency conductors (the one which can carry more current compared to conventional conductor) will also see increased usage. Moreover, it reduces requirement of right-of-way, a key challenge facing the transmission sector. Consequently, the increasing thrust on high-voltage transmission lines will stimulate demand for high-voltage power conductors going ahead. Also, as electric consumption in urban areas goes higher, there is a need for higher ampacity transmission lines through limited ROW-HTLS conductors and reconducting turnkey solutions.

Renewable integration through Green Energy Corridor (GEC) to lead to growth in the high voltage segments

India's energy transition is expected to be a significant growth driver for the high-voltage (HV) transmission and distribution ecosystem. The Government has planned transmission infrastructure capable of integrating more than 500 GW of non-fossil fuel capacity by 2030 and over 600 GW by 2032, supported by the expansion of the Green Energy Corridor (GEC) network and the Inter-State Transmission System (ISTS). Under the National Electricity Plan (Transmission), the country's transmission network is projected to expand to 6.48 lakh circuit kilometres (220 kV and above), with transformation capacity increasing to 2,345 GVA by 2031-32 and inter-regional transfer capacity rising from 120 GW to 168 GW. Such large-scale grid expansion will require substantial deployment of high-voltage conductors, extra-high-voltage (EHV) and ultra-high-voltage (UHV) cables, transmission towers, substations, switchgear, and reactive power compensation equipment.

The Green Energy Corridor programme has emerged as a key enabler of renewable energy integration. GEC-I and GEC-II are being implemented across ten states to facilitate the evacuation of 44 GW of renewable energy capacity, of which around 26 GW has already been integrated, while GEC-III is under consideration for further large-scale renewable connectivity. In parallel, transmission systems are being developed for integrating approximately 207 GW of upcoming solar and wind capacity, along with additional hydro, battery storage, and pumped storage projects. The increasing deployment of renewable energy projects in remote resource-rich regions such as Rajasthan, Gujarat, Karnataka, Tamil Nadu, and Andhra Pradesh necessitates the construction of long-distance high-voltage transmission corridors, creating sustained demand for aluminium conductors, HTLS conductors, XLPE power cables, underground transmission systems, grid substations, and related electrical infrastructure.

Railway, Metro and High-Speed Rail Electrification

Indian Railways has achieved a landmark milestone under its Mission 100% Electrification, with 69,427 route kilometres (RKMs), or 99.2% of the 70,001 RKM Broad Gauge network, electrified as of November 2025. The pace of electrification has accelerated dramatically over the past decade, rising from about 1.42 km per day during 2004–2014 to more than 15 km per day during 2019–2025. Electrification now covers almost the entire national rail network, placing India among the world's most extensively electrified railway systems. Only 574 RKMs (0.8%) remain to be electrified across a handful of states, indicating that Indian Railways is in the final phase of achieving complete broad-gauge electrification. This transition is delivering significant benefits in terms of lower operating costs, improved energy efficiency, reduced dependence on imported fossil fuels, and lower carbon emissions.

Beyond track electrification, Indian Railways is increasingly integrating renewable energy and grid-connected power infrastructure into its operations. Solar power capacity across the railway network has expanded to 898 MW, with around 70% utilized for traction requirements, and further renewable energy additions are planned. This transition will require deployment of solar cables, medium- and high-voltage power cables, transmission conductors, substation equipment, and related electrical systems.

Operational metro and RRTS networks have expanded from 248 km in 2014 to over 1,095 km in 2025, supported by cumulative sanctioned investments of approximately Rs 3.44 trillion. In parallel, the 508-km Mumbai-Ahmedabad High-Speed Rail corridor is under development with extensive electrification infrastructure, including over 20,000 OHE masts and a 2×25 kV traction system. Beyond this project, seven additional high-speed rail corridors spanning nearly 4,000 km have been identified, representing a potential investment opportunity of around Rs 16 trillion.

The expansion of metro, RRTS and high-speed rail networks is expected to drive demand for conductors across traction electrification systems. Overhead electrification (OHE) networks require copper and aluminium conductors for contact wires, catenary systems, feeder lines, traction substations and power distribution infrastructure.

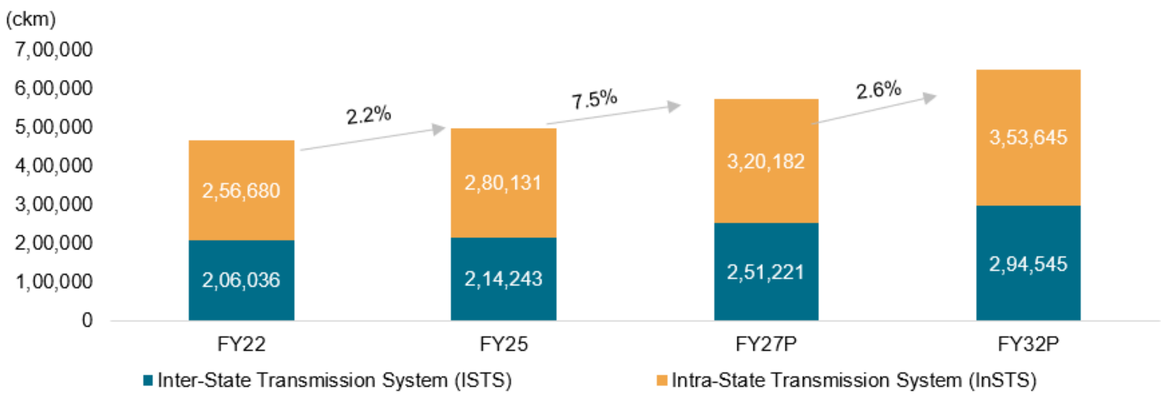
State transmission line additions up after pandemic

The Central Electricity Authority (CEA) has released the National Electricity Plan (NEP) (Volume II: Transmission), which outlines the development of the transmission system from 2017-2022 and provides a roadmap for 2022-2027, with a perspective on 2027-2032. The NEP 2.0 is the Government of India's strategic framework aimed at achieving universal and sustainable electricity access, particularly across rural, remote, and underserved regions. NEP 2.0 is in alignment with broader missions like Powering Bharat 2.0, RDSS, and Energy for All, NEP 2.0 is critical to realizing India's vision of energy equity, economic empowerment, and climate-resilient infrastructure. It also supports government of India's ambition of becoming a $5 trillion economy by ensuring that every citizen and enterprise has access to dependable and affordable electricity. The plan is based on projected peak electricity demand and anticipated generation capacity additions. Key highlights include:

Category	FY 27	FY 32	Growth (2027-2032)
Transmission line capacity	571,403 ckm	648,190 ckm	13.4%
Substation capacity	1,881,780 MVA	2,411,885 MVA	28.2%

Note: MVA: Mega Volt-Amperes, ckm: Circuit Kilometres
Source: Central Electricity Authority, Crisil Intelligence

Total transmission line capacity outlined as per NEP

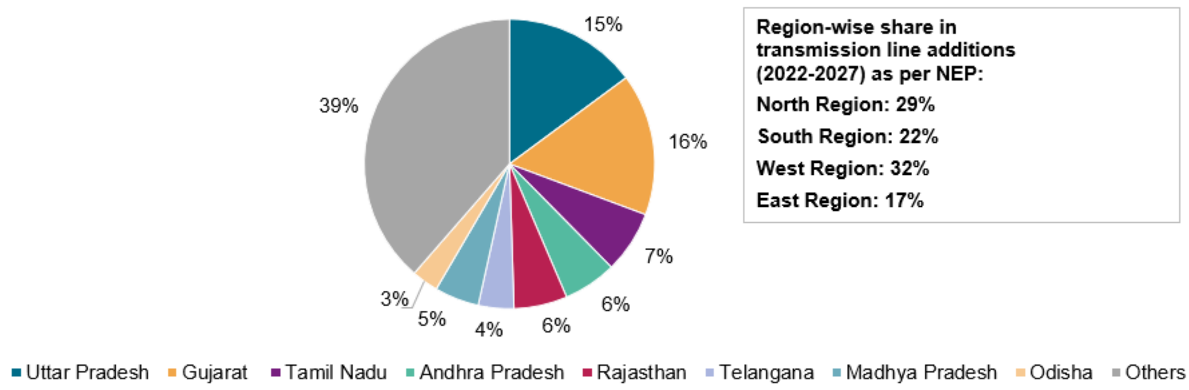


Source: CEA, Crisil Intelligence

To achieve the targeted 500 GW RE capacity by 2030, the central government has proposed an additional 63,502 ckm of transmission lines under intrastate transmission (InSTS) by 2027 on top of the existing 256,680 ckm as of March 2022 leading to a total InSTS line of 320,182 ckm. The top 10 states (by InSTS transmission line additions) are expected to account for ~81% of the transmission line additions by 2027 under InSTS. Gujarat is expected to lead the way with nearly 16% share in expected additions followed by Uttar Pradesh (15%).

Between FY21 and FY25, India added a cumulative 69,303 ckm of transmission lines and 369,620 MVA of transformation capacity, reflecting continued investments in strengthening the national power transmission network. As electricity consumption across urban areas continues to increase, limited right-of-way (ROW) availability is driving demand for HTLS conductors and turnkey reconductoring solutions. Crisil Intelligence expect a pickup in demand for high-voltage conductors, given increasing focus on adding transmission lines of higher voltage levels, for evacuation of bulk power. Also, the importance of high-voltage (HV) lines of 400 kV and 765 kV in the intra-state transmission network is also increasing, as higher voltage level enhances power density, reduces losses and efficiently delivers bulk power.

Share of states in transmission lines addition over 2022-2027



Note: The data pertains to intra-state transmission line additions (ckm)
Source: CEA, Crisil Intelligence

Transport, Mobility and Charging Infrastructure Expansion

FASTag transactions grew from 243.5 million in FY22 to 478.2 million in FY26, delivering a CAGR of ~18.4%, while FASTag toll collections increased from Rs 380.7 billion in FY22 to Rs 823.4 billion in FY26, registering a CAGR of ~21.3%. This growth reflects higher digital toll adoption, increased highway usage, rising traffic volumes and broader electronic toll collection penetration, indicating continued expansion in the transportation and road infrastructure sector.

The rapid growth of India's electric vehicle ecosystem is expected to drive significant demand for cables, conductors, and charging infrastructure. Annual electric car sales are projected to more than double from ~220,000 units in FY26 to ~500,000 units by FY27, while the electric two-wheeler market is expected to grow by 21–23% in Fiscal 2027 after having grown by 23% in FY26. To support this transition, original equipment manufacturers (OEMs) are expected to invest around Rs 600 billion during FY27–FY28, with over 40% earmarked for EV portfolio expansion, localisation and production scale-up. Public charging points in India reached ~88k in CY2025, compared with over 7 million globally, including more than 4.7 million in China alone and about 230k in the United States. While India's public charging network expanded 15% in CY2025, global charging infrastructure grew by more than 33%, highlighting a slower pace of deployment. To support rising EV adoption, India is projected to expand its public charging network nearly 6x to over 520k charging points by CY2035, requiring a substantial acceleration in charging infrastructure investments. These developments represent cable-intensive expansion opportunities across vehicle manufacturing, charging infrastructure, and grid connectivity.

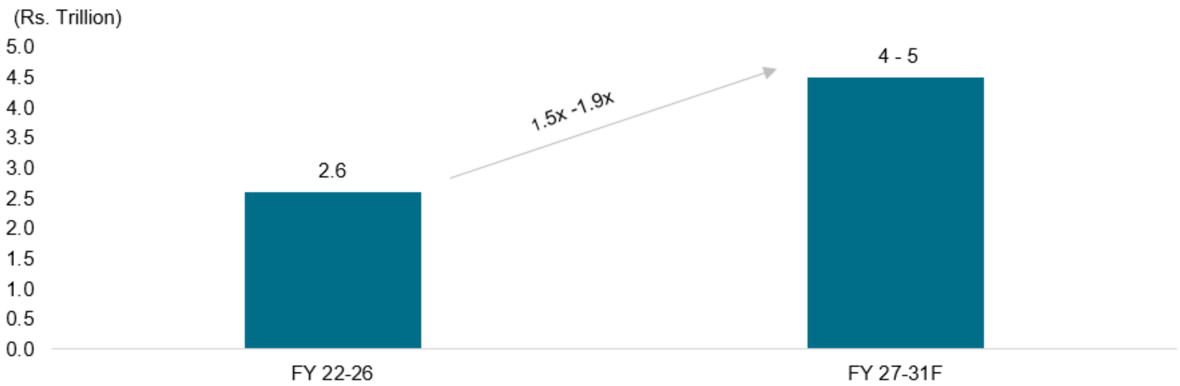
3.11 Overview of power transmission and distribution in India

Power transmission and distribution forms the backbone of India's energy sector, ensuring electricity reaches urban and rural consumers. The transmission system operates at high voltages and is managed by corporations which oversees the interstate network. India's grid is divided into five regional zones-Northern, Eastern, Western, Southern and North-Eastern, all unified into a single national grid ensuring efficient power flow and resource sharing. Distribution, handled by state electricity boards (SEBs) and private companies focusses on delivering electricity to end consumers. Below are the key pointers related to power transmission and distribution aiding demand growth of cables and conductors.

Investments in the transmission and distribution sector to boost demand for cables and wires Renewable energy evacuation, ISTS network expansion and upgradation to boost investment in transmission

To service a large generation installed base, the estimated investment in the transmission sector is expected to cumulatively reach Rs 4-5 trillion over fiscals 2027-2031. Investments in the sector are expected to be driven by the need for a robust and reliable transmission system to support continued generation additions and the strong push to the renewable energy sector as well as rural electrification. State transmission companies such as GETCO have allocated ~ 85% of its planned capital expenditure for new projects such as installation of EHV S/s & associated lines with downstream and 66 kV S/s with associated lines. The remaining 15% is allocated for repair and maintenance (R&M) and augmentation activities. State transmission companies and the state electricity commission look at several factors such as additional transmission system requirement from seasonal/quarterly load and generation variations that the state will face in the future to estimate investment required in the future. Delays in transmission projects are resulting in significant cost overruns, with capital expenditure exceeding initial forecasts. A case in point is Karnataka Power Transmission Company Limited (KPTCL), which saw a 34% increase in actual capital expenditure in fiscal 2024 compared to the estimated amount. The main contributors to this increase were Right of Way (RoW) issues and higher land acquisition costs, as well as rising material and labor costs due to revised IEEMA rates and CPI inflation.

Snapshot of outlook on transmission segment investments (fiscal 2022-2026 vs fiscal 2027-2031)



Note: F stands for forecast
Source: Crisil Intelligence

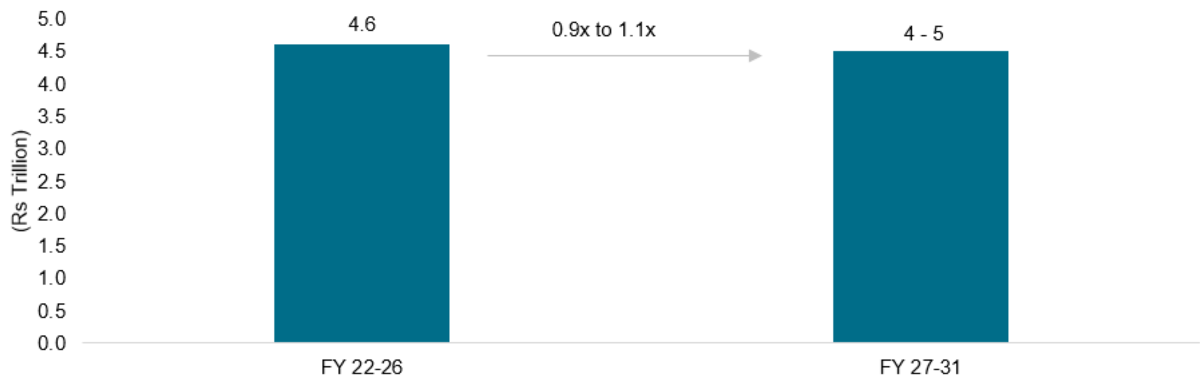
As capacity additions in the country are not evenly distributed geographically, few regions in the country will be in deficit and others in surplus. To cater to this, there will be need to import/export from/to regions. Several inter-regional transmission corridors have been planned, and some of these high-capacity transmission corridors are in various stages of implementation. Newly sanctioned projects under the North-Eastern System Strengthening Scheme and system strengthening schemes focused in the Ladakh region are also expected to augment investments in the transmission segment.

Distribution investments to be aided by Revamped Distribution Sector Scheme (RDSS) Spending

In the Union Budget 2021-22, the government announced the Revamped Distribution Sector Scheme worth Rs 3.04 trillion for state discoms, to be allocated over the next five years. Rs 2.52 trillion worth of DPRs have been sanctioned by nodal agencies (PFC and REC) as of December 2023. While the amount is sanctioned, disbursement under the scheme will be contingent upon work undertaken that was proposed under 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.

Investments in the segment are likely to gradually pick up fiscal 2026 onwards with central / state government(s) expected to provide the required funding support. The distribution segment is expected to attract investments worth Rs 4-5 trillion over fiscals 2027 to 2031 vis-à-vis ~Rs 4.6 trillion between fiscal 2022-2026 led by the government's thrust on the Revamped Distribution Sector Scheme, improving access to electricity and providing 24x7 power to all.

Outlook on investments in distribution segment (fiscals 2027-2031)



Note: FY27-31 is forecast
Above data only includes state power distribution companies

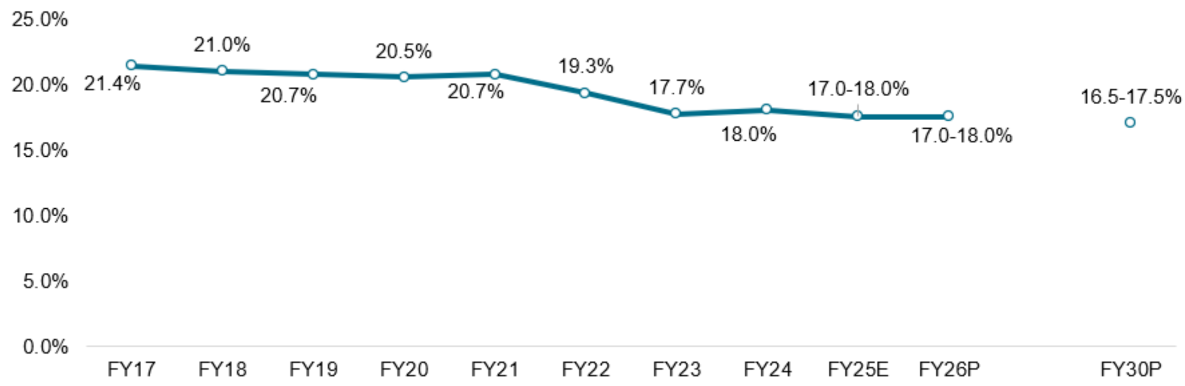
Source: Crisil Intelligence

Transmission & distribution (T&D) losses have been on a declining trajectory, to reduce further led by a host of infrastructural measures

The government has undertaken several initiatives to lessen the loss of Power Distribution Companies (DISCOMs) namely Revamped Distribution Sector Scheme which is a reform based and results linked scheme with the objective of improving the quality and reliability of power supply to consumers through a financially sustainable and operationally efficient distribution Sector. The scheme aims to reduce the AT&C losses to pan-India levels of 12-15%.

Reduction of AT&C losses will require upgrade of the transmission and the distribution infrastructure, which will boast the demand of transmission and distribution equipment including conductors and cables.

T&D losses India



Note: P stands for Projected, E stands for Estimated
Source: CEA, Crisil Intelligence

Increased transmission line additions

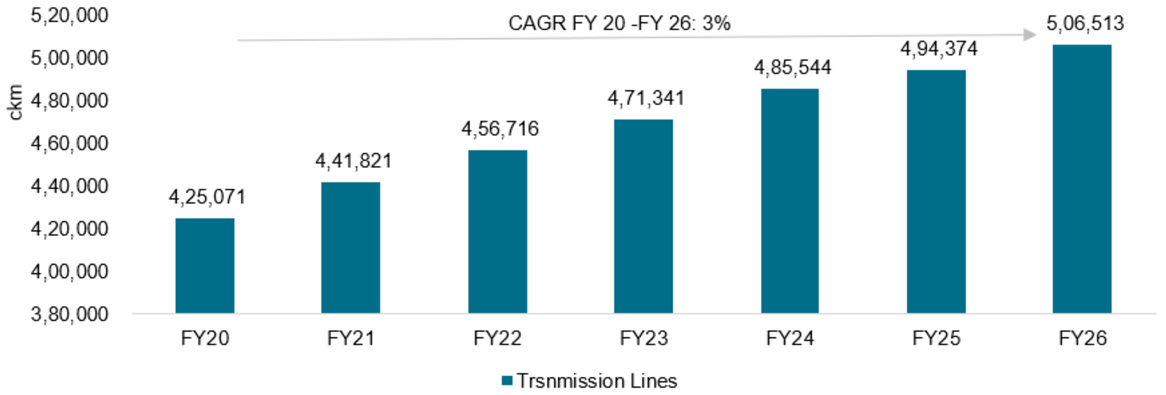
The transmission segment plays a key role in transmitting power continuously to various distribution entities across the country. The transmission sector needs concomitant capacity addition, in line with generation capacity addition, in order to enable seamless flow of power.

Robust generation capacity addition and the Government's focus on universal electrification and last-mile connectivity have driven significant expansion of India's transmission and distribution (T&D) network. The country's national power transmission network achieved a major milestone on 14 January 2026, crossing 5 lakh circuit kilometres (ckm) of transmission lines (220 kV and above) and 1,407 GVA of transformation capacity. Since April 2014, the transmission network has expanded by 71.6%, with the addition of 2.09 lakh ckm of transmission lines and 876 GVA of transformation capacity. India's inter-regional power transfer capacity has reached 1,20,340 MW, strengthening the vision of "One Nation – One Grid – One Frequency." Further, ongoing interstate and intrastate transmission projects are expected to add around 67,500 ckm of transmission lines and 533 GVA of transformation capacity, supporting the evacuation of increasing renewable energy generation and helping achieve the target of 500 GW of non-fossil fuel-based capacity by 2030.

Furthermore, the Government of India has implemented Deen Dayal Upadhyaya Gram Jyoti Yojana (DDUGJY) and Integrated Power Development (IPDS) schemes to achieve the objective of providing uninterrupted power supply by strengthening the sub-transmission and distribution network. The Government of India has also implemented the Pradhan Mantri Sahaj Bijli Har Ghar Yojana- (SAUBHAGYA) with the objective to achieve universal household electrification for providing electricity connection to all willing un-electrified household in rural area and all willing poor household in urban areas in the country. Under these schemes, 18,374 villages have been electrified, and 28.6 million household were provided electricity connection. As a result, 100% villages have been electrified. Besides this, 2,927 new substations have been added, upgradation of 3,965 existing sub stations has been carried out and 8.5 Lac circuit kms of HT and LT lines have been added/upgraded. As a result of these measures, the availability of power in rural areas has increased from 12.5 hours in 2015 to 21.9 hours in 2024. The availability of power in urban areas is 23.4 hours

The ongoing additions and upgradations in the power infrastructure space will play a vital role in boosting the demand of transmission and distribution equipment, including power cables and conductors as these would be needed to efficiently transmit electricity from these new power generation sources to distribution points.

Power transmission lines (220 kv and above)



Source: CEA, Crisil Intelligence

Entry of private players in transmission & distribution space

At present, private sector participation in the T&D space is low. However, 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. This move is purportedly to shift burden from PGCIL and increase private sector participation in the sector, though PGCIL is also allowed to bid for the same. 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.

Privatization of discoms to bring about distribution sector expansion

The privatization of power distribution companies (discoms) in India is viewed as a critical reform to address the long-standing issues in the power sector, including inefficiency, financial losses and poor service delivery. Various state power utility companies in India have suffered high indebtedness and bad credit history.

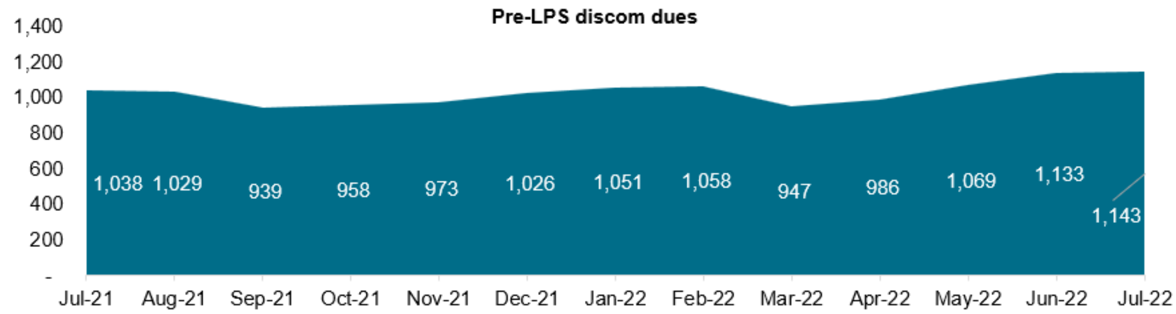
By allowing private players to take over the distribution of electricity, the policy aims to introduce more competitive practices, better management, and technological innovation. Private entities typically have better access to capital, which can drive the modernization of infrastructure, reduce transmission and distribution losses, and improve customer service. This influx of private investment is expected to foster massive expansion in the of the power distribution sector by accelerating grid development, enhancing rural electrification, and supporting the growth of smart meters and automation technologies. Successful examples like Delhi's privatized discoms- Tata Power Delhi Distribution Ltd. (TPDDL), BSES Rajdhani, and BSES Yamuna- highlight the potential of this policy, as these companies have significantly reduced aggregate technical and commercial (AT&C) losses while improving service quality.

The increased efficiency of privatized discoms can result in more reliable power supply, thereby boosting industrial productivity, and meeting the growing demand for electricity across urban and rural areas. Moreover, the privatization initiative aligns with India's broader goals of energy transition, helping to integrate renewable energy sources into the grid while ensuring a stable and sustainable energy supply. Over time, such reforms are poised to attract significant private sector investments, reduce the burden on government subsidies, and create a more resilient and consumer-oriented distribution system.

Late Payment Surcharge (LPS) rules a wakeup call for errant discoms

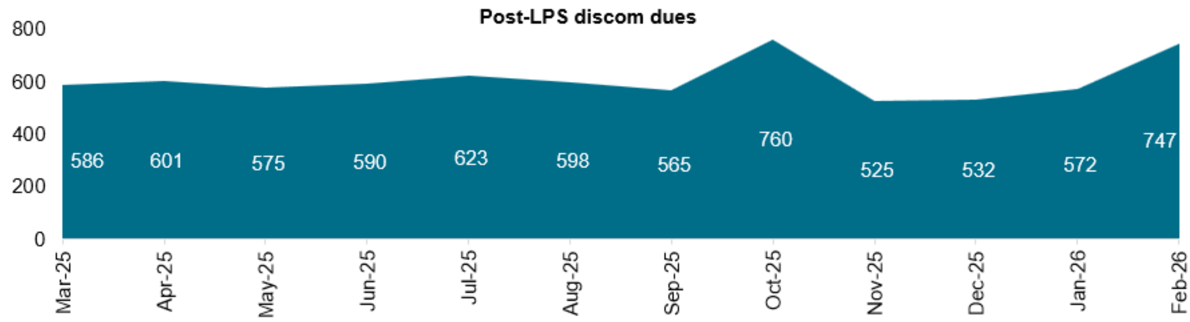
The Ministry of Power (MoP) introduced Late Payment Surcharge (LPS) Rules on June 3, 2022 to tackle the problem of nonpayment of generator dues by power distribution companies (discoms). The rules enable Power System Operation Corporation Limited (POSOCO) to penalise discoms for non-payment of both current dues and overdues by blocking of their access to the short-term energy market. These rules were formulated to prevent a looming power crisis in the country. State-owned REC has approved financial assistance of Rs 220 billion under LPS rules to enable discoms in several defaulting states to clear their total outstanding dues in 48 monthly installments. The total outstanding dues including Late Payment Surcharge upto the date of the notification of these rules shall be rescheduled and the due dates redetermined for payment by a distribution licensee. This was a voluntary scheme and as per govt. notification of August 2022, Rajasthan, Jharkhand, Tamil Nadu, Maharashtra, Madhya Pradesh and Uttar Pradesh have participated in this scheme. Status of other states are undisclosed as of now. Overdues of discoms after introduction of LPS rules have reduced significantly from over Rs 1,133 billion as of June 2022 to Rs 747 billion as of February 2026.

Discoms outstanding dues to generation companies (gencos) pre LPS (Rs. billion)



Source: PRAAPTI, Crisil Intelligence

Discom outstanding dues to gencos post LPS (Rs. billion)



Source: PRAAPTI, Crisil Intelligence

Overview of smart meters

Smart meters are advanced devices designed to measure electricity, water or gas consumption with precision while enabling two-way communication, allowing real-time data transfers between consumers and utility providers. Unlike traditional meters, smart meters automate the measurement and reporting processes, eliminating manual readings and ensuring accurate billing. Utility providers benefit greatly from improved operational efficiency, better demand management, and enhanced infrastructure monitoring.

Electricity smart meters are at the forefront of modernizing energy management systems. They not only measure electricity usage in real time but also facilitate dynamic pricing models like time-of-use tariffs. Enabling consumers to adjust their consumption based on fluctuating energy costs. For utility providers, electricity smart meters improve grid reliability by supporting load balancing, detecting outages, and enhancing the integration of renewable energy sources such as solar and wind. Additionally, they provide valuable data for optimizing energy distribution, reducing waste, and minimizing carbon emissions.

Under the Revamped Distribution Sector Scheme (RDSS), 203.3 million smart meters have been sanctioned in 28 States/ UTs, out of which 46.9 million smart meters have been installed as on 30.07.2026. Under the scheme, distribution infrastructure works, including smart metering works, worth Rs. 2.83 lakh crore have been sanctioned. Implemented largely through a Public-Private Partnership (PPP) model, the programme aims to enhance real-time monitoring of electricity consumption, improve billing efficiency, strengthen energy accounting, and support the integration of renewable energy into the power grid.

To promote domestic manufacturing, smart meters have been brought under the Make in India procurement framework, with a minimum 60% local content requirement, while key Advanced Metering Infrastructure components such as Head-End Systems (HES) and Meter Data Management (MDM) systems require 100% local content from January 2025. The initiative is expected to improve power distribution efficiency, reduce losses, enable prepaid billing, support grid modernization, and facilitate India's clean energy transition.

Smart meters to enhance demand for wires and cables

The adoption of smart meters is driving an increased demand for wires and cables due to the need for robust infrastructure to support their operation. Smart meters require reliable power cables to ensure continuous energy supply and specialized communication cables to transmit data back to utility companies. Thes cables can include fiber optics, Coaxial cables, or wireless technologies like Wi-Fi and cellular networks. Additionally, data transmission cables are essential for efficiently relaying the collected information to centralized systems for analysis and management. As the global push fort smart cities and modernized energy grids grows, the demand for wires and cables that support these smart systems is expected to rise, further fuelling the expansion of the wires and cables industry.

Transmission and Distribution reforms planned by the government to revive the sector

The government plans to implement several policies to resolve the issues of the Transmission and distribution segment, as it impacts the entire value chain. Key announcements pertaining to the same are as follows:

- Rs 3 trillion RDSS scheme aiming to improve operational and financial parameters of discoms
- LPS scheme to reduce payment dues from distribution companies to generation companies
- Letter of credit (LC) mechanism was also implemented in August 2019. This order mandated discoms to issue LCs or provide payments upfront before purchase of power. However, success of this scheme has been limited so far, due to various loopholes utilised by discoms and the lower bargaining power of private IPPs
- National Electricity Plan (Transmission)

Revamped Distribution Sector Scheme (RDSS) floated to address long-standing discom stress

Power distribution reforms under the Revamped Distribution Sector Scheme (RDSS) have strengthened the operational efficiency and financial sustainability of DISCOMs across India. Since its launch in 2021, projects worth ₹2.83 trillion have been sanctioned, including investments in smart metering, network modernization, feeder segregation, and substation upgrades. These interventions have improved energy accounting, reduced distribution losses, enhanced revenue realization, and improved the quality of power supply. As a result, DISCOMs have demonstrated notable improvements in both operational and financial performance.

Key Highlights:

- ₹2.83 trillion sanctioned under RDSS, including ₹1.53 trillion for loss-reduction infrastructure and ₹1.31 trillion for smart metering projects.
- 203.3 million smart meters have been sanctioned in 28 States/ UTs, out of which 46.9 million smart meters have been installed as on 30.07.2026
- India's T&D losses have declined steadily from 21.4% in FY17 to 18.0% in FY24 and are projected to reduce further to 16.5–17.5% by FY30, reflecting continued improvements in transmission and distribution efficiency.

Prepaid Smart metering is the critical intervention envisaged under RDSS with an estimated outlay of Rs 1.5 trillion with GBS of Rs 0.2 trillion and 250 million prepaid smart meters are targeted to be installed during the Scheme period. Along with the prepaid Smart metering for consumers, system metering at feeder and 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.

State/ UT wise Details of funds released under RDSS

State/UT	Total GBS (Rs. Billion)	Total Released under RDSS (Rs. Billion) as on 16.03.2026
A&NI	4.28	0.41
Andhra Pradesh	72.40	24.56
Arunachal Pradesh	9.92	2.47
Assam	41.07	23.91
Bihar	67.48	34.85
Chhattisgarh	32.17	11.69
Delhi	1.96	0.00
Goa	2.43	0.40
Gujarat	55.38	19.11
Haryana	40.76	6.56
Himachal Pradesh	25.61	4.95
Jammu & Kashmir	48.03	21.09
Jharkhand	22.72	5.69
Karnataka	0.27	0.05
Kerala	32.78	4.60
Ladakh	7.88	0.81
Madhya Pradesh	73.47	33.43
Maharashtra	131.82	37.77
Manipur	6.02	1.50
Meghalaya	11.95	2.98
Mizoram	3.51	0.99
Nagaland	4.79	1.14
Puducherry	1.07	0.14
Punjab	32.84	5.64
Rajasthan	129.02	24.61
Sikkim	4.09	1.07
Tamil Nadu	91.39	10.19
Telangana	0.72	0.36
Tripura	6.19	3.02
Uttar Pradesh	165.70	66.03
Uttarakhand	24.44	6.14
West Bengal	64.23	8.98
Sub Total	**1,216.38**	**365.16**

Source: Crisil Intelligence

Integrated Power Development Scheme (IPDS)

Government of India launched the Integrated Power Development Scheme (IPDS) in December 2014 under which Distribution Infrastructure projects for strengthening of sub-transmission and distribution networks in urban areas metering of distribution transformers / feeders / consumers in the urban areas, IT enablement works; Enterprise Resource Planning (ERP); smart metering; Gas Insulated Sub-stations (GIS); and, Real Time Data Acquisition System (RT-DAS) were executed.

National Electricity Plan (Transmission)

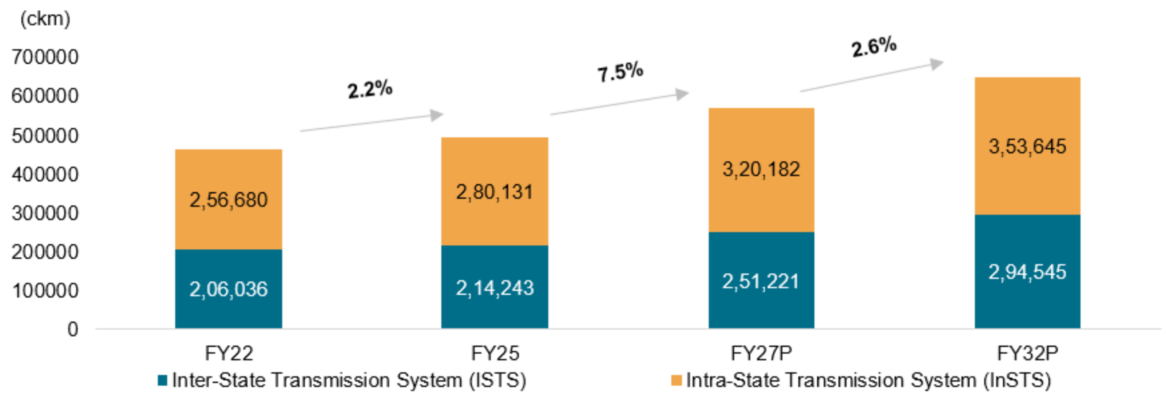
CEA with the aim of transmitting of 500 GW of Renewable Energy installed capacity by the year 2030 and over 600 GW of Renewable Energy installed capacity by the year 2032, prepared the detailed Nation Electricity Plan (Transmission).

As per the National Electricity Plan, over 1,91,000 CKm of transmission lines and 1270 GVA of transformation capacity is planned to be added during the ten-year period from 2022-23 to 2031-32 (at 220 kV and above voltage level). In addition, 33 GW of HVDC bi-pole links are also planned. The inter-regional transmission capacity is planned to increase to 143 GW by the year 2027 and further to 168 GW by the year 2032, from the present level of 119 GW.

National Electricity Plan (Volume II: Transmission), outlines the development of the transmission system from 2017-2022 and provides a roadmap for 2022-2027, with a perspective on 2027-2032. The plan is based on projected peak electricity demand and anticipated generation capacity additions. Key highlights include:

- **Transmission line capacity is expected to increase by 17.7% to 571,403 circuit kilometers (ckm) by 2027, up from 485,544 ckm in 2024.**
- **By 2032, transmission line capacity is projected to reach 648,190 ckm.**
- **Substation capacity is expected to grow to 1,881,780 Mega Volt-Amperes (MVA) by 2027 and further increase by 28% to 2,411,885 MVA by 2032, supporting the expansion of the transmission network.**

Total transmission line capacity outlined as per NEP



Source: CEA, Crisil Intelligence

3.12 Key policy initiatives by West Bengal in the Transmission and distribution sector

West Bengal power sector reforms transfer scheme, 2007

The West Bengal power sector reforms transfer scheme, 2007 marked a pivotal moment in the restructuring of the state's power sector. This policy unbundled the West Bengal State Electricity Board (WBSEB), creating two separate entities:

West Bengal State Electricity Transmission Company Limited (WBSETCL) - responsible for power transmission

West Bengal State Electricity Distribution Company Limited (WBSEDCL) - responsible for power distribution

This restructuring was designed to improve operational efficiency and management within the power sector, and it was aligned with broader national reforms under the Electricity Act, 2003. These reforms have contributed to a more transparent and accountable power system in the state.

Grid-Interactive Rooftop Solar Photovoltaic (RTSPV) Regulations, 2025

To accelerate rooftop solar adoption, WBERC introduced regulations governing Grid-Interactive Rooftop Solar Photovoltaic (RTSPV) systems. The framework provides clarity on grid connectivity, metering, energy accounting, and power injection into the network, thereby supporting distributed renewable energy generation and strengthening grid modernization efforts

West Bengal Electricity Regulatory Commission (Modalities of Tariff Determination) Regulations, 2023

The modalities of Tariff Determination Regulations. 2023 were introduced by the West Bengal Electricity Regulatory Commission (WBERC) to provide a clear framework for determining power tariffs across generation, transmission and distribution sectors. Third policy ensures a structured and transparent process for tariff setting, preventing arbitrary pricing. Key features of this regulation include:

- **Tariff Determination for Renewable Energy: Special Provisions are made for renewable energy projects. For projects below the competitive bidding threshold, the WBERC can**

specify ceiling tariffs to ensure fair pricing for consumers and encourage the growth of renewables.

- **Hydroelectric and Pumped Storage Tariffs: Tariffs for hydroelectric projects, including pumped storage, are determined based on the regulated tariff mechanism (RTM) under Section 62 of the Electricity Act, 2003, ensuring stability for long-term power purchase agreements (PPAs)**

- **Transmission Tariffs: The policy includes a detailed framework for determining transmission tariffs, with a focus on adopting a competitive bidding process for large-scale transmission projects, and a clear tariff-setting mechanism for intra-state projects**

Electric Vehicle Policy, 2021

The electric Vehicle (EV) Policy, 2021 focuses on promoting electric vehicles as a key part of the state's sustainable energy transition. The policy encourages the adoption of the EVs and sets up necessary infrastructure for their widespread use. Key features of the policy are:

- **Charging stations: The policy aims to set up widespread EV charging infrastructure, especially in urban and industrial areas.**

- **Subsidies and Incentives: Financial incentives and subsidies are provided to consumers and companies investing in EVs and associated technologies.**

- **Promotion of clean energy: The policy aligns with West Bengal's broader renewable energy goals by ensuring that EVs use cleaner, renewable sources of energy. It is a part of the state's strategy to reduce carbon emissions and improve air quality.**

Alosree Program

The objective of Alosree Program is to install Grid Connected Solar Photovoltaic (GRTSPV) System in all government buildings and buildings of local bodies which are technically fit for such installations. As per the program, the State Nodal Agency which is the WBREDA was to oversee the project. Some of their key responsibilities of the agency involved:

- **West Bengal Renewable Energy Development Agency (WBREDA) will get the project done on turnkey basis through vendors to be deployed through tendering process for installation of GRTSPV Systems.**

- **Handing over the project after commissioning to the local authority to be nominated by the Department.**

- **WBREDA will ensure warrantee obligation including trouble free operation of the GRTSPV Systems through the vendor for a period of five years from date of commissioning**

- **Routine & breakdown maintenance of the project as and when required for a period of five years from the date of completion of the project.**

- **Training for day-to-day operation of the project to the incharges at each of the units/sites/project to be nominated by the local authority.**

- **Coordination and facilitation to obtain Incentive from MNRE, Government of India, if available**

Key projects under execution/partially completed in the power distribution sector

Project name	Promoter	Project cost (Rs. million)	Descriptiom
Power Distribution (Marigaon) Project [RDSS] - Modernisation	Assam Power Distribution Co. Ltd.	51,969.1	Assam Power Distribution Co. is developing modernisation of power distribution system through implementing Revamped Reforms-based and Results-linked, Distribution Sector Scheme (RDSS) in Assam.

Project name	Promoter	Project cost (Rs. million)	Descriptiom
Power Distribution (Jodhpur) Project - RDSS	Jodhpur Vidyut Vitran Nigam Ltd.	8,903.2	The project will aim to reduces loss by segregation of agricultural/mis feeders, feeder bifurcation, reconductoring works, AB cabling, New 33/11 KV power substation, New 33KV lines and New 11KV lines etc
Power Distribution (Raipur) Project - RDSS	Chhattisgarh State Power Distribution Co. Ltd.	2,133.3	Chhattisgarh State Power Distribution Co. is implementing Revamped Distribution Sector Scheme (RDSS) for distribution infra works and system smart metering works in Raipur district of Chhattisgarh
Power Distribution (Kodarma, Ramgarh, Chazzribagh & Chatra) Project - RDSS	Jharkhand Bijli Vitran Nigam Ltd.	4,359.2	Jharkhand Bijli Vitran Nigam is implementing Revamped Reforms-based and Results-linked, Distribution Sector Scheme (RDSS) by development of distribution infrastructure like replacement of LT conductor with AB cable feeder segregation, feeder bifurcation, HVDS works and other works at Electric Supply Area Hazaribagh in Kodarma, Ramgarh, Chazzribagh and Chatra districts of Jharkhand on full turnkey basis
Power Distribution (Chittoor) Project - RDSS	Southern Power Distribution Co. of AP Ltd.	19,414.3	Southern Power Distribution Co. of AP is implementing Revamped Reforms-based and Results-linked, Distribution Sector Scheme (RDSS) by Loss Reduction by Segregation of AGL Feeders and Bifurcation of Overloaded 33 kV Feeders in Chittoor district of Andhra Pradesh on partial turnkey basis.
Power Distribution (Anantapur) Project - RDSS	Southern Power Distribution Co. of AP Ltd.	15,297.7	Southern Power Distribution Co. of AP is implementing Revamped Reforms-based and Results-linked, Distribution Sector Scheme (RDSS) by Loss Reduction by Segregation of AGL Feeders and Bifurcation of Overloaded 33 kV Feeders in Anantapur district of Andhra Pradesh on partial turnkey basis.
Power Distribution (Bhagalpur & Banka) Project - RDSS	South Bihar Power Distribution Co. Ltd.	2,918.2	South Bihar Power Distribution Co. is developing distribution infrastructure for loss reduction component works at Bhagalpur Electric Supply Circle in Bhagalpur & Banka districts of Bihar under Revamped Reformed-Based and Results-Linked Distribution Sector Scheme (RDSS).
Power Distribution (Jamui & Sheikhpura) Project - RDSS	South Bihar Power Distribution Co. Ltd.	2,487.9	South Bihar Power Distribution Co. is developing distribution infrastructure for loss reduction component works at Jamui Electric Supply Circle in Jamui & Sheikhpura districts of Bihar under Revamped Reformed-Based and Results-Linked Distribution Sector Scheme (RDSS)
Power Distribution (Ri-Bhoi) Project - RDSS	Meghalaya Power Distribution Corporation. Ltd.	1,335.9	Meghalaya Power Distribution Corpn. is implementing Revamped Reforms-based and Results-linked, Distribution Sector Scheme (RDSS) in Ri-Bhoi district of Meghalaya on turnkey basis. The scope of work will include Reconductoring works, Cabling in natural disaster-prone areas etc

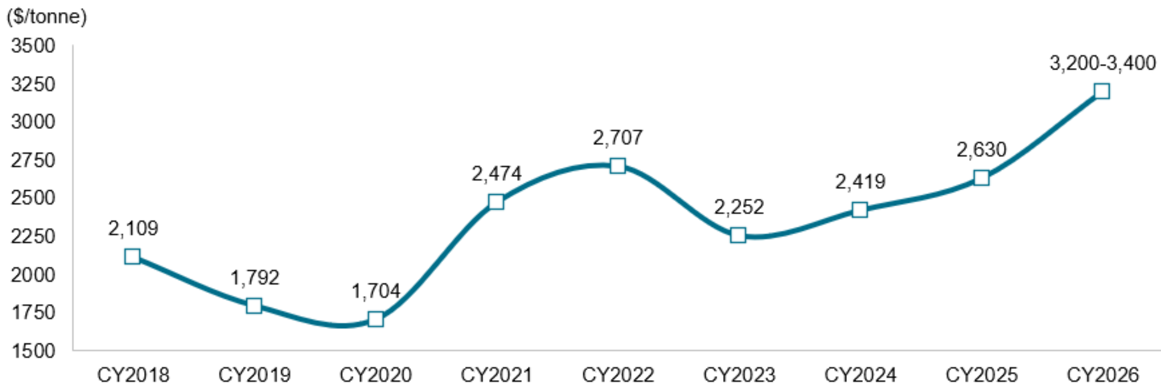
Note: The above list of projects is an indicative list and not an exhaustive list of projects
Source: Projects Today, Crisil Intelligence

3.13 Key risks and challenges impacting the power cables and conductors industry

Rise in commodity prices

Profitability of players in the power conductor segment majorly relies on the input prices of raw material as well as capacity utilization levels of their production plants. Power conductor industry has high working capital requirements, given long gestation periods. The industry's profile is further constrained by the raw material price risk and stiff competition. As raw material cost accounts for nearly 70-75% of net sales, effective inventory management remains critical, especially given the prevalent volatility in global commodity prices. In cable industry too, a prevalent challenge lies in the volatility of raw material prices. Particularly the surge in costs for essential materials like copper, zinc, and aluminium. This price increase significantly affects profit margins within industry.

Aluminium prices (London metal exchange)



Source: LME, Crisil Intelligence

3.14 Weak financial health of state distribution companies

The distribution sector is controlled by state distribution utilities (SDU) with private participation limited to circles such as Mumbai, Ahmedabad, Surat, Delhi, Agra, and Kolkata. State distribution utilities continue to reel under huge losses due to unprofitable tariff structures, high AT&C losses and inadequate subsidies received from state governments coupled with delays in payments. The sector is marred with financial irregularities due to the nature of the business. Inability to increase power tariffs along with high commercial and technical losses have led to high losses for the discoms.

3.15 Counterfeit products

Counterfeit products pose a severe challenge for cable industry in India. These products are made of subpar materials, posing a series threat in the end-use industry. The counterfeit versions of authentic products spoil brand image and customer trust in the company when these counterfeit versions of authentic products falter. Counterfeit cables may not meet the required safety standards, posing a risk of electrical fires, shocks, and other hazards. Genuine cables are typically designed and tested to comply with safety regulations, but counterfeit products may cut corners to reduce costs. Counterfeiters can also engage in intellectual property theft by copying designs, trademarks, and other proprietary information from legitimate manufacturers. This undermines the innovation and investment made by genuine companies.

3.16 Keeping up with competition and innovations

Keeping up with competition and innovations is a significant challenge for companies in the wire and cables industry. The sector is characterized by a diverse pace of innovations in product development, with new technologies and materials emerging rapidly. To stay ahead of the curve, companies must continuously update their technology and manufacturing processes to compete in the market. This requires significant investments in research and development, as well as a commitment to adopting new materials and production methods. Furthermore, the increasing demand for high-performance and specialized cables, such as those used in renewable energy and electric vehicle applications, has created a need for companies to develop new products and solutions that meet these emerging requirements. Additionally, the rise of digitalization and Industry 4.0 has introduced new challenges, such as the need for cables and connectors that can support high-speed data transmission and connectivity. Moreover, the pressure to reduce costs, improve efficiency, and minimize environmental impact adds to the complexity, making it a challenging task for companies to balance innovation with sustainability and profitability.

3.17 Dependence on government spending

In India the transmission and distribution sector is a three-tiered system comprising of distribution networks, state grids and regional grids. While the demand for power conductors arises from transmission networks and generation associated transmission, the demand for power cable mainly arises from the distribution network (low voltage (up to 33 kV) arial bunched cables). The growth of the power conductors segment is mainly dependent on evacuation systems for power generation capacities. Further, demand for power cables and conductors arises from strengthening of transmission infrastructure. The capex across all these segments is driven by the government and any slowdown in the same will impact the demand for cables and conductors.

3.18 Supply chain disruptions and geopolitical risks

The cable and conductor manufacturers rely on globally traded commodities. Any external disruptions can have impact on the cost and delivery schedules. Over the past few years, numerous global events have impacted the sector and have highlighted the fragility of these supply chains. Disruptions in the supply of raw materials, such as copper and aluminium, have led to price volatility and shortages, impacting the industry's production and profitability.

Since December 2023 Houthi attacks have squeezed the Red Sea–Suez artery. Major carriers have rerouted round the Cape, reducing global container capacity and adding 10-14 days to India-Europe voyages. This has impacted the freight rates, pushing average lead times. Regional conflict in the middle east has kept the pressure high: Israel–Gaza and Israel-Iran hostilities have lifted war-risk premiums, threatening PVC and XLPE feedstock flows critical to insulation lines.

The Ukraine war led to energy shortages and sanctions. This curtailed European smelter increasing copper cost and driving similar spikes in aluminium. Price volatility erodes thin margins and forces Indian manufacturers to hedge larger volumes and stagger purchases.

Geopolitical tensions, particularly between the US and China, have also affected the industry. Taking the example of copper, India relies on copper imports for ~40% of its copper supply. The same is expected to come down as newly operational domestic capacity reduces dependence. However, more than half of global copper smelting capacity is in China. Any disruptions in such upstream supply can lead to increased sea freight rates and extended lead times across the globe.

Trade policy of US has added fresh layers of uncertainty. Washington's decision in June 2025 to double tariffs on foreign steel and aluminium imports to 50% impacted futures markets and arbitrage exports of aluminium rods. At the same time, outbound shipments face headwinds after the European Commission slapped anti-dumping duties on Indian optical-fibre cables.

Together, these developments are reshaping sourcing strategies. Cable makers are locking long-term metal off-take with domestic smelters, qualifying alternate polymer suppliers, and rerouting exports via Jawaharlal Nehru Port–Cape of Good Hope loops.

4. Overview of EPC industry in India

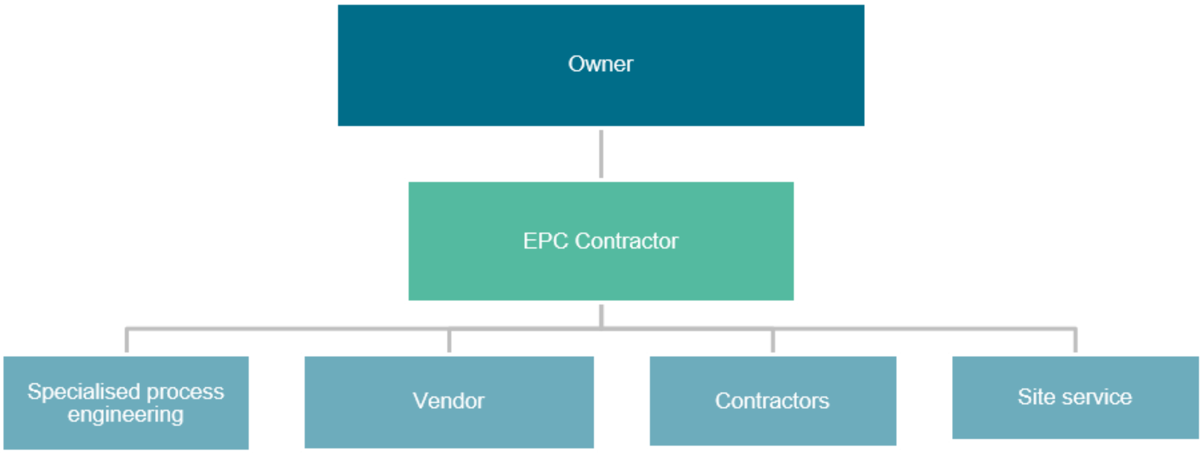
4.1 Qualitative overview of structure of EPC Market

Over the years, the infrastructure business has seen various contracting methods evolve. Traditional contracting models have been replaced by new approaches as projects have grown more complex. Gradually, the responsibility for project management has moved from the owner or developer to the contractor.

This shift is evident in the move from owner-managed projects to Engineering, Procurement, and Construction (EPC) contracts. In EPC contracts, the contractor assumes the risks of time and cost overruns, along with the responsibilities for design, material procurement, and construction. These contracts also shield the owner/developer from currency and interest rate fluctuations.

Unlike other contracts where procurement and design are separate processes, EPC contracts integrate them, reducing the overall project duration. Contract which requires heavy financial and technically requirement generally divided into smaller EPC projects.

EPC model



Source: Crisil Intelligence

A typical EPC project covers design, civil works, equipment purchase and installation, and commissioning. Most of the EPC players provide integrated and customised solutions as per the client requirements through a consultative approach. Favourable government initiatives, increased infrastructure development in sectors such as roads, power, railways, irrigation etc have provided impetus to EPC contracts.

4.2 Overview of key client types in Indian EPC industry

In the Indian Engineering, Procurement, and Construction (EPC) industry, clients can be broadly categorized based on their sector and specific requirements. Here are some key client types:

1. Public Sector Institutions

These include government bodies and public sector undertakings (PSUs) involved in large-scale infrastructure projects.

Ministries and Government Departments: Various ministries such as the Ministry of Road Transport and Highways, Ministry of Power, and Ministry of Railways oversee significant infrastructure development.

Public Sector Undertakings (PSUs): Organizations like Oil and Natural Gas Corporation (ONGC), National Thermal Power Corporation (NTPC), and Indian Railways act as major clients for EPC contractors.

2. Private Sector Clients

Private companies across various industries also play a substantial role in the EPC industry.

Industrial Sector: Companies in sectors such as oil and gas, power, petrochemicals, and manufacturing frequently require EPC services for setting up plants and facilities.

Real Estate and Commercial: Real estate developers and commercial establishments often engage EPC contractors for large-scale construction projects.

3. International Clients

Foreign companies and multinational corporations looking to establish or expand their presence in India often require EPC services.

Multinational Corporations: Global players in industries such as energy, automotive, and chemicals may engage Indian EPC firms for their projects in India.

Development Agencies: International development agencies and financial institutions like the World Bank and Asian Development Bank often fund infrastructure projects, requiring EPC services for execution

4.3 Overview of power EPC in India

A typical EPC project covers design, civil works, equipment purchase installation, and commissioning. However, the scope of an EPC work has been evolved over the years and now may also include O&M (Operation and Management) services. Most of the EPC players provide integrated and customised solutions as per the client requirements through a consultative approach. The overall project works are classified as supply (material) contracts and services contracts. In a comprehensive package, most of the EPC providers offer 3-5 years of O&M services after commissioning of the project and after expiry of the services, the developer executes a separate long-term O&M agreement with a dedicated O&M service provider.

Mechanical, instrumentation, civil, electrical, operations & maintenance (O&M) and annual maintenance contracts (AMCs) are the key type of EPC works undertaken in the Indian power industry

Mechanical works / erection works is the most critical component when building a power plant due to its high complexity, necessitating involvement of highly specialised suppliers/contractors of power generation, material handling and instrumentation equipment. In terms of civil works, construction requires high design prowess and construction capability due to installation of specialized equipment. Instrumentation and electrical works are of medium complexity level, with equipment and power plant operations conforming to uniform industry standards. Environmental clearance is a must for all the projects. As per interactions with industry stakeholders, EPC contracting is the preferred route for power plants due to standardized process of power plant construction. EPC players typically subcontract different packages of civil, mechanical, instrumentation and electrical works, with specialized suppliers / vendors being awarded contracts for supply of equipment's such as boilers, turbines and generators (BTG), heaters and cooling systems.

Below is the overview of types of EPC works that are undertaken in the power sector. It majorly includes Erection, Testing and Commissioning (ETC) power plants, with complete boilers, turbines and generators (ETC-BTG) and balance of plant (BOP) works, for various sizes and scale. It also includes integrated construction services to power plants, which include responsibly sourced gas (RSG) reactors, waste heat recovery boilers (WHRB), circulating fluidized bed combustion (CFBC) boilers, steam turbine generators, steam generators including auxiliaries, electrostatic precipitators (ESPs), hydro turbines and BOP packages, including structural steel works, ash handling, coal handling, fuel oil systems, selective catalytic reduction (SCR) & flue gas desulphurization (FGD), high-pressure piping works

Overview of EPC works across generation, transmission and distribution in the power sector

Civil (15-20%)*	Mechanical/Erection works (50-55%)*	Instrumentation (10-15%)*	Electrical (10-15%)*	O&M and AMCs (8-12%)*	Miscellaneous (~5%)*
• Includes Buildings, chimney, cooling tanks, land development, roads & boundary walls, erection and fabrication, substations, foundation for different machinery and material handling, etc.	• Erection, testing and commissioning including Various complex and heavy engineering equipment - Turbine-generator and boilers, heaters, cooling system, condensing system, SCR and FGD, substations etc.	• Instrumentation and process control requirement is high in case of power sector and various equipment involves: Distributed digital control monitoring, PLC based control, Control system of boiler, turbine & balance of plant etc.	• Electrical systems such as auxiliary transformers, generators, panels, electrostatic precipitators, switchgears and cabling, transmission lines, transmission towers, substations, electrification and distribution etc.	• Operation and maintenance of power plants • Electrical network maintenance • O&M contracts of exports	• Other components such as procuring licenses, contingencies, pre-operative expenses, other development costs, etc

*Note: *Figures in brackets indicate estimated break-up of total project cost across various verticals shown above (civil, mechanical, instrumentation, electrical, O&M and miscellaneous)*
Source: Crisil Intelligence

4.4 Overview of type of projects, mode of construction and customers in power EPC

Segment	Type of projects	Clientele in the segment
Generation	End-to-end EPC projects for setting of generation power plants or sections of projects which include but not limited	• **Government and public sector enterprises such as NTPC Ltd**

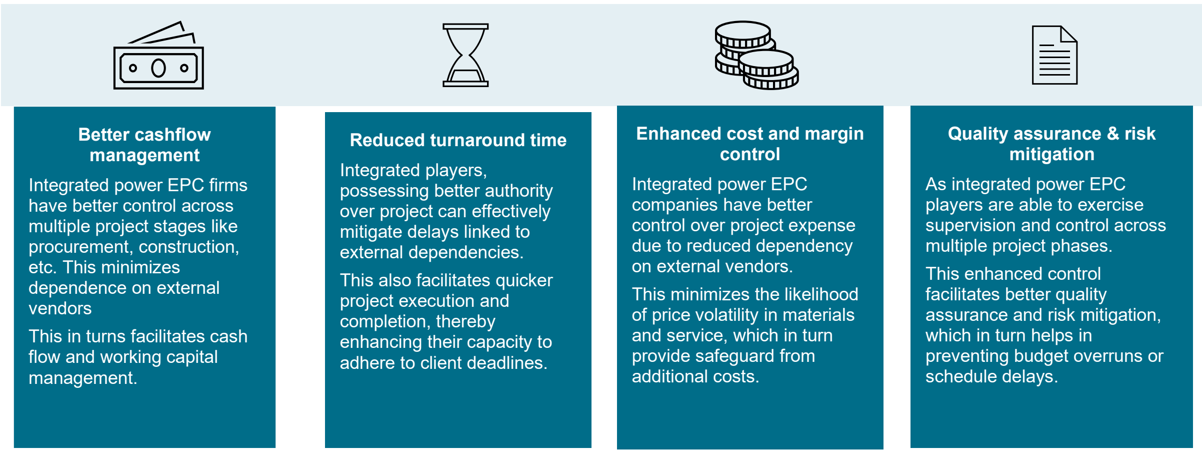
Segment	Type of projects	Clientele in the segment
	to Flue Gas Desulphurization (FGD) Systems, Boilers, Turbine and Generator systems, steam generator and its auxiliaries	• **Private power generation companies** • **Industrial companies for captive usage**
Transmission and distribution (T&D)	In T&D projects include but not limited to erection of various sub-stations such as transmission substation, distribution substation and converter substation, construction of transmission lines, underground and overhead distribution power line construction, smart metering	• **PGCIL, state transmission utilities, power producers, and DISCOMS**

Source: Crisil Intelligence

Integrated players in the power EPC industry entails greater operational, financial and managerial benefits

An integrated approach in the power EPC sector offers several strategic advantages that drive operational efficiency, financial performance, and project management capabilities. Additionally, by supplying its own products such as Transformers, cables, conductors, switchgear or power generation equipment, the company ensures a seamless alignment between its product capabilities and the specific needs of the product thereby providing a distinct advantage to the customers. This vertical integration eliminates dependencies on third-party suppliers, reducing the risks of delays, cost overruns, or quality inconsistencies. Moreover, the company's in-depth knowledge of its products allows for better customization, optimization, and technical support, ensuring that the equipment performs efficiently under project-specific conditions. This approach not only enhances operational efficiency and reliability but also simplifies project execution by maintaining tighter control on supply chain. For customers, this translated into a more cohesive and cost-effective solution, improved project timelines, and superior long-term performance of power infrastructure, reinforcing trust and long-term partnerships.

Benefits of being an integrated power EPC player



Source: Crisil Intelligence

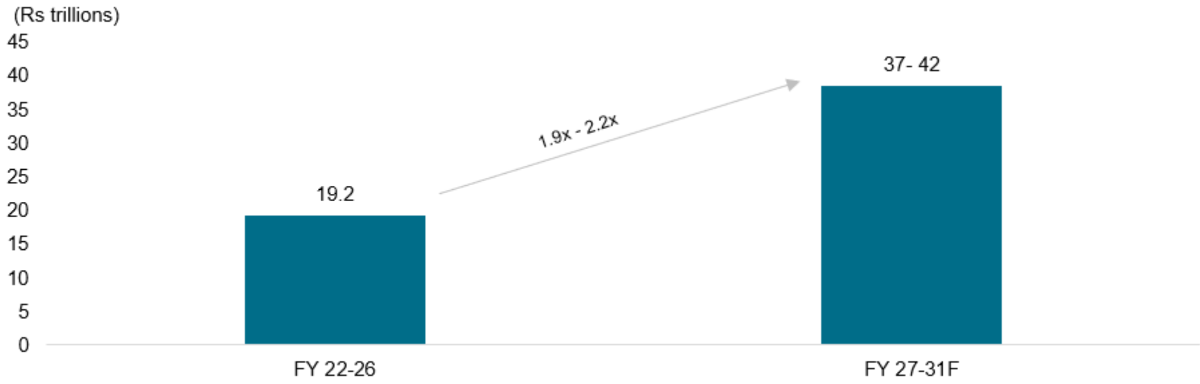
4.5 Investments in Indian power sector

Infrastructure investments in power sector expected to increase moving forward

Crisil Intelligence estimates that investments in India's power sector will see a rise of 1.9x to 2.2x times, increasing from Rs. 19.2 trillion between FY 22-26 to Rs. 37 – 42 trillion during fiscals 2027-2031, driven primarily by the generation segment, followed by transmission and distribution. Power generation is expected to account for 70-80% of total investments, reflecting India's continued commitment to its COP26 targets and clean energy transition. Investments in generation capacity are projected to increase nearly 2.5 times, from approximately Rs 12 trillion during fiscals 2022-2026 to Rs 27-32 trillion during fiscals 2027-2031. Renewable energy projects (excluding hydro, pumped storage, and battery energy storage systems) are expected to contribute around 54% of generation investments, supporting the country's goal of achieving 500 GW of non-fossil fuel capacity. To accommodate the rapid expansion of renewable energy, significant investments in transmission infrastructure will also be required, with spending estimated at Rs 4-5 trillion during fiscals 2027-2031, up from around Rs 2.6 trillion in the previous five-year period, driven by upcoming interstate and intrastate transmission projects. In addition, the distribution segment is expected to attract Rs 4-5 trillion of investments over FY 27-31 vis-à-vis Rs

4.6 Trillion between FY 22-26 supported by distribution network upgrades and large-scale smart meter deployment aimed at improving efficiency and reducing carbon emissions.

Outlook on power sector segment investments (fiscal 2022-2026 vs fiscal 2027-2031)

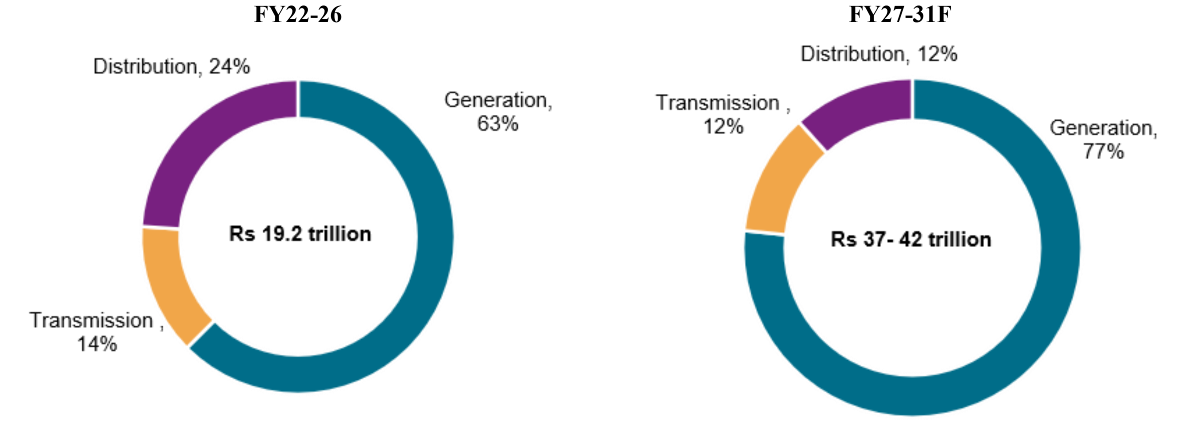


Source: Company filings, CEA, Crisil Intelligence

Generation segments continue to form the highest share in overall power infrastructure

Investments of Rs 27-32 trillion are expected in the power sector over fiscals 2027 to 2031. Generation segment to drive investments with large scale clean energy additions expected followed by distribution and transmission investments.

Segment-wise investment in power sector



Note: The numbers do not include private sector investments in the distribution sector.
Note: Above percentage value may not add to 100% due to rounding off error.
Source: Company reports, state tariff orders, Crisil Intelligence

EPC projects make up 40-50% of investments in the power sector

In the power sector, EPC refers to a variety of activities which include design, construction of power plants, substations, transmission lines, procurement of equipment, machinery and materials etc. Projects in the Indian power sector is usually allotted via three primary routes namely EPC, Public Private Partnership (PPP) or the project is executed in-house by the internal teams. Largely, projects are given out via EPC and PPP route barring a few brown field projects which are taken up in-house by power companies.

Indian power EPC sector has witnessed strong growth over the last few years, driven by the increasing demand for electricity, government initiatives, and rising investments in the sector. Specifically, from the construction point of view, activities involve buildings, chimney, cooling tanks, land development, roads & boundary walls, erection and fabrication, substations, foundation for different machinery and material handling, etc. Most of the small and mid-sized projects in the sector happen via the EPC route, while some bigger projects happen via PPP route on an itemized basis. Some brownfield expansions also happen in-house using internal teams by the companies.

Crisil Intelligence estimates that out of the total investments flowing in the power sector in the country, 40-50% are coming via EPC mode of projects.

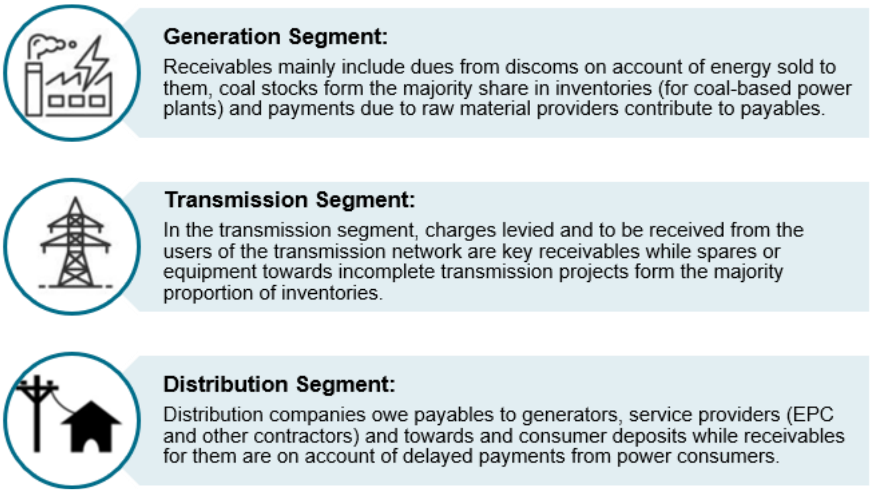
EPC investments in the power construction sector

Source: Crisil Intelligence

Working capital cycle in power sector varies across generation, transmission and distribution segments.

Power sector is characterised with distinct working capital cycles in generation, transmission and distribution segments.

Working capital cycle analysis



Source: Crisil Intelligence

Stronger players such as the central generation entity big power players can effectively manage receivables due to a larger and diversified portfolio, with most of the capacity tied up in firm PPAs. NTPC also maintains Letter of Credits (LCs) at 105% of the average monthly billing and is party to Tripartite Agreements (TPAs) signed amongst the state governments, Government of India, and Reserve Bank of India for recovery of payment dues in case of default from state distribution utilities.

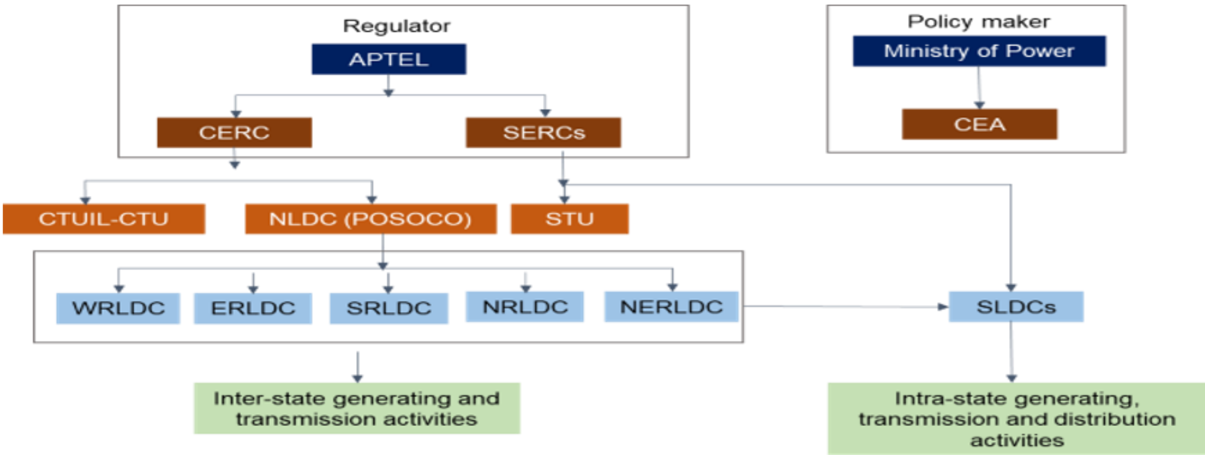
However, smaller entities, especially in the private sector, are more vulnerable to receivables being significantly delayed. Concentration of PPAs with one or two counterparties, heightens the risk. While those with untied capacity must also face the vagaries of the short-term power market.

4.6 Regulatory environment

Regulating authorities and agencies in Indian power sector

The sector is highly regulated, with various functions being distributed between multiple implementing agencies. The three chief regulators for the sector are: the Central Electricity Regulatory Commission (CERC), the Central Electricity Authority (CEA), and the State Electricity Regulatory Commissions (SERCs).

Institutional and structural framework



Note: APTEL - The Appellate Tribunal for Electricity; CERC- Central Electricity Regulatory Commission; CEA - Central Electricity Authority; CTUIL: Central Transmission Utility of India Limited; WRLDC - Western Regional Load Dispatch Centre; ERLDC - Eastern Regional Load Dispatch Centre; SRLDC - Southern Regional Load Dispatch Centre; NLDC: National Load Dispatch Centre, NRLDC - Northern Regional Load Dispatch Centre; NERLDC - North-Eastern Regional Load Dispatch Centre; POSOCO: Power System Operation Corporation, SLDC - State Load Dispatch Centre; CTU - Central Transmission Utility; STU - State Transmission Utility
Source: Crisil Intelligence

The Ministry of Power (MoP) works in close coordination with the CERC and CEA. While the CERC's role is more of a regulator for approving tariffs of central utilities, approving licenses, etc., the CEA is primarily a technical advisor focused on planning, i.e., estimating power demand and generation and transmission capacity.

Overview of key schemes in Indian power sector

Generation

India is committed 500 GW of non-fossil capacities by 2030 as a part of its climate commitment goals. To achieve those goals and to drive the solar capacity additions in the country, GoI has introduced various schemes.

Scheme for Harnessing and Allocating Koyala (Coal) Transparently in India (SHAKTI)

In May 2025, the Government approved a revised version of the SHAKTI (Scheme for Harnessing and Allocating Koyala Transparently in India) Policy to simplify coal allocation and improve fuel availability for the power sector. The revised framework consolidates multiple coal linkage mechanisms into two allocation windows, promoting ease of doing business, greater competition, efficient utilization of thermal power capacity, and affordable electricity generation.

The policy aims to expand access to domestic coal for both tied and untied power plants, reduce dependence on imported coal, support the revival of stressed power assets, and facilitate seamless addition of new thermal generation capacity. By improving coal availability and allowing greater flexibility in power sales, the revised policy is expected to strengthen energy security and support India's growing power demand.

Key highlights:

- **Two-window coal allocation framework:**
  - Window I: Coal linkages at notified prices for Central and State sector generating companies.
  - Window II: Coal linkages through auction at a premium over notified prices for all eligible power producers.
- **Greater flexibility for power producers:**
- **Domestic coal-based generators, whether tied to PPAs or untied, as well as imported coal-based plants, can secure coal linkages for periods ranging from up to 12 months to 25 years.**

- **Support for energy security and capacity expansion:**
- **The policy encourages optimum utilization of existing power plants, promotes pit-head thermal capacity additions, reduces import dependence, and strengthens India's long-term energy security.**

Ultra-Mega Solar Parks

To accelerate large-scale solar deployment and support India's renewable energy transition, the Union Cabinet approved the expansion of the Solar Parks Scheme in February 2017, increasing the target capacity from 20 GW to 40 GW. The enhanced programme envisaged the development of at least 50 solar parks, each with a capacity of 500 MW or more, supported by ₹81 billion in central financial assistance.

The scheme aims to provide developers with ready-to-use infrastructure, including land acquisition and grid connectivity, thereby reducing project risks and accelerating capacity addition. Once fully operational, the planned 40 GW capacity is expected to generate approximately 64 billion units of electricity annually and avoid around 55 million tonnes of CO_2 emissions each year. The initiative has played a crucial role in scaling up utility-scale solar power, strengthening energy security, promoting low-carbon growth, and creating employment opportunities across the renewable energy value chain.

Key Highlights:

- **Target capacity doubled from 20 GW to 40 GW, with development of at least 50 solar parks across the country.**
- **Central financial assistance of ₹81 billion, administered by SECI, to support park infrastructure and grid connectivity.**
- **Expected to generate 64 billion units of clean electricity annually and reduce 55 million tonnes of CO_2 emissions per year, while boosting investment and employment in the renewable energy sector.**

State solar policies

Till 2011-12, only Gujarat and Rajasthan had a state solar policy. Post the success of Gujarat state solar policy, various states such as Andhra Pradesh, Tamil Nadu, Karnataka, Madhya Pradesh and Telangana have also announced solar policies and have invited bids to set up solar projects in past years.

4.7 Key growth drivers and threats in the power EPC

Key growth drivers in the power EPC

Key growth drivers	Description
Government push towards reducing coal imports	At present, India depends on coal imports along with its domestic production to meet the power demand in the country. In order to reduce the dependence on imports, the government is planning to increase the domestic coal production aiming to increase availability and reduce dependence on imported coal. This would lead to infrastructure growth, in turn boosting the EPC segment
Increase focus on renewable energy	India has set a goal of 500 GW of non-fossil fuel-based capacity by 2030. In line with this, India has made a significant shift in its energy landscape towards Renewable energy (RE) with more than 70% of new capacity addition came from RE in fiscal 2024. Strong renewable capacity additions are expected to continue through fiscals 2027–2031, taking the renewable installed base to approximately 480–490 GW by fiscal 2031
Development of T&D infrastructure	According to the National Electricity Plan (Volume II), India's transmission infrastructure is expected to expand between FY27 and FY32. Transmission line capacity is projected to increase from 571,403 ckm to 648,190 ckm, an addition of 76,787 ckm (13.4%). Substation capacity is expected to rise from 1.88 million MVA to 2.41 million MVA, an addition of approximately 530,000 MVA (28.2%), indicating continued investment in strengthening the country's power transmission network. This will aid the growth of projects in EPC segment of transmission and distribution.

Key growth drivers	Description
Rising power demand	Renewable energy is projected to account for 52–57% of India's total installed generation capacity, which is estimated to reach 885–895 GW by fiscal 2031. Over the same period, coal's share of the installed capacity mix is expected to decline further to 25–35%, while capacity based on other fossil fuels, including lignite, gas, and diesel, is likely to remain largely unchanged due to limited new additions. This addition of capacities will further aid the construction under power EPC industry.

Source: Crisil Intelligence

Key challenges in the power EPC

Key challenges	Description
Distribution- Achilles heel in the Indian power sector	Distribution is the final and critical link in the power sector value chain. However, the financial position of the distribution sector has significantly deteriorated over the past decade owing to irregular tariff hikes, high AT&C losses, and delays in subsidy payments by state governments. This has adversely impacted power offtake by distribution companies (discoms). Though government has implemented schemes such as RDSS, Late payment surcharge (LPS) scheme. The impact of these on the distribution sector needs to be monitored. Any further losses would hinder the infrastructure development in the sector.
Cost overruns and delays	Regulatory complexities specially for land acquisition, permissions/approvals required from multiple agencies may lead to delay in project execution and increased operational costs. Similarly, due to increase in material costs, improper estimation can result in cost overruns. Significant cost overrun may affect the project returns.
Market competition	The market competition in the EPC sector is intense, characterized by a multitude of competitors competing for the same projects. This coupled with rising input costs will make it difficult for the EPC players to further pass on the costs to their customers. Further, staying abreast of with technologies in power generation and storage poses a significant challenge, necessitating ongoing investments in research and development to remain competitive in the market.

Source: Crisil Intelligence

5. Peer benchmarking

In this section, Crisil Intelligence has analysed some key players operating in the power cables, conductors and power EPC industry in India. Data has been obtained from publicly available sources, including annual reports and investor presentations of listed players, regulatory filings, rating rationales, and/or company websites and social media pages.

Note: The competitive landscape peers mentioned is not an exhaustive list and is an indicative list. Peers have been selected basis the product and service offerings and comparable revenue range.

Overview of peers considered

Some of the key players in the power cables, conductors and power EPC industry in India include Lumino Industries, Apar Industries, Bajel Projects, JSK Industries, Kalpataru Projects International, KEC International, KEI Industries, Sterlite Electric Limited and Universal Cables

Company Name	Year of incorporation	Description
Lumino Industries Limited	2005	Lumino Industries has an experience over 30+ years in the Indian power sector. The company is an integrated engineering, procurement and construction (EPC) player with inhouse manufacturing for conductors and power cables catering to the power transmission, distribution, and electrification sector. Lumino Industries Ltd. has received the UL certification under the Thermoset-insulated wire category for model numbers XHHW, XHH and XHHW-2
Apar Industries Limited	1989	Apar Industries is a part of the Apar Group, which has presence in the electrical and power sector. Apar Industries Limited is into the production of conductors, transformer oils, polymers, etc. The company caters to various sectors including power transmission, telecommunication, and the automotive industry, etc.
Bajel Projects Limited[1]	2022	Bajel Projects Limited (BPL), which was previously a division of Bajaj Electricals Limited, primarily focuses into Engineering, Procurement, and Construction (EPC) sector. The company is structured into four primary business segments: Power Transmission, Power Distribution, Monopoles, and International EPC. The company also provide solutions to in feeder separation

Company Name	Year of incorporation	Description
		process and irrigation projects, and other comprehensive turnkey projects.
JSK Industries Private Limited	2005	JSK Industries was incorporated in 2005 offers range of aluminium and aluminium alloy rods and conductors, primarily catering to the high voltage power transmission sector.
Kalpataru Projects International Limited	1981	Kalpataru Projects, a subsidiary of the Kalpataru Group, is an EPC player in India. The company execute and delivers infrastructure development projects, encompassing power transmission and distribution, railway systems, and civil engineering initiatives, etc.
K E C International Limited	2005	KEC International is a company of the RPG Group. KEC International is engineering, procurement, and construction (EPC) company, having its presence in segments such as power transmission and distribution railways, water management, and civil infrastructure, etc.
KEI Industries Limited	1992	KEI Industries is into manufacturing of electrical cables, including high voltage, extra-high voltage, instrumentation, and house wiring cables, etc. The company has presence in multiple industries such as construction, utilities, and infrastructure, etc.
Sterlite Electric Limited	2015	Sterlite Electric Limited is a part of the Vedanta group. Sterlite Electric Limited is a power transmission developer and solutions provider and provides multiple solutions including solutions in upgrading, uprating and strengthening power delivery networks
Universal Cables Limited	1945	Universal Cables Limited provides range of products within cables as well as capacitors segment. Its cables and capacitors are known by the brand name "UNISTAR".
Techno Electric & Engineering Company Limited	1963	Techno Electric & Engineering Company Ltd. (TEECL) is an power infrastructure company providing EPC, operations and maintenance (O&M), and asset ownership services across the power generation, transmission and distribution value chain.

Note: Year of incorporation as per MCA website
1 Bajel Projects Limited, incorporated in 2022 was formerly a wholly owned subsidiary of Bajaj Electricals Ltd (BEL). In September 2023, the Engineering & Projects (E&P) or the EPC business of BEL was demerged into Bajel
Source: Company websites, Crisil Intelligence

Operational parameters

Product portfolio

Company Name	Cables	Conductors	Power EPC	Others[2]
Lumino Industries Limited	✓	✓	✓	Solar EPC and O&M and Railway EPC
Apar Industries Limited	✓	✓	✓	Speciality oil, Polymers, lubricants, etc
Bajel Projects Limited	N.A.	N.A.	✓	Lighting Poles and Masts, Monopoles, etc
JSK Industries Private Limited	✓	✓	✓	IT- Cyber Security, Digital Substation, Photonics, etc
Kalpataru Projects International Limited	N.A.	N.A.	✓	EPC for Urban Infrastructure and Railways businesses, Buildings & Factories businesses, etc
K E C International Limited	✓	✓	✓	Oil and Gas Pipelines EPC, Civil EPC, etc
KEI Industries Limited	✓	✓	✓	Stainless steel wires, etc
Sterlite Electric Limited	✓	✓	✓	Telecom related services/ EPC
Universal Cables Limited	✓	✓	✓	Capacitators, etc
Techno Electric & Engineering Company Limited	N.A.	N.A.	✓	Renewable

Note:
N.A. stands for not available
1Cables includes wires
2Not exhaustive but only an indicative list
Source: Company websites, Crisil Intelligence

Presence across Transmission and Distribution EPC

Company Name	Transmission	Distribution
Lumino Industries Limited	✓	✓
Apar Industries Limited	✓	✓
Bajel Projects Limited	✓	✓
JSK Industries Private Limited	N.A.	N.A.

Company Name	Transmission	Distribution
Kalpataru Projects International Limited	✓	✓
K E C International Limited	✓	✓
KEI Industries Limited	✓	✓
Sterlite Electric Limited	✓	N.A.
Universal Cables Limited	✓	N.A.
Techno Electric & Engineering Company Limited	✓	✓

Note: Not exhaustive but only an indicative list
N.A. stands for not available
Source: Company websites, Crisil Intelligence

Geographical presence

Company Name	International Presence[1] (FY24)	International Presence[1] (FY25)	International Presence[1] (FY26)
Lumino Industries Limited	National: 29 states & UTs International: 16 countries	National: 30 states & UTs International: 17 countries	National 26 States International: 17 countries
Apar Industries Limited	National: 28 states + 8 UTs International: 140+ countries	National: 28 states + 8 UTs International: 140+ countries	National: N.A. International: 140+ countries
Bajel Projects Limited	National: 25 states International: 2 countries	National: 25 states International: 2 countries	National: 15 states + 2 UTs International: 2 countries
JSK Industries Private Limited	National: Yes International: N.A.	N.A.	N.A.
Kalpataru Projects International Limited	National: 24 states International: 45 countries	National: 23 states International: 45 countries	National: 19 States International: 50 countries
K E C International Limited	National: 25 states International: 35 countries	National: 25 states International: 44 countries	National: 27 states International: 110+ Countries[3]42 countries
KEI Industries Limited	National: Pan India International: 60+ Countries	National: Pan India International: 60+ Countries	National: Pan India International: 60+ Countries
Sterlite Electric Limited[2]	National: Yes International: Yes	National: Yes International: 70+ Countries	National: Yes International: 70+ Countries[3]
Universal Cables Limited	National: Pan India International: 19 countries	National: Pan India International: 36 countries	National: Pan India International: 32 countries
Techno Electric & Engineering Company Limited	National: 22 States International: 2 countries	National: 20 States International: 2 countries	N.A.

Note:
N.A.: Not available
1 Represents markets served by entity as disclosed in respective fiscal ending annual reports by respective companies
2 As per Sterlite Electric Ltd fiscal 2023 report, the company exports to 70+ countries. Formula used for calculating exports: External turnover outside India/ (external turnover outside India+ within India)
3 As per respective company's website accessed on July 2026
Source: Annual Report, Company websites, Crisil Intelligence

Manufacturing facilities and capacity

Company Name	Manufacturing Facilities (FY26)	Manufacturing Capacity[12] (FY24)	Manufacturing Capacity[12] (FY25)	Manufacturing Capacity[12] (FY26)
Conductors and Cables focused players				
Lumino Industries Limited	2^	Cables and Conductors: 40,000 MT	Cables and Conductors: 40,000 MT	Cables and Conductors: 40,000 MT[5]
Apar Industries Limited	12[1]	Conductors: 210,000 MT Cables: 6,81,780 KM Alloys / HEC / HTLS: 5,722 KM per month Polymers: 35,000MT per month	Transformer oils[16]: 861,600 KL Conductors[16]: 444,607 MT Cables[16]: 880,176 KM	Production capacity of 7,50,000+ KL in India & 1,75,000+ KL in UAE^^
JSK Industries Private Limited	1[2]	Conductors[3]: Multi Strand (upto 61 strand): 48,000 KM, Seven Strand: 1,90,000 KM	Conductors[13]: Multi Strand (upto 61 strand): 48,000 KM, Seven Strand: 1,90,000 KM	Conductors multi-Strand (up to 61 strands)[17]: 48,000 KM Seven-Strand[17]: 190,000 KM Wire Rods EC, Alloy &

Company Name	Manufacturing Facilities (FY26)	Manufacturing Capacity[12] (FY24)	Manufacturing Capacity[12] (FY25)	Manufacturing Capacity[12] (FY26)
		Wire Rods[3]: EC, Alloy & De-oxi Flipped Coils: 68,400 MT	Wire Rods[13]: EC, Alloy & De-oxi Flipped Coils: 68,400 MT	De-oxi Flipped Coils[17]: 68,400 MT
KEI Industries Limited	5[4]	Cables: 141,400 KM House Wires/Winding wires: 1,818,400 KM Communication cable: 28,800 KM Stainless steel: 9,000 MT	Cables: 194,900 KM House Wires/Winding wires: 2,375,000 KM Communication cable: 28,800 KM Stainless steel: 9,000 MT	Cables[18]: 194,900 KM House & Winding Wires[18]: 2,375,000 KM SS Wire[18]: 9,000 MT (9 million kg)
Sterlite Electric Limited*	5[6]	Overhead Conductors[19]: 98,146 MT/year Power Cables[19]: 2,400 KM OPGW[19]: 21,000 Km	Overhead Conductors[19]: 117,196 MT/year Power Cables[19]: 2,400 KM OPGW[19]: 21,000 Km	N.A.
Universal Cables Limited	2[7]	XLPE Insulated Medium Voltage Power cables of all types and voltage grades: ~6000 KM/ annum[8]	N.A.	N.A.
EPC focused players				
Bajel Projects Limited	3[20]	Galvanising: 60,000+ MTPA[9]	N.A.	Galvanizing Capacity: 40,500 MT/year[20]
KEC International Limited	Cables: 2[10] Transmission Tower: 6[11]	Global Consolidated manufacturing capacity: 4,32,200 MTPA ● Transmission Tower, Poles and Hardware: 3,72,200 MTPA ● Railway Structures: 38,000 MTPA ● Telecom Tower Structures & Cuplock Scaffolding facility: 12,000 MTPA ● Solar Structures: 10,000 MTPA Cables: 69,430 MT ● Power Cables: ~42,150 KM per annum ● Instrumentation Cables: 3,600 KM per annum ● Optical Fibre Cables: 8,00,000 fibre KM per annum ● Copper Telecom Cables: 6,00,000 conductor KM per annum ● Catenary Conductor: 2,040 MTPA ● Contact wire: 3,240 MTPA	Global Consolidated manufacturing capacity: 4,68,200 MTPA ● Transmission Tower, Poles and Hardware: 4,08,200 MTPA ● Railway Structures: 38,000 MTPA ● Telecom Tower Structures & Cuplock Scaffolding facility: 12,000 MTPA ● Solar Structures: 10,000 MTPA Cables: 94,630 MT ● Power Cables: ~42,150 KM per annum ● Instrumentation Cables: 3,600 KM per annum ● Optical Fibre Cables: 8,00,000 fibre KM per annum ● Copper Telecom Cables: 6,00,000 conductor KM per annum ● Catenary Conductor: 2,040 MTPA ● Contact wire: 3,240 MTPA ● Overhead AL conductors: 25,200 MTPA	Global Consolidated Manufacturing Capacity^: 4,83,800 MTPA ● Transmission Towers, Poles and Hardware: 4,23,800 MTPA ● Railway Structures: 38,000 MTPA ● Telecom Tower Structures & Cuplock Scaffolding: 12,000 MTPA ● Solar Structures: 10,000 MTPA ● Power Cable: ~42,150Km ● Instrumentation cables: 3,600 Km ● Optical Fiber cables: 8 lakh fiber per annum ● Copper Telecom Cable: 6 Lakh conductor km per annum ● Catenary conductor: 6,000 MTA ● Contact wire: 4,800 MTA ● Overhead AL conductor: 34,800MTA ● E-Beam & Rubber per Annum: 46,057 Km
Kalpataru Projects International Limited	2[15]	Tower Structure Fabrication: 2,40,000 MTPA	Tower Structure Fabrication: 2,40,000 MTPA	Tower Structure Fabrication: 2,40,000 MTPA
Techno Electric & Engineering	N.A.	N.A.	N.A.	N.A.

Company Name	Manufacturing Facilities (FY26)	Manufacturing Capacity[12] (FY24)	Manufacturing Capacity[12] (FY25)	Manufacturing Capacity[12] (FY26)
Company Limited				

Note:
MTPA: Metric tonnes per annum; MT: Metric Ton; KM: Kilometres
N.A.: Not Available
The manufacturing facilities mentioned in the above table may not be exclusively allocated to the manufacturing of the specific product and may be used for the production/ manufacturing of other products as well.
** As per FY24 annual report*
^As per FY 26 annual report
^^ As per investor presentation dated May 2026
[1]As per Investor Presentation dated January 2026
[2]As per rating rationale dated June 2026
[3]As per JSK Industries website accessed in October 2024
[4]As per rating rational dated July 2026
[5]As per Annual Report FY26
[6] As per Sterlite Electric Limited DRHP dated September 2025
[7] As per Universal Cables Limited website accessed in July 2026
[8]As per disclosure dated March 2024
[9]Only the capacity details of galvanising was available in the annual report, the capacity details for manufacturing of lattice structures, steel tubular poles, lighting poles and masts were not available, hence has not been included in the table
10As per KEC International Ltd fiscal 2025 annual report, total manufacturing plants of the company stands at eight and global manufacturing capacity (Tower, Poles, Hardware, Structures for Railways & Solar) is 4,68,200 MTPA
11The company has 6 transmission tower manufacturing facilities, 3 in India, 1 each in UAE, Brazil and Mexico
12Manufacturing capacity details may not be exhaustive as capacity details are not entirely reported by all the peers
13As per JSK Industries website accessed in July 2025
14 Capacity details as per ratings rationale dated April 2025
15 As per Kalpataru Projects International Ltd website accessed in July 2026
16 As per rating rationale dated August 2025
17 As per JSK Industries website accessed in July 2026
18 As per rating rational dated July 2026
19 As per Sterlite Electric Limited DRHP dated September 2025
20 As per Annual Report FY 26
Source: Company websites, Crisil Intelligence

Order Book*

Company Name	Order Book as on 31 March 2024 (Rs. million)	Order Book as on 31 March 2025 (Rs. million)	Order Book as on 31 March 2026 (Rs. million)
Lumino Industries Limited	Total: 19,405.66 ● Manufacturing: 12,027.56 ● EPC: 7,378.10	Total: 24,362.69 ● Manufacturing: 10,901.88 ● EPC: 13,460.81	Total: 31,498.78 ● Manufacturing: 11,579.02 ● EPC: 19,919.76
Apar Industries Limited	Conductors: 68,850.00 Cables: 14,360.00	Conductors: 71,630.00 Cables: 16,900.00	Conductors: 76,710.00 Cables: 18,000.00
Bajel Projects Limited	Total: 35,980.00	Total: 29,840.00[3]	Total: 34,420.00
JSK Industries Private Limited	Total: 17,774.00[1]	Total: 16,029[4]	Total: 14,373.00[6]
Kalpataru Projects International Limited	Total - 584,150.00	Total - 644,950.00	Total: 654,570.00
K E C International Limited	Total: 296,440.00	Total: 333,980.00	Total: 362,670.00
KEI Industries Limited	Total: 35,978.00	Total: 34,829.00	Total: 35,850.00
Sterlite Electric Limited	Total: 64,830.00	Total: 74,490.00	Total: 80,000.00+[7]
Universal Cables Limited	EPC and cables: 13,233.40[2]	EPC and cables: 17,920.00[5]	N.A.
Techno Electric & Engineering Company Limited	Total: 37,718.70	Total: 92,189.70	Total: 109,510.00

Note:
N.A.: Not Available
** Please note that in the table, wherever 'total' is not explicitly mentioned, the presented numbers may not represent the complete order book data for companies for the respective years.*
1 Order book value as on 31.12.2023 as per rating rationale dated February 2024
^ Building and Factories
2 Order book as per ratings rationale dated July 2024
3 Excludes supply orders
4 Order book value as on 28.1.2025 as per rating rationale dated March 2025
5 Order book as on 31.3.2025 as per ratings rationale dated July 2025
6 As on April 30, 2026
7 As per rating rational dated July 2026
Source: Annual reports, Crisil Intelligence

Financial parameters

Segmental revenue

Company Name		Details of key business activities/ products and services sold by company (accounting for at least 90% of the turnover)	Revenue contribution** FY24	Revenue contribution** FY25	Revenue contribution** FY26
Lumino industries Limited	1.	Manufacturing^	65.60%	64.96%	69.74%
	2.	EPC^^	34.40%	35.04%	30.26%
Apar Industries Limited	1.	Manufacturing of AAC/ AAAC/ ACSR Conductors	48.00%	49.00%	51.88%
	2.	Manufacturing of Transformer & Speciality Oils	29.00%	26.00%	21.93%
	3.	Manufacturing of Power/ Telecom Cable	23.00%	25.00%	25.39%
	4.	Manufacturing of Polymer	1.00%	1.00%	0.80%
Bajel Projects Limited	1.	Engineering, Procurement and Construction of Power Transmission and Power Distribution Infrastructure	100.00%	100.00%	100.00%[3]
JSK Industries Private Limited	1.	Manufacture of basic Metals[1]	100.00%	85.00%	N.A.
Kalpataru Projects International Limited	1.	Transmission & Distribution (provides solutions related to power transmission lines and sub-stations)	32.00%	37.00%	38.62%
	2.	Buildings & Factories (execute civil works, design & build composite works, structural works, finishing works, utilities, and area development)	29.00%	31.00%	29.98%
	3.	Water (designs and builds water intake, pipeline laying, treatment, storage, supply, distribution, and operation & maintenance of projects	21.00%	12.00%	9.10%
	4.	Railways (services include overhead electrification, traction substations, station buildings, railway track laying, earthwork, workshops, signalling & telecommunication (S&T), power systems, and civil works associated with railway networks and composite railway projects)	9.00%	5.00%	4.80%
	5.	Oil & Gas (undertakes EPC contracting for cross-country pipelines, terminals, and gas gathering stations for the oil and gas sector across diverse territories	5.00%	9.00%	11.73%
	6.	Urban Infrastructure (offers EPC services for the design and construction of highways, bridges & flyovers, airports, metro rail corridor stations, transit terminals & hubs)	4.00%	4.00%	4.99%

Company Name	Details of key business activities/ products and services sold by company (accounting for at least 90% of the turnover)	Revenue contribution** FY24	Revenue contribution** FY25	Revenue contribution** FY26
K E C International Limited	1. Construction/erection and maintenance of power and transmission lines	43.00%	50.00%	59.23%
	2. Construction of railways	17.00%	11.00%	6.20%
	3. Construction of civil engineering projects	25.00%	23.00%	15.98%
	4. Manufacturing of electric wires and cables	7.00%	5.00%	6.38%
	5. Manufacturing T&D structures, distribution poles	N.A.	4.00%	6.56%
	6. Others@@	8.00%	6.00%	5.65%
KEI Industries Limited	1. Manufacturing and selling of Wires and Cables	90.00%	94.00%	93.52%
	2. Manufacturing and selling of Stainless-Steel Wires	3.00%	2.00%	1.80%
	3. Turnkey Projects / Engineering, Procurement and Construction (EPC)* Projects Segment	7.00%	4.00%	4.68%
Sterlite Electric Limited[2]	Power product and solutions	76.00%	90.00%	N.A.
	Power transmission grid business	22.00%	8.00%	N.A.
	Others^^	1.00%	2.00%	N.A.
Universal Cables Limited	Manufacturing of power (Electrical) and other Cables, Wires and related turnkey projects	95.00%	96.00%	94.07%
	Others@@	5.00%	4.00%	5.93%
Techno Electric & Engineering Company Limited	EPC	98.87%	99.38%	99.55%
	Other[4]	1.25%	0.62%	0.45%

Note: N.A.: Not Available
The percentages may not add up to 100% due to rounding off
^Includes all proprietary manufactured product sales, whether sold directly or delivered as part of an EPC contract.
^^Focused strictly on project management, engineering design, site services, and the supply of third-party "bought out" items.
***Revenue contribution is considered as disclosed in the respective company's annual report and have not been reclassified by CRISIL*
@@The company has not provided 100% revenue breakup of key business activities/ products and services sold by company. Therefore, the remaining revenue, has been classified as "Others"
** Excluding Cables*
1As per JSK Industries Pvt Ltd. fiscal 2025 annual report, aluminium wire formed 85% of the company's revenue from operation
2For Sterlite Electric Ltd., the share has been calculated using continued and discontinued segment revenue and excludes eliminations
3 For FY26, Bajel Projects Limited's revenue mix was driven by its Power Transmission segment, which contributed 83.58% of total revenue. This was followed by Power Distribution at 8.55%, Manufacturing Unit at 5.46%, Monopoles at 1.94%, and International EPC at 0.47%
4 Renewable related activity
Source: Company annual reports, filings, Crisil Intelligence

Revenue from operations

Company Name (Rs. Million)	FY24	FY25	FY26	CAGR (FY24-26)
Lumino Industries Limited	14,073.15	19,179.68	20,410.73	20.43%
Apar Industries Limited	161,529.80	185,812.10	229,021.20	19.07%
Bajel Projects Limited$	11,692.12	25,982.37	27,915.75	54.52%
JSK Industries Private Limited*	18,301.84	20,191.09	N.A.	N.A.
Kalpataru Projects International Limited	196,264.30	223,157.80	271,430.60	17.60%
K E C International Limited	199,141.70	218,467.00	235,055.40	8.64%
KEI Industries Limited	81,207.28	97,358.77	117,477.65	20.28%
Sterlite Electric Limited^	49,178.94	49,557.60	N.A.	N.A.
Universal Cables Limited	20,206.68	24,083.86	30,226.73	22.31%
Techno Electric & Engineering Company Limited	15,023.81	22,686.61	32,516.33	47.12%

Note:
N.A.: Not Available

**On standalone basis*
$ company incorporated in January 2022
^The company demerged its infrastructure business ('Infra') into its subsidiary company, Sterlite Grid 5 Limited ('SGL5') in fiscal 2024 and released reclassified financials only for fiscals 2023 and 2024. So, the financials for fiscal 2022, would not be comparable to fiscals 2023 and 2024.
For Bajel Projects Limited, Financials for FY23 are considered on a standalone basis, while for FY24 and FY25, the financials are considered on consolidated basis. This is because the company reported only standalone financials for FY23
Revenue from operations is as per respective companies' annual report
Source: Company websites, Crisil Intelligence

Lumino Industries Ltd is the fourth fastest growing player in the conductors, power cables and power EPC industry in terms of revenue from operations CAGR between fiscals 2024 and 2026, among the peers considered for which data was available

Operating EBITDA

Company Name (Rs. Million)	FY24	FY25	FY26	CAGR (FY24-26)
Lumino Industries Limited	1,450.92	2,229.37	2,389.47	28.33%
Apar Industries Limited	15,276.80	15,474.20	18,759.30	10.81%
Bajel Projects Limited$	104.15	592.70	977.09	206.29%
JSK Industries Private Limited*	736.76	1,432.88	N.A.	NA
Kalpataru Projects International Limited	16,285.70	18,341.20	22,399.00	17.28%
K E C International Limited	12,145.70	15,039.00	16,585.70	16.86%
KEI Industries Limited	8,541.85	9,909.63	12,290.44	19.95%
Sterlite Electric Limited^	4,696.92	4,307.81	N.A.	NA
Universal Cables Limited	1,616.92	1,796.03	2,606.41	26.96%
Techno Electric & Engineering Company Limited	2,094.14	3,392.55	4,618.43	48.51%

Note:
N.A.: Not Available
**On standalone basis*
$ company incorporated in January 2022
^The company demerged its infrastructure business ('Infra') into its subsidiary company, Sterlite Grid 5 Limited ('SGL5') in fiscal 2024 and released reclassified financials only for fiscals 2023 and 2024. So, the financials for fiscal 2022, would not be comparable to fiscals 2023 and 2024.
For Bajel Projects Limited, Financials for FY23 are considered on a standalone basis, while for FY24 and FY25, the financials are considered on consolidated basis. This is because the company reported only standalone financials for FY23
Formula used: Revenue from operations- Total expenses+ Finance expenses+ Depreciation and amortisation expenses
Source: Company websites, Crisil Intelligence

Among the considered peers for which data was available, Lumino Industries Ltd was the third fastest growing player between FY24-26 in terms of Operating EBITDA

PAT

Company Name (Rs. Million)	FY24	FY25	FY26	CAGR (FY24-26)
Lumino Industries Limited	866.07	1,245.86	1,599.99	35.90%
Apar Industries Limited	8,251.10	8,213.00	9,769.30	8.81%
Bajel Projects Limited$	42.87	154.64	69.03	26.90%
JSK Industries Private Limited*	396.49	914.21	NA	N.A.
Kalpataru Projects International Limited	5,159.00	5,672.70	10,306.30	41.34%
K E C International Limited	3,467.80	5,707.40	6,055.90	32.15%
KEI Industries Limited	5,807.33	6,964.14	9,184.33	25.76%
Sterlite Electric Limited^	2,301.27[1]	1,830.30	N.A.	N.A.
Universal Cables Limited	1,082.25	893.85	1,631.09	22.77%
Techno Electric & Engineering Company Limited	2,684.55	4,229.45	4,738.65	32.86%

Note:
N.A.: Not Available
**On standalone basis*
$ company incorporated in January 2022
^The company demerged its infrastructure business ('Infra') into its subsidiary company, Sterlite Grid 5 Limited ('SGL5') in fiscal 2024 and released reclassified financials only for fiscals 2023 and 2024. So, the financials for fiscal 2022, would not be comparable to fiscals 2023 and 2024.
For Bajel Projects Limited, Financials for FY23 are considered on a standalone basis, while for FY24 and FY25, the financials are considered on consolidated basis. This is because the company reported only standalone financials for FY23
[1] Profit / (loss) for the year from continuing operations
Source: Company websites, Crisil Intelligence

Among the considered peers for which data was available, Lumino Industries Ltd had been the second fastest growing player between FY24-26 in terms of PAT

Operating EBITDA Margin

Company Name	FY24	FY25	FY26
Lumino Industries Limited	10.31%	11.62%	11.71%
Apar Industries Limited	9.46%	8.33%	8.19%
Bajel Projects Limited$	0.89%	2.28%	3.50%
JSK Industries Private Limited*	4.03%	7.10%	NA
Kalpataru Projects International Limited	8.30%	8.22%	8.25%
K E C International Limited	6.10%	6.88%	7.06%
KEI Industries Limited	10.52%	10.18%	10.46%
Sterlite Electric Limited^	9.55%	8.69%	N.A.
Universal Cables Limited	8.00%	7.46%	8.62%
Techno Electric & Engineering Company Limited	13.94%	14.95%	14.20%

Note:
N.A.: Not Available
**On standalone basis*
$ company incorporated in January 2022
^The company demerged its infrastructure business ('Infra') into its subsidiary company, Sterlite Grid 5 Limited ('SGL5') in fiscal 2024 and released reclassified financials only for fiscals 2023 and 2024. So, the financials for fiscal 2022, would not be comparable to fiscals 2023 and 2024.
For Bajel Projects Limited, Financials for FY23 are considered on a standalone basis, while for FY24 and FY25, the financials are considered on consolidated basis. This is because the company reported only standalone financials for FY23
Revenue from operations as is as per respective company's' annual report
Formulae used are as follows:
Operating EBITDA % = Operating EBITDA / Revenue from operations
Source: Company websites, Crisil Intelligence

Among the considered peers for which data was available, Lumino Industries Ltd had the second highest operating EBITDA margin of 11.71% in FY26

PAT Margin

Company Name	FY24	FY25	FY26
Lumino Industries Limited	6.08%	6.40%	7.66%
Apar Industries Limited	5.08%	4.40%	4.25%
Bajel Projects Limited$	0.36%	0.59%	0.24%
JSK Industries Private Limited*	2.15%	4.49%	N.A.
Kalpataru Projects International Limited	2.62%	2.53%	3.78%
K E C International Limited	1.74%	2.60%	2.57%
KEI Industries Limited	7.12%	7.10%	7.71%
Sterlite Electric Limited^	4.64%	3.66%	N.A.
Universal Cables Limited	5.29%	3.68%	5.35%
Techno Electric & Engineering Company Limited	16.38%	17.42%	13.93%

Note:
N.A.: Not Available
**On standalone basis*
$ company incorporated in January 2022
^The company demerged its infrastructure business ('Infra') into its subsidiary company, Sterlite Grid 5 Limited ('SGL5') in fiscal 2024 and released reclassified financials only for fiscals 2023 and 2024. So, the financials for fiscal 2022, would not be comparable to fiscals 2023 and 2024.
For Bajel Projects Limited, Financials for FY23 are considered on a standalone basis, while for FY24 and FY25, the financials are considered on consolidated basis. This is because the company reported only standalone financials for FY23
Formulae used are as follows:
PAT% = PAT / Total income
Source: Company websites, Crisil Intelligence

Among the considered peers for which data was available, Lumino Industries Ltd had the third highest PAT margin of 7.66% in FY26

RoE%

Company Name	FY24	FY25	FY 26
Lumino Industries Limited	21.52%	24.52%	24.62%
Apar Industries Limited	27.01%	19.62%	19.76%
Bajel Projects Limited$	0.76%	2.51%	0.98%

Company Name	FY24	FY25	FY 26
JSK Industries Private Limited*	9.57%	19.05%	N.A.
Kalpataru Projects International Limited	13.24%	11.70%	15.80%
K E C International Limited	9.53%	12.87%	11.10%
KEI Industries Limited	20.26%	15.59%	14.76%
Sterlite Electric Limited^	16.64%	13.56%	N.A.
Universal Cables Limited	6.62%	5.04%	8.91%
Techno Electric & Engineering Company Limited	13.12%	14.33%	12.00%

Note:
N.A.: Not Available
**On standalone basis*
$ company incorporated in January 2022
^The company demerged its infrastructure business ('Infra') into its subsidiary company, Sterlite Grid 5 Limited ('SGL5') in fiscal 2024 and released reclassified financials only for fiscals 2023 and 2024. So, the financials for fiscal 2022, would not be comparable to fiscals 2023 and 2024.
& Standalone financials have been used for FY21 in the calculation of Average Tangible Net worth for FY22 as consolidation was not applicable in FY21
For Bajel Projects Limited, Financials for FY23 are considered on a standalone basis, while for FY24 and FY25, the financials are considered on consolidated basis. This is because the company reported only standalone financials for FY23
Formulae used are as follows:
RoE%: PAT / Average of Tangible net worth
Tangible net worth: Total equity- intangible assets - Intangible Assets under Development
Source: Company websites, Crisil Intelligence

Among the peers considered for which data was available, Lumino Industries Ltd had the highest RoE% in FY26 of 24.62%.

RoCE%

Company Name	FY24	FY25	FY 26
Lumino Industries Limited	32.27%	31.89%	25.75%
Apar Industries Limited	43.79%	32.76%	31.78%
Bajel Projects Limited$	5.32%	11.45%	11.14%
JSK Industries Private Limited*	19.33%	29.03%	N.A.
Kalpataru Projects International Limited	15.85%	15.73%	17.86%
K E C International Limited	15.17%	17.01%	15.33%
KEI Industries Limited	27.49%	21.48%	20.24%
Sterlite Electric Limited^	11.31%	21.88%	N.A.
Universal Cables Limited	6.88%	6.79%	8.80%
Techno Electric & Engineering Company Limited	16.50%	16.53%	14.85%

Note:
N.A.: Not Available
**On standalone basis*
$ company incorporated in January 2022
^The company demerged its infrastructure business ('Infra') into its subsidiary company, Sterlite Grid 5 Limited ('SGL5') in fiscal 2024 and released reclassified financials only for fiscals 2023 and 2024. So, the financials for fiscal 2022, would not be comparable to fiscals 2023 and 2024.
& Standalone financials have been used for FY21 in the calculation of Average Capital Employed for FY22 as consolidation was not applicable in FY21
For Bajel Projects Limited, Financials for FY23 are considered on a standalone basis, while for FY24 and FY25, the financials are considered on consolidated basis. This is because the company reported only standalone financials for FY23
Formulae used are as follows:
RoCE%: (Operating EBITDA + Other Income - Depreciation and Amortisation cost) / (Average of Capital Employed)
Capital employed: Tangible net worth + Total borrowings (Long Term Borrowings + Short Term Borrowings)
Source: Company websites, Crisil Intelligence

Asset Turnover Ratio

Company Name	FY24	FY25	FY 26
Lumino Industries Limited	18.80	18.62	15.80
Apar Industries Limited	9.76	9.04	N.A.
Bajel Projects Limited$	10.12	17.62	9.00
JSK Industries Private Limited*	8.35	8.26	N.A.
Kalpataru Projects International Limited	5.72	5.87	6.13
K E C International Limited	8.27	8.44	8.49
KEI Industries Limited	8.19	7.69	N.A.
Sterlite Electric Limited^	5.91	5.28	N.A.
Universal Cables Limited	6.38	6.21	5.73

Company Name	FY24	FY25	FY 26
Techno Electric & Engineering Company Limited	10.78	16.00	N.A.

Note:
N.A.: Not Available
**On standalone basis*
$ company incorporated in January 2022
^The company demerged its infrastructure business ('Infra') into its subsidiary company, Sterlite Grid 5 Limited ('SGL5') in fiscal 2024 and released reclassified financials only for fiscals 2023 and 2024. So, the financials for fiscal 2022, would not be comparable to fiscals 2023 and 2024.
& Standalone financials have been used for FY21 in the calculation of Average Gross Block for FY22 as consolidation was not applicable in FY21
For Bajel Projects Limited, Financials for FY23 are considered on a standalone basis, while for FY24 and FY25, the financials are considered on consolidated basis. This is because the company reported only standalone financials for FY23
Formulae used are as follows:
Asset turnover ratio: Revenue from operations / Average Gross Block
Gross Block = Gross value of Property, Plant and Equipment + Gross value of Right-of-use
Source: Company websites, Crisil Intelligence

Among the peers considered for which data was available, Lumino Industries Ltd. had the highest asset turnover ratio of 15.80 in FY26

Tangible Net worth

Company Name	FY24	FY25	FY26
Lumino Industries Limited	4,458.55	5,702.88	7,295.81
Apar Industries Limited	38,736.20	44,990.00	53,887.80
Bajel Projects Limited$	5,661.72	6,662.73	7,475.64
JSK Industries Private Limited*	4,341.62	5,253.90	N.A.
Kalpataru Projects International Limited	41,390.30	55,602.90	74,846.00
K E C International Limited	38,038.90	50,644.00	58,509.70
KEI Industries Limited	31,467.27	57,846.95	66,640.64
Sterlite Electric Limited^	12,990.23	14,001.26	N.A.
Universal Cables Limited	17,748.04	17,709.34	18,895.89
Techno Electric & Engineering Company Limited	21,632.31	37,396.46	41,568.77

Note:
N.A.: Not Available
**On standalone basis*
$ company incorporated in January 2022
^The company demerged its infrastructure business ('Infra') into its subsidiary company, Sterlite Grid 5 Limited ('SGL5') in fiscal 2024 and released reclassified financials only for fiscals 2023 and 2024. So, the financials for fiscal 2022, would not be comparable to fiscals 2023 and 2024.
For Bajel Projects Limited, Financials for FY23 are considered on a standalone basis, while for FY24 and FY25, the financials are considered on consolidated basis. This is because the company reported only standalone financials for FY23
Formulae used are as follows:
Tangible net worth: Total equity- intangible assets - Intangible Assets under Development
Source: Annual reports, Crisil Intelligence

Total Debt

Company Name	FY24	FY25	FY 26
Lumino Industries Limited	409.05	4,188.28	3,841.61
Apar Industries Limited	4,055.40	4,701.40	8,405.10
Bajel Projects Limited$	0.00	3,565.86	3,499.61
JSK Industries Private Limited*	137.77	518.95	N.A.
Kalpataru Projects International Limited	39,092.00	41,886.20	33,069.60
K E C International Limited	37,882.80	37,011.00	51,032.30
KEI Industries Limited	1,342.30	1,783.25	1,862.00
Sterlite Electric Limited^	7,705.27	3,272.21	N.A.
Universal Cables Limited	7,685.02	8,465.77	11,756.49
Techno Electric & Engineering Company Limited	-	390.92	724.93

Note:
N.A.: Not Available
**On standalone basis*
$ company incorporated in January 2022
^The company demerged its infrastructure business ('Infra') into its subsidiary company, Sterlite Grid 5 Limited ('SGL5') in fiscal 2024 and released reclassified financials only for fiscals 2023 and 2024. So, the financials for fiscal 2022, would not be comparable to fiscals 2023 and 2024.
For Bajel Projects Limited, Financials for FY23 are considered on a standalone basis, while for FY24 and FY25, the financials are considered on consolidated basis. This is because the company reported only standalone financials for FY23

Formulae used are as follows:
Total Debt: Long Term Borrowings + Short Term Borrowings
Source: Annual reports, Crisil Intelligence

Total Debt / Equity

Company Name	FY24	FY25	FY 26
Lumino Industries Limited	0.09	0.73	0.53
Apar Industries Limited	0.10	0.10	0.16
Bajel Projects Limited$	0.00	0.54	0.47
JSK Industries Private Limited*	0.03	0.10	N.A.
Kalpataru Projects International Limited	0.94	0.75	0.44
K E C International Limited	1.00	0.73	0.87
KEI Industries Limited	0.04	0.03	0.03
Sterlite Electric Limited^	0.59	0.23	N.A.
Universal Cables Limited	0.43	0.48	0.62
Techno Electric & Engineering Company Limited	-	0.01	0.02

Note:
N.A.: Not Available
*On standalone basis
$ company incorporated in January 2022
^The company demerged its infrastructure business ('Infra') into its subsidiary company, Sterlite Grid 5 Limited ('SGL5') in fiscal 2024 and released reclassified financials only for fiscals 2023 and 2024. So, the financials for fiscal 2022, would not be comparable to fiscals 2023 and 2024.
For Bajel Projects Limited, Financials for FY23 are considered on a standalone basis, while for FY24 and FY25, the financials are considered on consolidated basis. This is because the company reported only standalone financials for FY23
Formulae used are as follows:
Total Debt: Long Term Borrowings + Short Term Borrowings
Total Debt / Equity: Total Debt / Tangible Networth
Tangible net worth: Total equity- intangible assets
Source: Annual reports, Crisil Intelligence

Total Debt / Operating EBITDA

Company Name	FY24	FY25	FY 26
Lumino Industries Limited	0.28	1.88	1.61
Apar Industries Limited	0.27	0.30	0.45
Bajel Projects Limited$	0.00	6.02	3.58
JSK Industries Private Limited*	0.19	0.36	N.A.
Kalpataru Projects International Limited	2.40	2.28	1.48
K E C International Limited	3.12	2.46	3.08
KEI Industries Limited	0.16	0.18	0.15
Sterlite Electric Limited^	1.64	0.76	N.A.
Universal Cables Limited	4.75	4.71	4.51
Techno Electric & Engineering Company Limited	-	0.12	0.16

Note:
N.A.: Not Available
*On standalone basis
$ company incorporated in January 2022
^The company demerged its infrastructure business ('Infra') into its subsidiary company, Sterlite Grid 5 Limited ('SGL5') in fiscal 2024 and released reclassified financials only for fiscals 2023 and 2024. So, the financials for fiscal 2022, would not be comparable to fiscals 2023 and 2024.
For Bajel Projects Limited, Financials for FY23 are considered on a standalone basis, while for FY24 and FY25, the financials are considered on consolidated basis. This is because the company reported only standalone financials for FY23
Formulae used are as follows:
Total Debt: Long Term Borrowings + Short Term Borrowings
Tangible net worth: Total equity- intangible assets - Intangible Assets under Development
Source: Annual reports, Crisil Intelligence

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 18 for a discussion of the risks and uncertainties related to those statements and also "**Risk Factors**" and "**Management's Discussion and Analysis of Financial Condition and Results of Operations**" on pages 20 and 383, respectively, for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements.*

*Unless otherwise indicated or the context otherwise requires, the financial information included herein is based on or derived from our Restated Consolidated Financial Information included in this Prospectus. For further information, see "**Restated Consolidated Financial Information**" on page 322. Our financial year ends on March 31 of each year, so all references to a particular financial year or Fiscal are to the 12-month period ended March 31 of that year. We have also included various financial and operational performance indicators in this Prospectus, some of which have not been derived from the Restated Consolidated Financial Information. The manner of calculation and presentation of some of the financial and operational performance indicators, and the assumptions and estimates used in such calculations, may vary from that used by other companies in India and other jurisdictions. Also see "**Risk Factors – We have included certain Non-GAAP Measures, industry metrics and key performance indicators related to our operations and financial performance in this Prospectus that are subject to inherent measurement challenges. These Non-GAAP Measures, industry metrics and key performance indicators may not be comparable with financial, or industry-related statistical information of similar nomenclature computed and presented by other companies. Such supplemental financial and operational information is therefore of limited utility as an analytical tool for investors and there can be no assurance that there will not be any issues or such tools will be accurate going forward**" on page 73.*

Unless the context otherwise requires, in this section, references to "we", "us" and "our" are to Lumino Industries Limited along with its subsidiaries on a consolidated basis while references to "our Company" or "the Company", are to Lumino Industries Limited on a standalone basis.

*Unless otherwise indicated, industry and market data used in this section has been derived from industry publications, in particular, the report titled "Assessment of cables, conductors' industries and investments in power sector in India" dated August 2026 (the "**CRISIL Report**") prepared and issued by CRISIL Intelligence (formerly Market Intelligence & Analytics), appointed by us on September 10, 2024 and exclusively commissioned and paid for by us in connection with the Offer for the purposes of confirming our understanding of the industry, as no report is publicly available which provides a comprehensive industry analysis, particularly for our Company's products, that may be similar to the CRISIL Report. A copy of the CRISIL Report was made available on the website of our Company at https://luminoindustries.com/industry-report/and formed part of the material documents for inspection. For more information, see "**Risk Factors – Industry information included in this Prospectus has been derived from an industry report exclusively commissioned and paid for by our Company**" on page 72.*

OVERVIEW

We are a product-driven integrated engineering, procurement and construction ("**EPC**") player in India, with strong focus on manufacturing ("**Manufacturing**") and supplying conductors, power cables and electrical wires and other specialised products and components to the growing power transmission and distribution industry in India. We also manufacture high-temperature low-sag ("**HTLS**") conductors used in distribution and transmission lines in India. We achieved an Operating EBITDA Margin of 11.71% in Fiscal 2026. By leveraging our experience of more than three decades in the power transmission and distribution industry, we have developed a product-driven business model focussed on designing, engineering, manufacturing and distributing specialised products used in a wide range of power transmission and distribution, industrial applications, electrical wiring, renewable energy projects, communication systems, electrical panels and railway networks applications.

We supply conductors, power cables and other specialised products to large EPC players such as Kalpataru Projects International Limited *(formerly known as Kalpataru Power Transmission Limited)*, Jackson Limited, Warora Kurnool Transmission Limited, K.G.N. Electricals, WRSS XXI (A) Transco Limited, Monte Carlo Limited and R.S. Infraprojects Private Limited. We also cater our products to international clients, which include government owned and controlled electricity companies, public enterprises and electricity boards, in countries such as United States of America, Mali, Burkina Faso, Côte d'Ivoire, Nepal, Bangladesh, Kenya, Ghana, Rwanda and Ethiopia. Further, in line with our product-driven strategy and integrated operations, we also supply products for captive consumption in the EPC projects executed by us. In Fiscal 2026, 23.08%[2] of the specialised products used in the EPC projects were manufactured by us in-house.

Our integrated operations ensure captive consumption of a portion of our specialised products and reduces external dependence, driving consistency in demand and enhancing revenue stability. The captive consumption of our products helps us in ensuring stable and predictable sales, while also streamlining production planning and reducing inventory risks. Similarly, by manufacturing critical products and components in-house, we have developed a reliable and uninterrupted supply chain for our EPC projects, reducing dependency on external vendors and mitigating risks associated with procurement delays or price volatility. The integrated operations enhance our project execution capabilities by allowing us to meet product specifications, while deriving cost efficiencies through economies of scale. Our distinct product driven business model improves our bidding capabilities for EPC projects (by minimizing external costs and maximizing operational flexibility) and enables us to improve our receivable cycle and overall profitability.

We operate two key business segments namely: (i) Manufacturing; and (ii) EPC.

- ***Manufacturing*:** Our Manufacturing segment consists of three key product categories (i) aluminium conductors; (ii) power cables; and (iii) electrical wires. Aluminium conductors are used in overhead distribution and transmission lines and are crucial in efficiently transmitting electrical energy from power generation sources to end consumers, primarily through overhead power lines. We manufacture a wide variety of power cables which are used in electric power distribution substations, industrial applications, communication systems, electrical panels and machine tools. We entered the electrical wire business in Fiscal 2023, under our brand '*Lumicon*', and currently manufacture thermoset insulated wire, earth wires and house wires. As on the date of this Prospectus, our electrical wire business is operational in four states in India through our network of approximately 104 distributors. For further details, see "***-Our Products***" on page 263.

Some of our key products from each of the three Manufacturing segments, include:

Conductors		**Power Cables**		**Electrical Wires**
				
HTLS Aluminium Conductors Steel Supported ("ACSS") conductors	***Aluminium Conductor Fibre Reinforced ("ACFR")***	***LV Aerial Bunch Cable***	***Railway Signalling Cable***	***Single-Core Service Wire***

For further details, see "***-Our Products***" on page 263.

Our manufacturing facilities are a critical aspect of our integrated approach. This integration allows us to be more cost competitive and time efficient during the bidding process by leveraging our cross-feeding capabilities, resulting in economies of scale. We operate two manufacturing facilities located in Howrah, West Bengal with a combined capacity of 40,000 metric tonne ("**MT**") of aluminium consumption per year for manufacturing cables and conductors, with an aggregate area of 264,208 sq. ft. We also operate four warehouses covering an aggregate area of approximately 156,600 sq. ft sq. ft. Our manufacturing facilities are certified for ISO 9001:2015, ISO 14001:2015, ISO 45001:2018 and 5S Workplace Organizing Management Systems. The testing lab within our manufacturing facility for quality check of the finished products is accredited by the National Accreditation Board for Testing and Calibration Laboratories ("**NABL**"). Our in-house manufacturing capabilities allows us to significantly reduce lead times and uncertainties associated with external suppliers, enabling faster response times. Further, our in-house manufacturing enhances inventory management by providing more accurate control over stock levels, reducing excess inventory and minimizing inventory shortages. As at March 31, 2026, we had 890 permanent employees.

[2] Revenue attributable to manufactured products supplied by our Manufacturing segment for execution of EPC projects, as a percentage of revenue from our Manufacturing segment.

With an objective to establish a 250,000 sq. ft. manufacturing facility, we are in the process of expansion, for which we have acquired approximately 650,000 sq. ft. of land in Ranihati, Howrah, West Bengal. This expansion will enable us to produce a wider range of cables and conductors like low voltage power cables, high voltage power cables, instrumentation cables, solar cables, railway signalling cable, flexible electrical wire, overhead aluminium conductors and HTLS conductors. Our proposed manufacturing facility will help us in strengthening our integration by increasing production capacity of overhead conductors, aerial bunch cables, and control cables used in electricity distribution and transmission, which will help us in creating greater synergy in our manufacturing process.

Our Company has received the Underwriter's Laboratories (Global Safety Certification) Standards certification ("**UL Certification**"), demonstrating our ability to comply with the stringent safety and regulatory standards required by our clients based in the U.S. and Europe, thereby significantly expanding our market opportunities in both the U.S. and European markets. UL certification is widely recognized as a mark of safety, quality, and compliance with industry standards, particularly in the U.S. and Europe, where regulatory requirements for product safety and performance are stringent.

- ***EPC:*** Our EPC segment consists of six business lines, namely (i) power transmission and distribution, (ii) EHV substation, (iii) re-conductoring with HTLS conductors, (iv) railway electrification, (v) solar power projects, and (vi) water management projects. We undertake and execute EPC projects for a wide client base in India comprising of various Indian central and state power utilities such as Kashmir Power Distribution Corporation Limited, Assam Power Distribution Company Limited, Purvanchal Vidyut Vitran Nigam Limited and West Bengal State Electricity Distribution Company Limited. We have a track record of executing various kinds of EPC projects across our five business lines within India. Over the years, we have expanded our presence within India and in particular in the states of Assam, Jharkhand, Punjab, Rajasthan, West Bengal, Uttar Pradesh, Gujarat, Kerala and Jammu and Kashmir. We have forayed into the international EPC domain and have completed a power distribution EPC project in Rwanda, Africa.

  Through our extensive and diversified experience, we have developed a system that enables efficient planning, monitoring and control of the EPC projects undertaken by us and high-quality manufacturing of the specialized products used in such EPC projects. This is reflected in the various awards and accolades accorded to us in recognition of our project management and manufacturing capabilities, including:

  - Certificate of recognition for leading manufacturer of industrial wire, cables and conductors by Times Power Icons East 2026, in the year 2026;
  - Skoch- NSE award in the year 2019 for MSME excellence;
  - Runner up award in the micro, small and medium enterprise vendor category by Power Grid Corporation of India Limited in the year 2018;
  - Award by the Worldwide Achievers Business Leaders Summit & Awards, 2018 as the most promising manufacturer of conductors, cables & EPC division in India; and
  - Award by West Bengal Manufacturing Leadership Awards 2018 for manufacturing the best conductors and cables.

Our aggregate order book as at March 31, 2026, March 31, 2025 and March 31, 2024 was ₹31,498.78 million ₹24,362.69 million and ₹19,405.66 million, respectively. Our order book comprises both domestic and international projects with a client mix of governmental authorities and private-sector players.

Following are the revenue from operations details from India and overseas:

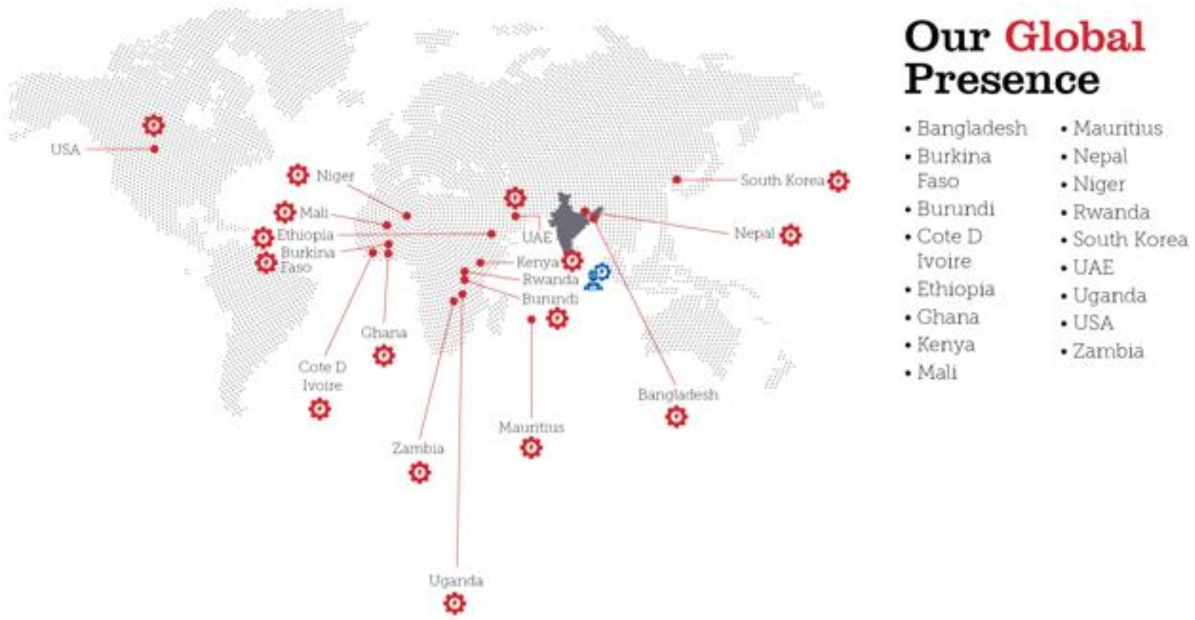
(₹ in million)

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Revenue from Operations			
- From India	20,041.70	18,325.14	14,022.33
- From Overseas	369.03	854.54	50.82
Total	**20,410.73**	**19,179.68**	**14,073.15**

As of March 31, 2026, we have managed operations across 26 states and four union territories in India and 17 countries. The following diagrams depict our presence for the supply of manufactured products and EPC projects, (i) pan India; and (ii) worldwide:

(i) Pan India

(ii) Worldwide



Our Chairperson and founder, Purushottam Dass Goel, has experience in the manufacturing of overhead transmission line conductors, various types of cables and continues to provide strategic insights and overall direction to our business based on his experience of understanding customer preferences and demands in the industry in which we operate. Our Managing Director and Promoter, Devendra Goel has experience in strategic management integrated with excellent leadership and administrative skills. He heads the marketing, financial and administrative aspects of the business and is responsible for increasing efficiency of financial and business growth. Our Promoter and Executive Director, Jay Goel is a graduate of the Bentley University, United States. He is responsible for business development and modernizing operations related functions of our Company since 2018.

The following table provides a snapshot of certain of our financial and operational performance indicators for the periods indicated:

(₹ in million, unless otherwise indicated)

Particulars	As at and for the year ended March 31, 2026	As at and for the year ended March 31, 2025	As at and for the year ended March 31, 2024
GAAP			
Revenue from Operations[(1)]	20,410.73	19,179.68	14,073.15
PAT[(2)]	1,599.99	1,245.86	866.07
Non-GAAP			
Operating EBITDA[(3)]	2,389.47	2,229.37	1,450.92
Operating EBITDA Margin[(4)]	11.71%	11.62%	10.31%
PAT Margin[(5)]	7.66%	6.40%	6.08%
Tangible Net worth[(6)]	7,295.81	5,702.88	4,458.55
Return on Equity (%)[(7)]	24.62%	24.52%	21.52%
Return on Capital Employed (%)[(8)]	25.75%	31.89%	32.27%
Asset Turnover Ratio[(9)]	15.80	18.62	18.80
Total Debt[(10)]	3,841.61	4,188.28	409.05
Total Debt/ Equity[(11)]	0.53	0.73	0.09
Total Debt/ Operating EBITDA[(12)]	1.61	1.88	0.28
Closing Order Book[(13)]	31,498.78	24,362.69	19,405.66
- Manufacturing (products)	11,579.02	10,901.88	12,027.56
- EPC (services)	19,919.76	13,460.81	7,378.10
Capacity (in MT)[(14)]	40,000	40,000	40,000

Numbers taken from Restated Consolidated Financial Information

(1) Revenue from Operations
(2) PAT = Restated profit for the period / year
(3) Operating EBITDA = Revenue from Operations – total expenses + finance costs + depreciation and amortization expenses
(4) Operating EBITDA Margin = Operating EBITDA / Revenue from Operations
(5) PAT Margin = PAT / total income
(6) Tangible Net Worth = total equity- intangible assets – intangible assets under development
(7) Return on Equity (ROE%) = PAT / average of Tangible Net Worth
(8) Return on Capital Employed (RoCE%) = Operating EBITDA + other income – depreciation and amortization cost / average of capital employed (capital employed = tangible net worth + total borrowings)
(9) Asset Turnover Ratio = Revenue from Operations / average gross block (gross block = gross value of property, plant and equipment + gross value of right-of-use)
(10) Total Debt = long term borrowings + short term borrowings
(11) Total Debt / Equity = Total Debt / Tangible Net Worth
(12) Total Debt / Operating EBITDA = Total Debt / Operating EBITDA
(13) Closing Order Book = The amount of order book is calculated as the total contract value (as per the terms of the contract / attendant documents / addendums) of all existing contracts, minus any revenue already recognised by the Company in relation to such existing contracts
(14) Capacity (in MT) = Capacity indicates the production capability for cables and conductors.

For further information, see "***Industry Overview***" on page 180.

STRENGTHS

We are a growing player in the power EPC industry with in-house manufacturing capabilities.

We are a product-driven integrated EPC player in India, with strong focus on manufacturing and supplying high-quality conductors, power cables and electrical wires and other specialised products and components to the growing power transmission and distribution industry in India.

We commenced our operations in 1989 as a power conductor and cables manufacturer. In 2007, we identified a strategic opportunity to enhance our value chain through integration and started participation in execution of EPC projects by leveraging our product-driven approach and using the products captively manufactured by us. This strategic shift has allowed us to leverage our manufacturing capabilities more effectively by integrating our manufacturing operations with our EPC business. Our Manufacturing and EPC segments are complimentary to each other, allowing us to bid at more competitive rates and shorten the execution timelines, while providing a market for captive consumption of our in-house manufactured products. For the Fiscals 2026, 2025 and 2024, we have in-sourced 23.08%, 53.83% and 65.49% respectively[3], of the products utilised for our EPC projects, as a result of which our bid to win ratio has improved in the following periods indicated below:

(₹ in millions)

Period	Fiscal 2026	Fiscal 2025	Fiscal 2024
Tender participation amount	113,224.61	84,249.23	61,472.90

3 Revenue attributable to manufactured products supplied by our Manufacturing segment for execution of EPC projects, as a percentage of revenue from our Manufacturing segment.

Period	Fiscal 2026	Fiscal 2025	Fiscal 2024
Tender won amount	16,789.41	12,124.70	8,065.76
Percentage [(1)]	12.91	14.39	13.12
Bid to win ratio[(2)]	14.42	19.18	13.16

[(1)] *Percentage refer to % of contract value awarded to us as a % of total tender value participated by us.*
[(2)] *Bid win ratio is ratio of number of bids won by us as a % of total number of bids participated by us.*

We undertake and execute EPC projects for a wide client base in India comprising of various Indian central and state power utilities such as Kashmir Power Distribution Corporation Limited, Assam Power Distribution Company Limited, Purvanchal Vidyut Vitran Nigam Limited and West Bengal State Electricity Distribution Company Limited. We are also in the process of expansion into the international EPC domain and have completed a power distribution EPC project in Rwanda, Africa.

Our vast experience in the power transmission and distribution sector has enabled us to build comprehensive pre-qualifications in the industry. As of March 31, 2026, we have successfully executed approximately 80,000 km of distribution lines, 44 substations, and 41.03 MW of solar projects, reflecting our ability to handle diverse and large-scale infrastructure projects with precision and efficiency.

The following table provides our Revenue from Operations from each of the EPC business segment for the Fiscals 2026, 2025 and 2024:

(₹ in million)

Business segment and business lines	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Amount (₹ million)	Percentage of Revenue from Operations (%)	Amount (₹ million)	Percentage of Revenue from Operations (%)	Amount (₹ million)	Percentage of Revenue from Operations (%)
Power distribution and transmission	4,522.17	22.17	6,206.43	32.37	4,429.29	31.47
EHV substation	909.77	4.46	0.48	-	21.78	0.15
Re-conductoring with HTLS conductors	-	-	0.73	-	-	-
Railway electrification	-	-	0.48	-	-	-
Solar power projects	582.13	2.85	458.56	2.39	390.57	2.78
Water management projects	162.18	0.79	52.97	0.28	-	-
Revenue from Operation from EPC segment	**6,176.25**	**30.26**	**6,719.65**	**35.04**	**4,841.64**	**34.40**

Cost efficient and unique business model with complimentary and integrated business segments.

The integration of our Manufacturing and EPC business segments through our product-driven strategy and leveraging the synergy of our business segments is the cornerstone of our success. The integration of our two business segments allows us to streamline processes, reduce costs, and optimize resource utilization, creating a strong competitive advantage.

Our product-driven strategy ensures captive consumption of a substantial portion of our specialised products in the EPC projects undertaken by us, which reduces external dependence, driving consistency in demand and enhancing revenue stability. In Fiscal 2026, 23.08% of the specialised products used in the EPC projects were manufactured by us in-house. By aligning production output with project requirements, we minimize excess inventory and optimizes resource utilization, leading to more efficient production cycles and reduced operational costs. This strategic synergy not only improves cost efficiencies but also strengthens supply chain resilience, enabling us to achieve better economies of scale, maximize profitability, and ensure long-term growth.

Similarly, our in-house manufacturing capability is a key enabler of the success and competitiveness of our EPC segment. By manufacturing critical components and materials in-house, we ensure a reliable and uninterrupted supply chain, reducing dependency on external vendors and mitigating risks associated with procurement delays or price volatility. This integration enhances our EPC segment's ability to meet project specifications with precision, while also driving cost efficiencies through economies of scale. Additionally, the in-house manufacturing process allows for greater control over quality, ensuring that the products used in our EPC projects meet the specifications and quality standards. This synergy between Manufacturing and EPC functions not only accelerates project timelines but also improves profitability by minimizing external costs and maximizing operational flexibility. Overall, our in-house manufacturing capability is instrumental in delivering cost-effective, high-quality solutions, further strengthening our bidding capabilities and competitive advantage in the EPC market.

Our Revenue from Operations grew at a CAGR of 20.43% from Fiscal 2024 to 2026. We consider that our growth is attributable to our customer centric approach which involves careful identification of our projects and cost optimization, which is a result of executing our projects with optimum planning and strategy. This model has facilitated us in maximizing our efficiency and increasing our profit margins. We follow a strategic approach during the pre-bidding stage, which involves undertaking a walk over survey for pre-tender evaluation for analyzing the technical and design parameters and the cost involved in undertaking the project. We consider that our strategic approach during the pre-bidding stage enables us to bid at competitive prices and helps us to successfully win projects. Once we win a bid, our focus is to ensure high quality of construction during the execution stage of the project.

On account of efficient utilization of resources and high working capital cycle, effective control over operational expenses, low emphasis on fixed assets, and high external credit rating leading to low finance cost, we have been able to achieve the second highest RoE amongst the peers considered. The following table depicts our RoE for the Fiscals 2026, 2025 and 2024:

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
RoE (in %)	24.62	24.52	21.52

Our project execution is supported by a team of experienced professionals who are proficient across all stages of the process from design and engineering to procurement, installation, and commissioning. As at March 31, 2026, our execution team comprises 452 qualified engineers. Our project execution capabilities have been recognised by our government and institutional clients. For instance, the Bihar State Power (Holding) Company Limited has granted recognition for our outstanding contribution towards the completion of Har Ghar Bijli/ Saubhagya Scheme prior to the scheduled target.

We have had negligible instances of imposition of late fees imposed by our counter parties for the EPC projects executed by us, which is a testament to our completed of projects. Our ability to achieve successful completion of projects is attributable to our standardized processes, efficient resource allocation, and a pursuit of continuous improvement in project design and execution. This enables us to meet project requirements efficiently and effectively, optimizing resource utilization and improving productivity.

By consistently demonstrating our ability to handle large-scale projects and leveraging our project management and execution capabilities, we are well-positioned to pursue new opportunities across geographies and improve our position in the industry.

Well-developed and integrated manufacturing facilities with an extensive product range

Our manufacturing facilities are critical to our product-driven business model and enable us to manufacture high-quality products in an efficient manner, which can be used in a captive manner in the EPC projects undertaken by us. Our manufacturing facilities allow us to maintain and ensure that the specialized products used in the EPC projects executed by us adhere to high quality standards.

As on the date of this Prospectus, we operate two manufacturing facilities in India and four warehouses to support our manufacturing facilities. Our manufacturing facilities enables us to manufacture our diversified products efficiently. These facilities are accredited to Indian and international standards, and capable of precision manufacturing our range of products. Our products cater across industries and have a wide range of power transmission and distribution, industrial applications, electrical wiring, renewable projects, communication systems, electrical panels and railway networks applications. Apart from power generation, transmission, and distribution industry we also cater to industries like renewable energy, railway electrification, and other infrastructure projects. Because our products can be utilised in a variety of industrial applications, we intend to be benefitted from different growth opportunities presented by the particular end-user industry that we serve. Our ability to provide end-to-end solutions ensures that we can meet the unique demands of each sector while maintaining quality standards. We are able to adjust our product mix by altering the application of our machinery and altering our manufacturing process in response to changes in market conditions or trends.

The following table sets forth our segment-wise production capacity and the capacity utilization for the Fiscals 2026, 2025 and 2024:

Segment	Fiscal 2026			Fiscal 2025			Fiscal 2024		
	Installed capacity (units in MT)	Actual production	Capacity utilisation (%)	Installed capacity (units in MT)	Actual production (units in MT)	Capacity utilisation (%)	Installed capacity (units in MT)	Actual production (units in MT)	Capacity utilisation (%)
Cables and conductors (Unit I)	31,000	24,531	79.13	31,000	24,920	80.39	31,000	24,454	78.88
Cables and conductors (Unit II)	9,000	7,040	78.22	9,000	8,040	89.33	9,000	3,743	41.59
Total	**40,000**	**31,571**	**78.93**	**40,000**	**32,960**	**82.40**	**40,000**	**28,197**	**70.49**

Notes:

(1) *The information relating to the installed capacity as of the dates included above are based on various assumptions and estimates that have been taken into account for calculation of the installed capacity.*

(2) *Capacity is based on Aluminium consumption for cable and conductors*

(3) *Capacity (in MT) = Capacity indicates the production capability for cables and conductors.*

We serve Indian customers such as central and state power utilities along with public sector and private players such as Kalpataru Projects International Limited *(formerly known as Kalpataru Power Transmission Limited)*, Uttar Gujarat Vij Company Limited, Jakson Limited, Warora Kurnool Transmission Limited, K.G.N. Electricals, WRSS XXI (A) Transco Limited, Monte Carlo Limited and R.S. Infraprojects Private Limited. We also serve our international clients, which include government owned and controlled electricity companies, public enterprises and electricity boards, in countries such as United States of America, Mali, Burkina Faso, Côte d'Ivoire, Ghana, Nepal, Bangladesh, Kenya, Rwanda and Ethiopia.

Our integrated manufacturing facilities are supported by our supply chain management systems that ensure the timely procurement of raw materials and components. This helps us in maintaining consistent production schedules and minimizing delays. They also enable us to quickly adapt to new technologies or customer needs. Our ability to customize our conductors and cables to the specific requirement of our customers and sectors (such as renewable energy projects) is a crucial strength in maintaining our competitive advantage.

Our manufacturing facilities are subjected to quality control checks, accreditation requirements, and periodic inspections from various regulatory agencies that have issued us product and system certifications. We have integrated stringent quality control systems throughout the manufacturing process, from raw material procurement to final product testing. These quality assurance measures are critical for ensuring that products meet international standards and certifications, such as ISO standards, international certification such as the UL Certification, as well as specific customer requirements. The accreditation of our products is an essential requirement for our products to be marketed and exported to various heavily regulated jurisdictions.

We have also been accorded with the status of a two-star export house by Directorate General of Foreign Trade, Government of India. In the year 2024, we received the UL certification, which we consider as a key milestone for us to significantly expand our market presence in both the U.S. and European markets. UL certification is widely recognized as a mark of safety, quality, and compliance with industry standards, particularly in the U.S. and Europe, where regulatory requirements for product safety and performance are stringent. In U.S., where UL certification is often a prerequisite for products sold in various sectors, particularly in energy and industrial equipment, this certification will help us provide access to new customers. Similarly, in Europe, UL certification will allow us to position our products as trusted and reliable solutions for distribution and transmission sectors.

We are able to obtain these accreditations due to our stringent quality checks and focus on safety. In addition, our manufacturing facilities have obtained several certifications for compliance with quality standards such as ISO 9001:2015, ISO 14001:2015, ISO 45001:2018 and 5S Workplace Organizing Management Systems. Our testing lab for quality check of the finished products is accredited by NABL. Further, having an in-house testing lab demonstrates our commitment to maintaining the quality and safety standards, while also enabling cost efficiency by reducing external expenses.

Our market position is reflected in the various awards and accolades won by us, such as the award by the Worldwide Achievers Business Leaders Summit & Awards, 2018 as the most promising manufacturer of conductors, cables and EPC division in India, and the West Bengal Manufacturing Leadership Awards, 2018 for manufacturing the best conductors and cables.

Our manufacturing facilities are equipped with fungible machinery, enabling the production of a wide range of cables and conductors using the same equipment. This flexibility allows us to optimize resource utilization, minimize downtime, and cater to diverse customer and industry requirements by customizing products to specific needs.

We expand the production capacity in our facilities from time to time, in order to meet anticipated demand. Presently, we are in the process of establishing a new manufacturing facility for which we have acquired approximately 650,000 sq. ft. of land in Ranihati, Howrah, West Bengal. This expansion will enable us to produce a wider range of cables and conductors like low voltage power cables, high voltage power cables, instrumentation cables, solar cables, railway signalling cable, flexible electrical wire, overhead aluminium conductors and HTLS conductors. For further details, regarding our manufacturing capacities, including production capacity and capacity utilization for Fiscals 2026, 2025 and 2024, please see ***"— Our Manufacturing Facilities***" on page 271.

The following table provides our Revenue from Operations from each of the Manufacturing segment for Fiscals 2026, 2025 and 2024:

(₹ in million)

Business segment and business lines	**Fiscal 2026**		**Fiscal 2025**		**Fiscal 2024**	
	Amount (₹ million)	**Percentage of Revenue from Operations (%)**	**Amount (₹ million)**	**Percentage of Revenue from Operations (%)**	**Amount (₹ million)**	**Percentage of Revenue from Operations (%)**
Aluminium Conductors	7,350.65	36.01	4,753.20	24.78	2,380.01	16.92
Power Cables	6,340.31	31.06	6,956.07	36.27	5,988.30	42.55
Electrical Wire	438.6	2.15	293.53	1.53	188.4	1.34
Others	104.92	0.51	457.23	2.38	674.8	4.79
Revenue from Operations from Manufacturing segment	**14,234.48**	**69.74**	**12,460.03**	**64.96**	**9,231.51**	**65.60**

Strong and diversified order book.

Our order book is an important indicator of future revenues and growth for our Company and represents the estimated contract value of the unexecuted portion of a company's existing assigned projects. Our order book showcases our technical and engineering capabilities, management expertise, and robust internal systems. As at March 31, 2026, our order book was ₹19,919.76 million for EPC projects and ₹11,579.02 million for Manufacturing. Our growth in our order book provides us with visibility into our future cashflows.

Our pan India presence enables us to decrease our dependence on project activity in any particular region of India. In terms of EPC services, we have not limited ourselves to any specific region and have undertaken projects across states in India, including the Revamped Distribution Sector Scheme, Baramulla, project situated in Jammu and Kashmir, Revamped Distribution Sector Scheme, Deoghar, project situated in Jharkhand, distribution project in Patan city, project situated in Gujarat and floating solar project, Purulia, project situated in West Bengal. Our ability to manage projects across the country allows us to deliver comprehensive solutions tailored to regional requirements.

The following table sets out the details of our order book for our EPC segments across regions in India:

(₹ in million)

Region	Order Book					
	Amount as of March 31, 2026	Percentage as of March 31, 2026 (%)	Amount as of March 31, 2025	Percentage as of March 31, 2025 (%)	Amount as of Fiscal 2024	Percentage as of Fiscal 2024 (%)
North	-	-	98.00	0.73	876.31	11.88
Central	2,909.61	14.61	3,480.54	25.86	3,165.23	42.90
East	7,585.31	38.08	5,570.32	41.38	2,927.88	39.68
West	6,646.14	33.36	4,209.57	31.27	-	-
South	2,743.98	13.78	-	-	-	-
Outside India	34.71	0.17	102.39	0.76	408.68	5.54
Total orders from EPC segment	**19,919.76**	**100.00**	**13,460.81**	**100.00**	**7,378.10**	**100.00**

The following table sets out the details of our order book for our Manufacturing segments across regions in India:

(₹ in million)

Region*	Order Book					
	Amount as of March 31, 2026	Percentage as of March 31, 2026 (%)	Amount as of March 31, 2025	Percentage as of March 31, 2025 (%)	Amount as of Fiscal 2024	Percentage as of Fiscal 2024 (%)
North	1,181.36	10.20	1,680.40	15.41	656.51	5.46
Central	23.85	0.21	185.66	1.70	4,779.50	39.74
East	4,157.46	35.91	4,807.45	44.10	6,047.52	50.28
West	2,291.87	19.79	870.80	7.99	104.87	0.87
South	3,233.70	27.92	3,171.61	29.09	25.16	0.21
Outside India	690.78	5.97	185.96	1.71	414.00	3.44
Total orders from Manufacturing segment	**11,579.02**	**100.00**	**10,901.88**	**100.00**	**12,027.56**	**100.00**

Regions are taken based on customers domiciled and not where products are delivered.

We can infer that the growth in our order book is a result of our experience, and our focus on maintaining quality standards in our construction and project execution skills. Diversifying our skill set and order book across different geographical regions, enables us to pursue a broader range of tenders and therefore maximize our business volume and profit margins. Our commitment to delivering projects that meet and exceed client expectations has fostered lasting relationships.

Strong strategic alliances and partnerships with prominent international companies

One of our key strengths is our ability to identify, develop and forge strategic alliance and partnership with leading international company. We consider that such alliance and partnership will allow us to leverage the combination of our partners' technologies with our project management, engineering and construction capabilities as well as our knowledge of the market and customers in order to provide effective solutions for clients.

We have entered into a strategic collaboration with CTC Global Corporation ("**CTC**") for the manufacture, sale and distribution of aluminium conductor composite core ("**ACCC**") conductors. ACCC conductors comprise a composite core and are designed to provide higher current-carrying capacity, lower line losses and reduced sag as compared to conventional conductors. These conductors enable utilities to enhance their transmission capacity on existing transmission corridors without constructing additional transmission infrastructure. These conductors can also be used in grid modernization, renewable energy integration and transmission network expansion projects. This strategic collaboration enhances our product portfolio and enables us to cater to the evolving requirements of the power transmission sector.

We have also entered into a joint venture agreement dated May 20, 2021, with Shyam Indus Power Solutions Private Limited and Zetwerk Manufacturing Businesses Private Limited for the design, supply, installation, testing and commissioning of railway electrification work for New Jalpaigudi sections of the Northeast Frontier Railways on EPC mode for Ircon International Limited (Government of India undertaking).

Additionally, we have entered into a joint venture agreement dated January 27, 2023 with SMC Infrastructure Private Limited, to carry out the water EPC related projects including engineering and/or contract works jointly in the name of Lumino SMC JV.

Experienced Promoters and committed management team, with skilled workforce

Our success has been, and will continue to be, dependent on our management team. Our management team has collectively more than three decades of entrepreneurial and managerial experience in the power infrastructure industry. Our management team also possesses an extensive network of customer relationships and a deep understanding of our operations, pricing strategies, business development and industry trends.

We are led by an experienced management team consisting of our promoters, directors and senior management. Our experienced management team is led by Purushottam Dass Goel, our Promoter and Chairman, who has experience in the manufacturing of overhead transmission line conductors and power cables and Devendra Goel, our Promoter and Managing Director, who heads the marketing, financial and administrative aspects of the business. Our Promoter and Executive Director, Jay Goel, is a graduate from the Bentley University, United States. He is responsible for business development and modernizing operations related functions of our Company since 2018. Our Promoters are supported by a professional and experienced management team, consisting of our Key Managerial Personnel and Senior Management with an extensive experience in their respective field and further continue to strengthen our management team. For further details regarding our management, see "***Our Management- Brief profiles of our Directors***" and "***Our Management- Key Managerial Personnel and Senior Management***" on page 301 and 312, respectively.

Our experienced management team is supported by a skilled workforce. As at March 31, 2026, we have employed 890 permanent employees. We also organize external training programs on decision making, problem-solving training, leadership excellence training and excel training. We consider our employees' welfare to be a priority and have introduced policies for employee rewards and recognition, performer of the month programs and education sponsorship policy for our employees to support employees to give an opportunity to them to develop their technical, professional and academic skill. We also value the safety of our employees and have implemented a safety manual. Our project execution team and skilled workforce, complemented by an execution-driven culture, contribute to our success.

For further details regarding our employees and employee policies, please see "***- Employees***" on page 277.

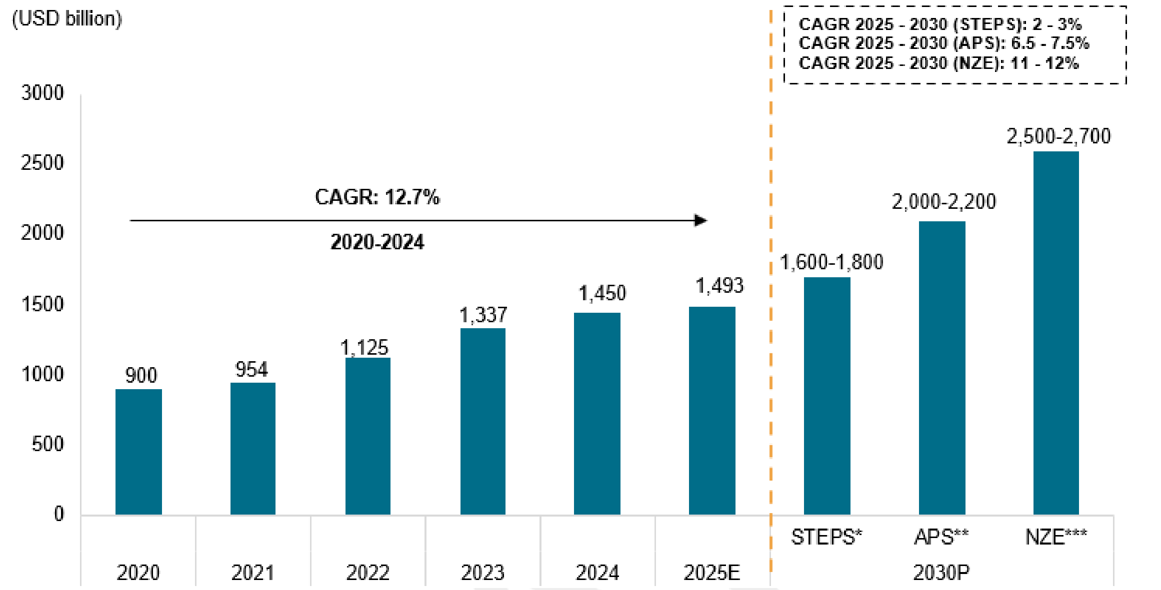
STRATEGIES

Leveraging market opportunities and core competencies for growth in EPC of power transmission and distribution sector

Our order book comprises both domestic and international projects. Our strategy is to expand our order book by capitalizing on our competitive strengths, project execution skills, integrated approach and relationships with clients and strategic partners. We intend to target specific project segments and industries where we consider there is high potential for growth and where we enjoy competitive advantages.

Global power sector investments are estimated to rise to USD 1,600-1,800 billion by Fiscal 2030 in the stated policies scenario, majorly driven by investments in wind power, solar power and grids. Indian power sector is expected to see a rise by 1.9x to 2.2x times, with an increase from ₹19.2 trillion between Fiscal 2022 to 2026, to ₹37 – 42 trillion during Fiscal 2027 to 2031, driven primarily by the generation segment, followed by transmission and distribution. As of March 2026, Power Grid Corporation of India Limited ("**PGCIL**") had approved projects worth ~₹241 billion since 2019, of which projects to the tune ~₹76.2 billion are currently under execution. *(Source: CRISIL Report)*

Global investments in power sector (projections based on multiple scenarios)



*Note: E stands for estimated, P stands for projected; *2030 projections based on Stated Policies Scenario (STEPS); **As per Announced Pledged Scenario (APS); ***As per Net Zero Emissions (NZE) by 2050 Scenario*
2020-2025 numbers based on 2024 USD rates and as per World Energy Investment 2025 ; projection numbers based on 2023 USD rates and as per World Energy Outlook 2024
Source: IEA, Crisil Intelligence

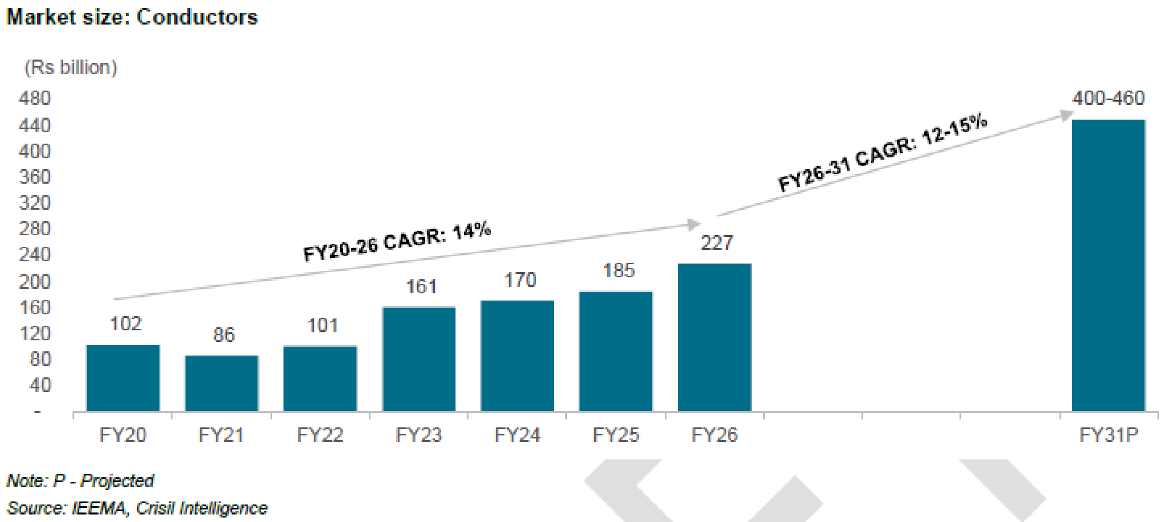
The government's effort to address key issues in the power sector, particularly in resolving supply bottlenecks affecting stressed assets is poised to increase the demand for power transmission equipment like conductors as well as cables. *(Source: CRISIL Report)*

We expect reconductoring of HTLS conductors to be one of the key areas of growth for us. According to CRISIL Report, there is an expectation of the pickup in demand for high-voltage conductors, given the increasing focus on adding transmission lines of higher voltage levels, for evacuation of bulk power. In addition, the importance of high-voltage (HV) lines of 400 kV and 765 kV in the intra-state transmission network is also increasing, as higher voltage level enhances power density, reduces losses and efficiently delivers bulk power. Consequently, the increasing thrust on high-voltage transmission lines will stimulate demand for high-voltage power conductors going ahead. Also, as electric consumption in urban areas goes higher, there is a need for higher ampacity transmission lines through limited ROW-HTLS conductors and reconducting turnkey solutions. (*Source: CRISIL Report*)

We envisage a substantial demand and future growth in replacement of conventional conductors with the HTLS conductors. This strategic shift has strengthened our market presence, diversified our revenue streams, and increased profitability by ensuring a consistent demand for our products and also helping us to participate in the growing infrastructure and energy sectors. We aim to enhance our value proposition to our customers by expanding our product portfolio and introducing new product lines including manufacture of aluminium rod by setting up an aluminium furnace/ rolling mill and other range of power cables. We are well-placed to capitalize on this growth.

To service a large generation installed base, the estimated investment in the transmission sector is expected to cumulatively reach ₹4 -₹5 trillion over Fiscals 2027-2031. Investments in the sector are expected to be driven by the need for a robust and reliable transmission system to support continued generation additions and the strong push to the renewable energy sector as well as rural electrification. *(Source: CRISIL Report)*

In Fiscal 2026, the total market size of conductors reached ₹227 billion up from ₹102 billion in Fiscal 2020, registering a CAGR growth of 14%. Major factors influencing this demand include railway electrification, reconductoring, healthy transmission line additions, etc. Moving forward, it is expected that the conductor industry will grow at a CAGR of ~12-15% from Fiscal 2026 to Fiscal 2031 due to ongoing government schemes in the power segment as well as increased exports of conductors from India. *(Source: CRISIL Report)*



Our strategic move to expand our business scope and as well provide us a platform to directly supply and implement our in-house manufactured conductors has allowed us to participate in large electrification projects. The electrification projects have proved to be a high-margin business model and further enabled us to capture more value by offering end-to-end solutions. This strategic shift has strengthened our market presence, diversified our revenue streams, and increased profitability by ensuring a consistent demand for our products and also helping us to participate in the growing infrastructure and energy sectors. We aim to enhance our value proposition to our customers by expanding our product portfolio and introducing new product lines through product development and innovation.

Further, as part of our ongoing business strategy to enhance our EPC order book, we are increasing our focus on EHV substation projects while adopting a selective approach towards bidding for power distribution projects.

We have accordingly increased our participation in tenders for EHV substation projects and continue to strengthen our presence in this segment. As of the date of this Prospectus, we are executing 400 kV EHV substation projects in the state of Rajasthan and Haryana, 220/132 kV sub-station projects in Assam and a 220kV substation project in Kerala. We intend to continue prioritizing the bidding for and execution of EHV sub-station projects while selectively pursuing power distribution projects. As at March 31, 2026, EHV substation projects represented 44.57% of our EPC Order Book, as compared to 40.65% as at March 31, 2025 and 0% as at March 31, 2024. The significant investments projected across the power sector, spanning generation, offer immense opportunities for growth. By leveraging our project execution capabilities, vast experience, and global presence, we are well-positioned to capitalize on these emerging opportunities. Our strategic focus on high-margin niches and integrated solutions ensures we can effectively contribute to and benefit from this dynamic growth trajectory.

Expand our manufacturing capabilities and product development

In Fiscal 2026, our manufacturing facilities produced aluminium conductors and power cables in various sizes, with an aluminium consumption capacity of 40,000 MT, encompassing raw material like aluminium, copper, steel and various kinds of insulating compounds. Our integrated manufacturing facilities enable us to achieve economies of scale resulting in decreased cost of production per manufacturing unit.

In Fiscal 2026, the conductors and cables and wire market were valued at ₹227 billion and ~₹1,618 billion, up from ₹102 billion and ₹787 billion in Fiscal 2020, registering a CAGR of 14% and 13%, respectively. Major factors that influenced the demand of conductors includes railway electrification, reconductoring, healthy transmission line additions. The notable surge in the cables and wires industry can be primarily attributed to remarkable growth of high voltage and extra high voltage- 33 kV and above cables and elastomeric cables, which have registered exponential growth on the back of increased expansion of transmission lines and electrification initiatives in rural areas. Other cable categories contributing substantially to the accelerated market growth include PVC control cables and instrumentation and building, driven by a pickup in construction activities in both commercial and residential sectors. *(Source: CRISIL Report)*

As per the CRISIL Report, the conductor industry is expected to grow at a CAGR of ~12-15% from Fiscal 2026 to 2031 due to ongoing government schemes in power segment as well increased exports of conductors from India. Further, the wires and cables market size is expected to grow at a CAGR of –13-14 % between Fiscal 2026 and 2031 and reaching ₹2,980 billion - ₹3,120 billion by Fiscal 2031. *(Source: CRISIL Report)*

We intend to expand our production capabilities for helping us to deepen our pan-India and global presence. Our new under-construction manufacturing facility located in Ranihati, Howrah, West Bengal, will help us in expanding our product portfolio and further strengthen our manufacturing capabilities by manufacture of wide range of cables and conductors like low voltage power cables, high voltage power cables, instrumentation cables, solar cables, railway signalling cable, flexible electrical wire, overhead aluminium conductors and HTLS conductors. We intend to operationalise and commence commercial production in our proposed manufacturing facility during H2FY27, subject to the receipt of necessary consents and government approvals. We propose to invest in a e-beam cable curing facility, which will allow us to enhance the quality and efficiency of our cables and also position us among the select few manufacturers utilizing e-beam technology in cable production. The expansion project will help us in deepening our integration and in creating greater synergy in our manufacturing process.

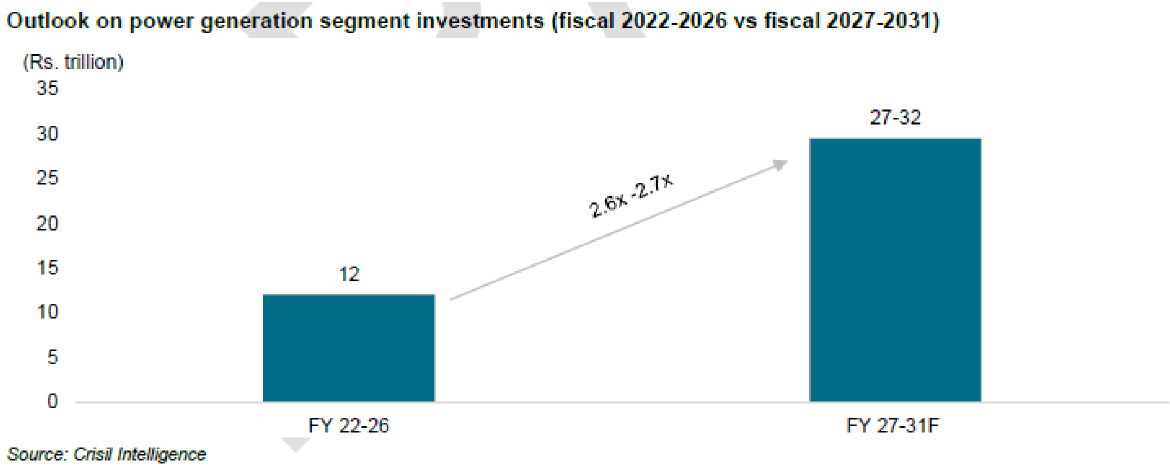
We envisage a substantial demand and future growth in replacement of conventional conductors with the high performance conductor ("**HPC**") conductors. We intend to capitalize on the growing demand of alloy-based conductors and the increasing investment in transmission lines. This strategic shift will strengthen our market presence, diversify our revenue streams, and increase profitability by ensuring a consistent demand for our products and also helping us to participate in the growing infrastructure and energy sectors. It has provided us a platform to directly supply and implement our in-house manufactured HTLS conductors in reconductoring projects which can be a high-margin business model enabling us to capture more value by offering end-to-end solutions.

Expansion and diversification into allied EPC sectors by leveraging existing project execution capabilities

We forayed into the railway electrification sector in Fiscal 2021 to capitalise on the opportunity provided by this high growth industry. As per the CRISIL Report, infrastructure investments in Indian railways, metros and high-speed rail are expected to grow exponentially, which will further boost the conductor industry Our strong experience and expertise in the in the cables and conductors industry provides us with the relevant core competencies required for undertaking railway electrification projects. By adapting and expanding these capabilities, we can offer tailored solutions and provide end-to-end services in relation to railway electrification projects including (i) designing, supplying, erecting, testing, and commissioning 25 kV OHE (overhead equipment) systems; and (ii) handle modifications for railway infrastructure facilities.

We have entered into a joint venture agreement dated May 20, 2021, with Shyam Indus Power Solutions Private Limited and Zetwerk Manufacturing Businesses Private Limited for the design, supply, installation, testing and commissioning of railway electrification work for New Jalpaigudi sections of the Northeast Frontier Railways on EPC mode for Ircon International Limited (Government of India undertaking).

Over the past seven years, we have successfully installed and commissioned three ground mounted 10 MW solar projects each and have also commissioned multiple kilowatt solar projects aggregating 1.34 MW, in the state of West Bengal, India. Further, we have successfully installed and commissioned a floating solar with project capacity of 10 MW, in the state of West Bengal. These qualifications further enhance our capabilities and credentials, enabling us to bid for larger capacity ground-mounted solar projects.



The diverse EPC portfolio and our extensive credentials help in ensuring that we are not reliant on any single sector. Our ability to deliver across a broad range of segments, from power distribution to solar EPC to railway electrification, provides us with the flexibility to adapt to market changes and capitalize opportunities in multiple domains. We consider that this strategic diversification strengthens our resilience, mitigates risk, and positions us for sustainable growth in a dynamic and evolving competitive landscape.

Focus on increasing global presence and entering new markets

We have an extensive global presence, across Ghana, Bangladesh, Nepal and Niger. We are able to export our products to foreign countries due to our compliance with the qualifications and certifications required to manufacture and export to the foreign markets, including customer-specific requirements of international customers.

With nearly two decades of experience in executing domestic power EPC projects, we have accumulated our capabilities and gained the experience necessary to expand our business internationally. This growth has led us to successful completean EPC order for electrification in Rwanda, East Africa. By leveraging our project execution capabilities, we intend to enter into new geographies and execute projects. Further, we intend to expand our EPC division globally by actively engaging in bids for international tenders.

We have received the UL Certification which has enabled us to expand our reach in the U.S. and European markets and increase our export volumes. The UL certification will help benchmark the safety, quality, and performance of our products with international standards prescribed in highly regulated markets in the U.S. and Europe. For conductors and cables, the UL Certification certifies that the products are designed to handle specific electrical loads, have the required insulation properties, and can withstand harsh environmental conditions. The UL Certification is a prerequisite for undertaking many projects and industries in the US, especially in the construction, infrastructure and energy sectors. Our ability to offer UL-certified cables and conductors will allow us to bid for large-scale projects, including for government and utility infrastructure, where product safety and regulatory compliance are critical.

We intend to continue to focus on the exports of our conductor and cables and will continue to meet clients requirements in international domain. We have also introduced new product portfolio in the conductor cables and power cables segment, to meet the rising export requirements.

In furtherance of our strategy to increase our geographic presence, we endeavour to regularly participate in international exhibitions in United States of America, which we consider will help us in showcasing our products to the international market.

We have also been accorded with the status of two-star export house by Directorate General of Foreign Trade, Government of India, a recognition accorded to exporters who have achieved certain export performance criteria. The UL certification will help support our international expansion by providing access to various government schemes and simplifying export related processes and procedures.

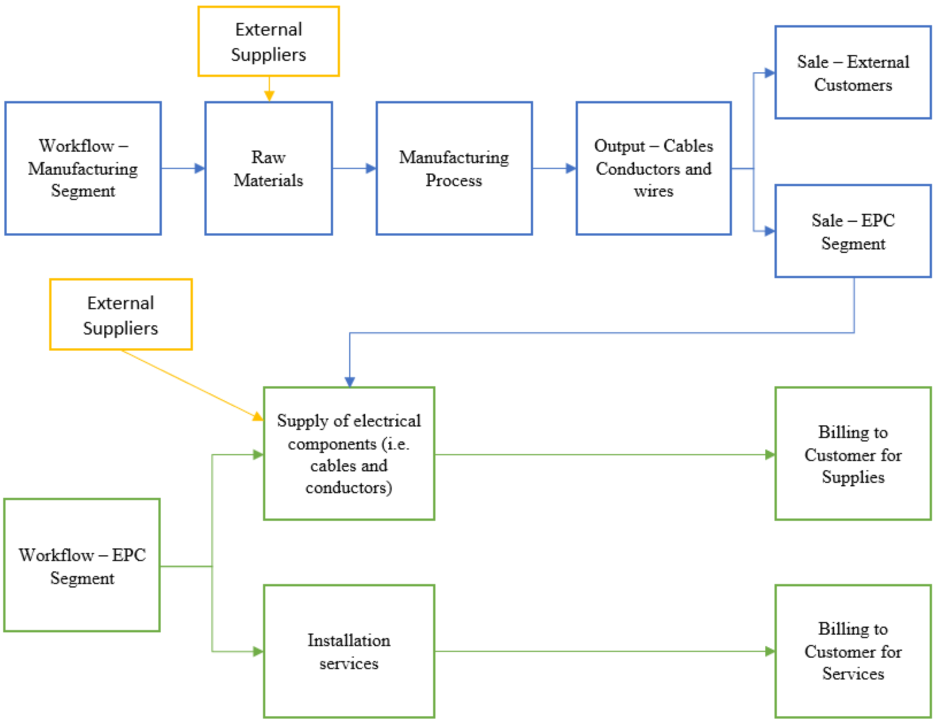
In October 2022, we expanded into the B2C market with the launch of our electrical wire and flexible cable product range under the brand name "*Lumicon*". It allowed us to directly cater to consumer needs with high-quality electrical solutions. The cable and wire market has grown at a CAGR of 13% between Fiscal 2020 to

Fiscal 2026, and was valued at ~₹1,618 billion, as compared to ₹787 billion in Fiscal 2020. The cable and wire market size are expected to grow at a CAGR of 13-14% between Fiscal 2026 to 2031 and reach ₹2,980 billion - ₹3,120 billion by Fiscal 2031. Over the long-term investments in building construction are projected to increase at an average annual rate of 3-5% between Fiscal 2027 and 2031 in line with the growth in residential demand. *(Source: CRISIL Report)* We intend to further deepen our presence in the B2C segment by expanding to other states in India and increasing our marketing and advertising campaigns and expenditure. The table below sets forth the details of the revenue generated from the B2B and B2C segments for the periods as indicated:

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Revenue from B2C segment *(₹ in million)*	399.86	219.89	188.37
% of Revenue from B2C segment *(in %)*	1.96%	1.15%	1.34%
Revenue from B2B segment *(₹ in million)*	20,010.87	18,959.79	13,884.78
% of Revenue from B2B segment *(in %)*	98.04%	98.85%	98.66%

Description of our business and operations

Business model



Our Company operates through two distinct but inter-connected business segments, (i) Manufacturing; and (ii) EPC, with the Manufacturing segment supporting both external sales and internal requirements of the EPC segment.

Workflow of Manufacturing segment:

1. The process begins with the procurement of raw material from external customers.

2. The materials are then processed in the manufacturing facility to produce cables and conductors.

3. The finished products (i.e. cables, conductors and wires) are sold to external customers or the finished products (i.e. cables and conductors) are captively consumed by our EPC segment for its own project requirements.

Workflow of EPC segment:

1. The EPC segment sources electrical components through two primary channels:

- Internal procurement from the Manufacturing segment (cables and conductors)
- External procurement from third-party suppliers for other materials required for project execution

2. These materials are then used in the execution of projects (i.e., project implementation).
3. The EPC segment also provides service in relation to erection, testing and commissioning of supplied electrical components by our Company to third parties for project execution.
4. The process concludes with the invoicing of customers upon the completion of projects or achievement of project milestones.

Disclosure in segmental reporting

Effective Fiscal 2026, our Company has revised the manner in which it evaluates the performance of its operating businesses, consistent with the information reviewed by the Chief Operating Decision Maker ("**CODM**"). Accordingly, our Company's operating performance is analysed based on the underlying economic activity undertaken by each business rather than the contractual form of customer arrangements.

Pursuant to the revised reporting framework, the Manufacturing segment comprises revenue attributable to all proprietary manufactured products, including products supplied for execution of EPC projects, while the EPC segment comprises revenue attributable to EPC services together with the supply of third-party traded products.

Accordingly, the revenue by segmental reporting presented in this section differs from the disaggregation of revenue from operations disclosed in the Restated Consolidated Financial Information, which has been prepared in accordance with Ind AS 115. The difference arises solely on account of the attribution of revenue between the Manufacturing and EPC segments for management reporting purposes and does not result in any change in our Company's total Revenue from Operations, profitability, cash flows or shareholders' equity.

The following table provides a reconciliation between the disaggregation of Revenue from Operations and the revenue by segmental reporting:

(₹ in million)

Particulars	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Revenue from operations	As a % of total income	Revenue from operations	As a % of total income	Revenue from operations	As a % of total income
Revenue from Operations (as per disaggregation of revenue)						
Manufacturing Segment	10,905.29	52.20%	5,707.58	29.32%	3,153.95	22.14%
EPC Segment	9,455.20	45.26%	13,419.59	68.94%	10,885.50	76.41%
Other Operating Revenue	50.24	0.24%	52.51	0.27%	33.70	0.24%
Revenue from Operations	**20,410.73**	**97.69%**	**19,179.68**	**98.53%**	**14,073.15**	**98.79%**
Reclassification of revenue between Segmental Reporting						
Add: Revenue attributable to manufactured products supplied by the Manufacturing segment for execution of EPC projects	3,285.20	15.72%	6,707.30	34.46%	6,045.67	42.44%
Less: Revenue attributable to proprietary manufactured products reclassified from the EPC Segment to the Manufacturing Segment	(3,285.20)	(15.72%)	(6,707.30)	(34.46%)	(6,045.67)	(42.44%)
Allocation of Other Operating Revenue						
Add: Other Operating revenue allocated to the Manufacturing Segment	43.98	0.21%	45.15	0.23%	31.89	0.22%
Add: Other Operating revenue allocated to the EPC Segment	6.26	0.03%	7.36	0.04%	1.81	0.01%
Revenue by Segmental Reporting						
Manufacturing Segment	14,234.48	68.13%	12,460.03	64.01%	9,231.51	64.80%
EPC Segment	6,176.25	29.56%	6,719.65	34.52%	4,841.64	33.99%
Revenue from External Customers	**20,410.73**	**97.69%**	**19,179.68**	**98.53%**	**14,073.15**	**98.79%**

Note: *Revenue attributable to proprietary manufactured products supplied for execution of EPC projects has been allocated to the Manufacturing segment to reflect the economic activity performed by such segment. Consequently, the EPC segment comprises revenue attributable to project execution services and supply of third-party traded products. This reclassification is made solely for management* *reporting purposes and does not affect our Company's total Revenue from Operations or the amounts reported in the Restated Consolidated Financial Information.*

For further details, please see "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" on page 383.

Our diverse product portfolio, coupled with our turnkey solutions, has enabled us to expand our sources of revenue and grow our market share. The following table depicts our segmental revenue from each segment for the Fiscals 2026, 2025 and 2024:

(₹ in million)

Business segment and business lines	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Amount (₹ million)	Percentage of Revenue from Operations (%)	Amount (₹ million)	Percentage of Revenue from Operations (%)	Amount (₹ million)	Percentage of Revenue from Operations (%)
Manufacturing						
Aluminium conductors	7,350.65	36.01	4,753.20	24.78	2,380.01	16.92
Power cables	6,340.31	31.06	6,956.07	36.27	5,988.30	42.55
Electrical wire	438.6	2.15	293.53	1.53	188.4	1.34
Others	104.92	0.51	457.23	2.38	674.8	4.79
Revenue from Operations from Manufacturing segment (A)	**14,234.48**	**69.74**	**12,460.03**	**64.96**	**9,231.51**	**65.60**
EPC						
Power distribution and transmission	4,522.17	22.17	6,206.43	32.37	4,429.29	31.47
EHV substation	909.77	4.46	0.48	-	21.78	0.15
Re-conductoring with HTLS conductors	-	-	0.73	-	-	-
Railway electrification	-	-	0.48	-	-	-
Solar power projects	582.13	2.85	458.56	2.39	390.57	2.78
Water management projects	162.18	0.79	52.97	0.28	-	-
Revenue from Operations from EPC segment (B)	**6,176.25**	**30.26**	**6,719.65**	**35.04**	**4,841.64**	**34.40**
Revenue from external customer (C = A+B)	**20,410.73**	**100.00**	**19,179.68**	**100.00**	**14,073.15**	**100.00**

Our products

Our Manufacturing segment consists of three business lines (i) aluminium conductors; (ii) power cables; and (iii) wires.

Aluminium conductors

Aluminium conductors are crucial in efficiently transmitting electrical energy over long distances to power sub-stations, primarily through overhead power lines. They are used in electrical distribution lines/network, industrial applications and power generation plants The following table sets forth the different types of conductors in our aluminium conductor's portfolio and their characteristics as on March 31, 2026:

Product	Characteristics
All Aluminium Conductor Alloy Reinforced ("**ACAR**")	ACAR are extensively used for overhead distribution and transmission lines. These are used where ampacity, strength and low weight are the main considerations for line design.

Product	Characteristics
	
Thermal Resistant Aluminium Conductor Steel Reinforced (“**TACSR**” and “**TACSR/AW**”) 	These are high ampacity conductors with inner core composed of galvanized steel or aluminium clad steel and outer layer composed of thermal resistant aluminium alloy with round or trapezoidal shaped.
High Conductivity Alloy Conductors (AL7 and AL59) 	High Conductivity Alloy Conductors AAAC can be used in medium, high and extra-high voltage transmission lines. AAAC offers better sag performance due to the high strength-to-weight ratio provided by the aluminium-alloy. In addition, AAAC provides a higher corrosion resistance than aluminium conductor steel reinforced conductors.
HTLS Conductors	
Aluminium Conductor Fiber Reinforced (“**ACFR”**) 	Carbon composite core with unique stranding technology which is a core of innovated high-performance conductor called ACFR. Due to the increase in electrical demand, ACFR provides the best solution with more than twice the ampacity and low sag at higher operating temperature when compared with convention conductors. When compared technically, ACFR conductors are lighter in weight, compatible in strength and have lower electrical losses compared to ACSR conductors, thus giving greater advantages in overhead transmission lines.
HTLS Aluminium Conductors Steel Supported (“**ACSS**”) conductors	HTLS ACSS conductors are conductors with a concentric structure. The conductor is constructed of a steel core braided with one or more aluminium wire layers. ACSS conductors are manufactured in accordance with the requirements of the latest edition of ASTM standards of the applicable B856 specification. The annealed aluminium used in the conductors makes it more flexible, due to which most of the load rest on the steel core, which acts as the load-bearing function of the ACSS conductor. The steel core may consist of 7, 19, 37 class A zinc-coated wires. Such a coating is usually sufficient for use under normal environmental operating conditions of conductors.

Product	Characteristics
	The HTLS ACSS conductor was designed to provide high-performance transmission capabilities under elevated temperatures. The core consists of steel for strength and aluminium for high conductivity, which makes it ideal for overhead power transmission lines.
Super Thermal Resistant Aluminum Alloy Conductor, Aluminum Clad Invar Reinforced (“**STACIR**” and “**STACIR/TW**”) 	These are high ampacity conductors with inner core composed of aluminium clad invar wire. INVAR is a metal alloy with 36% nickel in steel and outer layer composed of super thermal resistant aluminium alloy with round or trapezoidal shaped wires.
Gap Type Thermal-Resistant Aluminium Alloy Conductor Steel Reinforced (“**GTACSR**”) 	GTACSR has a unique construction featuring a small gap between the steel core and (super) thermal-resistant aluminium alloy layer. The combination of the (super) thermal resistant aluminium alloy and the gap construction offer excellent sag and current-carrying characteristics.
Extra High Strength–Thermal resistant Aluminium Alloy Conductor Steel Reinforced (“**Hi-TACSR**” and “**Hi-TACSR/AW**”) 	These are high ampacity conductors with inner core composed of galvanized steel or aluminium clad steel and outer layer composed of high strength, thermal resistant aluminium alloy with round or trapezoidal shaped.

Power cables

Power cables are primarily used for transmitting and distributing high voltage electrical power and have several industrial and commercial applications. We manufacture a range of power cables such as low voltage power cables, aerial bundled cables, railway signalling cables, concentric cables. The following table sets forth the different types of power cables in our portfolio and their characteristics as on March 31, 2026:

Product	Characteristics
LV XLPE/PVC insulated power cables 	Low voltage power cables are used in electric power distribution substations, industrial applications to distribution electric panels, etc. Power cables transfer energy from a source to equipment.
LV XLPE/PVC insulated control cables 	Mainly used for interconnections for control circuits, communication systems, electrical panels, machine tools as well as lighting at lower loads. Control cables send signals to control the functioning of equipment.
LV aerial bunch cable 	Aerial bundled cables (simply ABC) are overhead power lines using several insulated phase conductors bundled tightly together, usually with a bare neutral conductor. This contrasts with the traditional practice of using un-insulated conductors separated by air gaps. They have various applications, including usage in urban power distribution, rural electrification, street lighting.
Railway signalling cable 	Our rail signalling cable are designed to ensure the smooth running of railway network. Signalling cable plays a vital role in the functioning of equipment's associated with railway signals, points, track circuits, block instruments etc. They are essential components of railway infrastructure and are primarily used for communication and control systems in train operations. They are crucial in maintaining safety, efficiency, and reliability in rail transport systems.
Concentric cable 	Concentric cables are predominantly used by Distribution Network Operators (DNO's) when providing the final service connection to domestic properties especially for the African and Latin American market. Our anti-theft cables help utilities prevent electricity theft.
Screened and instrumentation cable	These cables find wide application in measurement, control and supervision in process instruments and equipment, various communication and data acquisition systems, computer systems, digital control and measurement systems etc. and are designed to transmit signal without interference.

Product	Characteristics
	
Solar cables 	We have introduced a range of solar cables for the interconnection within photovoltaic systems such as solar panel rays which are suitable for fixed installations, within conduit or systems.
MV overhead covered conductors 	Covered conductors provide protection from flash overs caused by the clashing of conductors, bird/animal disturbance, fallen tree branches and debris, especially during severe weather and high pollution
LV FR/FRLSH/FR-LSZH fire performance cables 	They are intended for use in installations where vital circuits are required to continue operation in the event of the outbreak of fire. It is particularly suited for use in public buildings and constructions. There is an important distinction between fire resistant cables and flame-retardant cables.
Underwriters Laboratories (UL) cables 	The development of UL cable in Fiscal 2023 marked a significant step toward achieving international certification and compliance. The product was developed in accordance with safety and quality standards set by UL certification, a global leader in safety certification. The UL cables were designed for applications that require stringent safety measures, particularly in industries such as construction, manufacturing, and healthcare. These cables ensured safety in case of fire hazards and provided outstanding protection against electrical faults. The UL cables were also designed to handle high power transmission and resist environmental challenges such as extreme weather conditions, humidity, and exposure to chemicals or oils. The introduction of UL cables will help us to expand our market reach, especially in the U.S. and other regions where UL certification is a critical requirement.
Quad cables	The quad cable was developed for both power transmission and communication, offering an integrated solution for modern infrastructures. The quad cables can deliver high

Product	Characteristics
	performance in terms of data transmission, low latency, and resilience to electromagnetic interference. The development of this cable is expected to support the increasing demand for high-speed data networks, especially for critical infrastructures such as smart grids, modern railways, and telecommunication systems. The quad cable provides enhanced signal clarity, reduced power loss, and is designed to handle high frequencies, which is essential for data-intensive applications.
The medium voltage cross linked cable 	The medium voltage cross linked cable ("**MVCC**") was introduced for use in medium voltage power systems. This product offers superior insulation and resistance to mechanical and thermal stress, providing safer, more reliable solutions for power distribution networks, industrial plants, and other medium voltage applications.

Electrical wires

We entered the wire business in 2023, under our brand '*Lumicon*', and currently manufacture thermoset insulated wire, earth wires and house wires. As on the date of this Prospectus, our wire business is operational in four states in India with approximately 104 distributors.

Products	Characteristics
UL 44 – Thermoset insulated wire 	These cables are used for general purpose wiring in circuits not exceeding 600 volts. These are suitable for use in populated confined spaces such as auditoriums, arenas, health care facilities and public transit facilities where more stringent specifications for flame, smoke and toxicity emission levels are desired. These may be used in wet or dry locations, installed in conduit, duct, desired raceways and cable trays for service, feeder and branch circuits, open air with supporting messenger
Single-core service wire 	These are single core unsheathed flexible cables in voltage grade upto and including 1,100 V.
House wires 	In Fiscal 2023, development of house wire became a key focus as the demand for residential and commercial electrical installations grew. The product line was developed to meet global standards for electrical wiring in homes, offices, and industrial buildings. These wires were designed with safety, durability, and ease of installation in mind, featuring superior insulation materials to prevent electrical hazards. The wires were tested for fire resistance, mechanical strength, and electrical conductivity, making them ideal for domestic wiring needs

EPC services

Our EPC segments consist of six business lines, namely (i) power transmission and distribution, (ii) EHV substation, (iii) re-conductoring with HTLS conductors, (iv) railway electrification, (v) solar power projects, and (vi) water management projects.

(a) *Power transmission and distribution:* We are a developer of integrated power transmission and distribution infrastructure projects. We execute turnkey contracts awarded by state utilities under various Government scheme to electrify villages and re-strengthen the existing power distribution infrastructure. We have successfully completed several power sub-stations in India upto 33 KV both AIS and GIS on EPC mode. We have executed a power distribution contract in Rwanda, Africa. As at March 31, 2026, we have completed 55 power distribution projects, covering approximately 80,000 ckm of distribution lines in India and globally. We have successfully completed distribution projects under several Central and State Government schemes.

(b) *EHV substation*: We have undertaken the construction of 400/220/132/33kV substations, executed with Supervisory Control and Data Acquisition ("**SCADA**") systems, on a turnkey basis. Our comprehensive service includes the design, supply, erection, testing, and commissioning of the substations. As at March 31, 2026, we have executed one project involving the setting up of extra high voltage ("**EHV**") substations of up to 220 kV at Agra, Uttar Pradesh.

(c) *Re-conductoring with HTLS conductors*: We offer end-to-end solutions by strengthening transmission towers, replacement with HTLS conductor along with associated fittings and insulators in 33kV to 400kV transmission lines. To ensure uninterrupted power supply, we offer training, maintenance, and post-installation services. As at March 31, 2026, we have successfully completed 220 kV power lines reconductoring projects of setting up of HTLS conductors of 64 ckm at Sirhind, Punjab.

(d) *Railway Electrification*: We provide end-to-end services in relation to railway electrification projects, including designing, engineering, procurement, testing, inspection, supply, installation and commissioning of 25 kV OHE (overhead equipment) systems. We have entered into a joint venture agreement dated July 23, 2021 with Shyam Indus Power Solutions Private Limited and Zetwerk Manufacturing Businesses Private Limited for the design, supply, installation, testing and commissioning of railway electrification work for New Jalpaigudi sections of the Northeast Frontier Railways on EPC mode for Ircon International Limited (Government of India undertaking).

(e) *Solar power projects*: We provide comprehensive EPC services for undertaking solar power projects, including design, engineering, procurement, testing, inspection, supply, installation, and commissioning of solar power plants, coupled with comprehensive operation and maintenance commitments. As at March 31, 2026, we have installed and have also commissioned multiple kilowatt solar projects aggregating in the state of West Bengal, India. We have successfully completed the project of installation of 41.03 MW of unique grid-connected floating solar photovoltaic power plant at Purulia, West Bengal.

(f) *Water management projects*: We are executing a water management project in EPC mode, including development of interception and diversion network with a wastewater treatment facility on a design, build, operation and transfer model along with operation and maintenance after completion of a successful trial run and also a project to ensure functionality of a defunct, partially operative rural water supply scheme.

Some of our key completed and ongoing EPC projects are set out below:

Name and description of projects	Image
Power transmission and distribution	
Rajiv Gandhi Grameen Vidyutikaran Yojana 12th plan project **Description of project:** Village electrification works for construction of power sub-station, 33 kV lines, 11 kV lines, low tension lines and other works **Value:** ₹2,040.61 million **Location:** Saharsa, Bihar	
Revamped Distribution Sector Scheme (RDSS) **Description of project:** Development of distribution infrastructure at Kanpur zone of Uttar Pradesh State under revamped reforms-based and results-linked, Distribution Sector Scheme- GPS Survey, design, supply, installation, GIS, asset mapping, testing and commissioning of works related to loss reduction on turnkey basis **Value:** ₹6,943.92 million **Location:** Kanpur, Uttar Pradesh	
EHV Substation	
220 kV Sub-Station **Description of project:** Construction of 220 kV sub-station **Value:** ₹235.53 million **Location:** Agra, Uttar Pradesh	
400/220 kV Sub-Station **Description of project:** Construction of 400/220 kV, 2x500 MVA GSS **Value:** ₹1,282.07 million **Location:** Udaipur, Rajasthan	

Name and description of projects	Image
Railway Electrification	
Railway Electrification Project **Description of project:** Construction of 25 kV overhead electrification system with modification for railway infrastructure facilities **Value:** ₹80.23 million **Location:** Manatu, Jharkhand	
Solar power projects	
10MW Floating Solar Project **Description of project:** Construction and comprehensive operations and maintenance of 10MW of floating solar photovoltaic power plant **Value:** ₹766.32 millions **Location:** Purulia, West Bengal	

Manufacturing facilities

We operate two integrated manufacturing facilities located in Howrah, West Bengal, which are spread across an aggregate area of 264,208 sq. ft. Our manufacturing facilities have a capacity to produce aluminium conductors and power cables in various sizes, with aluminium consumption capacity of 40,000 MT. Our manufacturing facilities are strategically located for easy access to ports, railways and road, thus helping us facilitate both domestic and international operations.

Our first manufacturing unit is spread over 184,000 sq. ft. of area of land. This facility focuses on production of a range of electrical products including overhead aluminium conductors, HTLS conductors, and various types of cables.

Our second manufacturing unit is spread over approx. 80,000 sq. ft. of area of land. This facility focuses on manufacturing of multi strand cables. This manufacturing hub plays a critical role in our Company's diversified offerings, which include overhead aluminium conductors, low tension power cables, control cables, instrumentation cables, railway signalling cables, fire alarm cables, solar cables, concentric cables and flexible electrical wires.

We also operate four warehouses covering an aggregate area of approximately 156,600 sq. ft. Our manufacturing facilities are certified for ISO 9001:2015, ISO 14001:2015, ISO 45001:2018 and 5S Workplace Organizing Management Systems. The testing lab within our manufacturing facility for quality check of the finished products is accredited by the National Accreditation Board for Testing and Calibration Laboratories.

Further, we are in the process of establishing a 250,000 sq. ft. manufacturing facility, for which we have acquired approximately 650,000 sq. ft. of land in Ranihati, Howrah, West Bengal. This expansion will enable us to produce a wider range of cables and conductors like low voltage power cables, high voltage power cables, instrumentation cables, solar cables, railway signalling cable, flexible electrical wire, overhead aluminium conductors and HTLS conductors.

(i) Cable Insulation

(ii) Cable Laying

(iii) Aluminium Furnace

(iv) Testing Laboratory

(v) Process Testing

(vi) Aluminium Rolling Mill

(vii) Aluminium Stranding Machine

Capacity and capacity utilisation

The following table sets forth our segment-wise production capacity and the capacity utilization for the Fiscals 2026, 2025 and 2024:

Segment	Fiscal 2026			Fiscal 2025			Fiscal 2024		
	Installed capacity (units in MT)	Actual production (units in MT)	Capacity utilisation (%)	Installed capacity (units in MT)	Actual production (units in MT)	Capacity utilisation (%)	Installed capacity (units in MT)	Actual production (units in MT)	Capacity utilisation (%)
Cables and conductors (Unit I)	31,000	24,531	79.13	31,000	24,920	80.39	31,000	24,454	78.88
Cables and conductors (Unit II)	9,000	7,040	78.22	9,000	8,040	89.33	9,000	3,743	41.59
Total	**40,000**	**31,571**	**78.93**	**40,000**	**32,960**	**82.40**	**40,000**	**28,197**	**70.49**

Notes

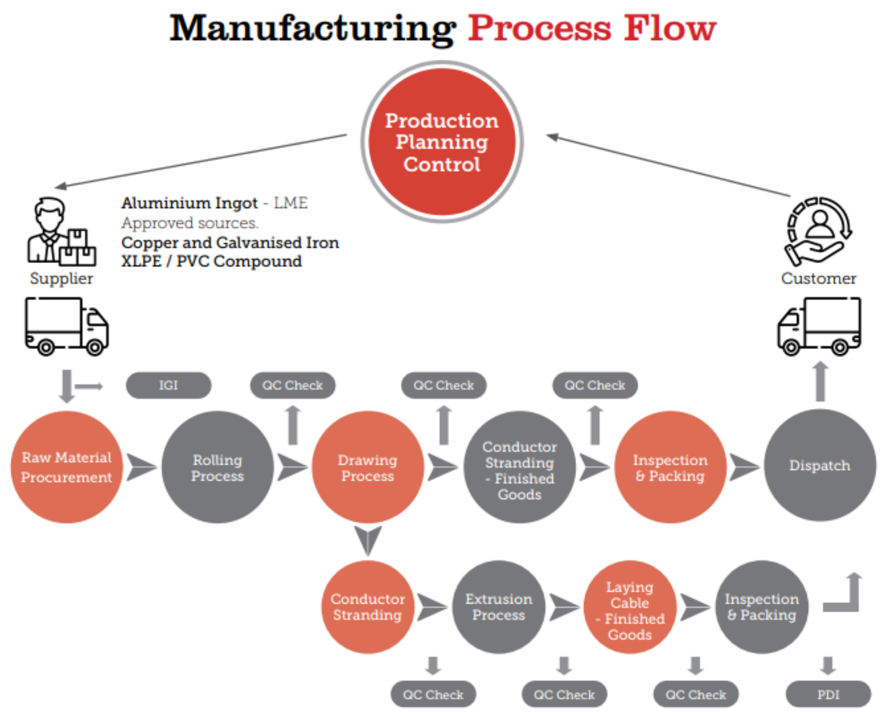
(1) *The information relating to the installed capacity as of the dates included above are based on various assumptions and estimates that have been taken into account for calculation of the installed capacity.*

(2) *Capacity is based on Aluminium consumption for cable and conductors*

(3) *Capacity (in MT) = Capacity indicates the production capability for cables and conductors.*

Manufacturing process

We manufacture our products at our two manufacturing facilities. These processes use a combination of mechanized and human skill to achieve the desired standards. Below is the manufacturing process flow chart:



Manufacturing involves a systematic process to create high-quality conductors and cables used in electrical and communication systems. The following set forth the typical manufacturing process of our conductors and cables products:

- *Raw material and packing material procurement:* Major raw materials like aluminium ingots/rods, copper rods/wires, steel and insulating materials like XLPE/PVC compound are procured. For packing of the produced cable and conductors, wooden/steel reels/drums are procured based on length and customer requirement.

- *Aluminium and Aluminium alloy wire rod manufacturing process*: We procure aluminium ingots/billets and melts into furnace to produced Aluminium and Aluminium alloy wire rod with sizes such as 7.6 mm and 9.5 mm by doing casting and rolling. The rods of these sizes are common raw material for further process of drawing.

- *Drawing Process*: Large diameter rods (copper or aluminium) are drawn through a series of dies to reduce their diameter to desired size using wire-drawing machines.

- *Stranding*: Individual wires are twisted or stranded together to form a conductor with desired flexibility and mechanical strength. Layers of wires are twisted in alternate directions randomly. At this stage, the conductor either becomes a finished good or moves on to the next stage.

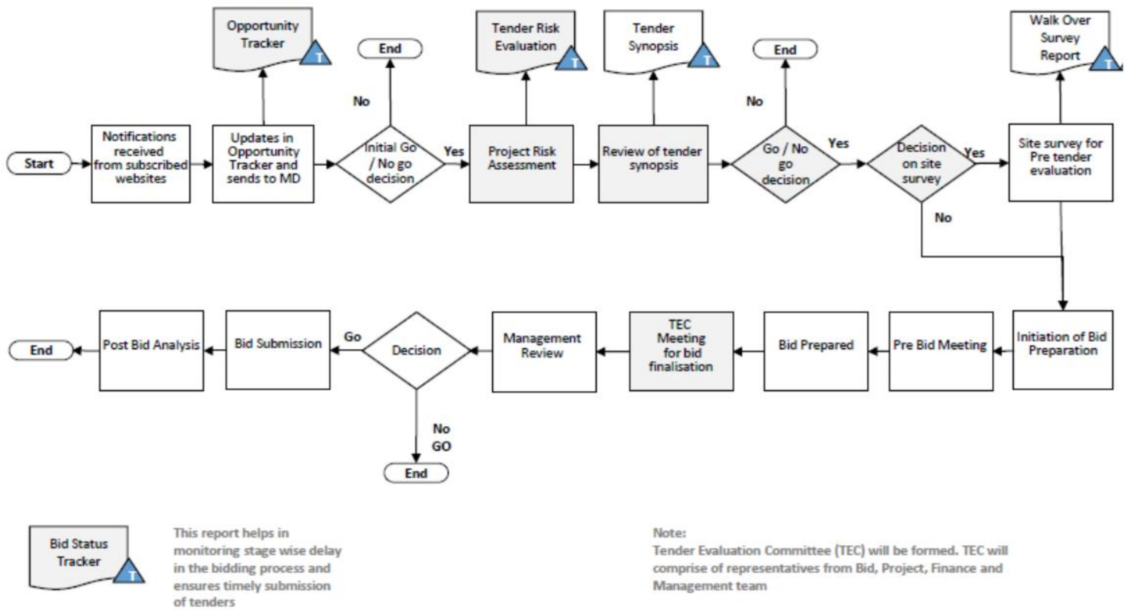
- *Extrusion Process*: Extrusion is the process of applying an insulating or protective material (such as polyvinyl chloride, XLPE or PE) onto the conductor or cable core. It is a critical step to ensure the cable’s performance, durability, and safety.

- *Cables Laying*: Laying, involves assembling multiple insulated conductors into a single cable. This process ensures proper alignment, mechanical integrity, and functionality of the cable.

- *Inspection and Packing*: Finished conductors are wound onto reels, spools, or coils. Ensure the product is securely packaged for transportation and storage. In addition to in-process quality checks, final inspection will be carried out by the customer before dispatch and accordingly they issue the dispatch instruction.

Project cycle

The various steps involved in the life cycle of a typical project is described below:



Pre- bid stage:

a. *Tender information:* The tender department explores bid opportunities across various sectors through sources such as utility websites, tender marketing portal subscriptions, newspapers and magazines. Tender team evaluates our credentials against the tender requirements to establish pre-qualification eligibility. If we are unable to qualify independently based on our bid credentials, we seek a joint venture partner with necessary expertise to jointly fulfil the pre-qualification criteria. The details are subsequently recorded in the opportunity tracker, outlining the scope of work, tender fees, security value, submission date, and other relevant information, and are shared with management for a go/no-go decision.

b. *Review of bid documents and preparation of the synopsis:* Upon receiving a go decision from management, the tender team thoroughly reviews all project details, including specifications, scope of work, plans, materials, schedules, contract terms, and conditions, while also conducting a risk assessment. The gathered information is consolidated into a project synopsis report, which is then shared with management for a final go/no-no decision.

c. *Bid preparation:*

- After receiving approval from management, the head of department evaluates the necessity of a site survey. If required, the site execution team is assigned to conduct a thorough survey, capture all required information prescribed in our walkover survey format along-with site photo/video.

- Using input received from the site survey and various manufacturers or sub-contractors, the tender team compiles a set of queries to submit to the client and participates in the pre-bid meeting to discuss the tender details.

- Documentation for the techno-commercial bid submission is initiated concurrently. The tender fees and bank guarantee for the security deposit are prepared with the support of the accounts department. The tender team collects necessary data from the finance, taxation, and other relevant departments to fill up techno commercial forms given in the tender documents for final submission, along with the joint venture partner's documents (wherever applicable).

- The cost estimation process involves collecting offers from various suppliers and subcontractors, calculating overhead costs based on survey inputs, our expertise etc. and preparing a complete cost sheet for review with management.

- The management reviews the cost sheet, identifies opportunities to reduce various costs in order to prepare a competitive price, and finalizes the cost sheet for submission after adding a reasonable profit margin.

d. Bid Submission: After finalizing the price schedule and preparing all related techno-commercial documents, the tender team submits the bid online and also arranges for the hardcopy submission to the concerned office within the scheduled date and time.

Post-bid stage:

a. *Techno commercial bid opening:* After the techno-commercial bid is opened, clients request for additional documents as needed during the evaluation process. The tender team prepares and submits the requested documents accordingly. Once the evaluation of the techno-commercial bids is completed, the client sets a date for opening the price bids of all bidders who have qualified in the techno-commercial assessment.

b. *Price bid opening:* On the price bid opening day, the price schedules of all bidders are opened. After evaluating the price schedules, the lowest bidder is selected for placing the order.

c. *Issue notification for execution of the project:*

- The client issues a notification letter in the form of a notice of award, letter of intent, or letter of acceptance for the award of the contract and provides the authority to execute the project under specified terms and conditions.

- After receiving the notification, the tender team cross check price, terms and condition from letter of acceptance to bid documents and prepare the acceptance letter and begins the process of submitting the performance bank guarantee.

- After submission of performance bank guarantee, the contract agreement is signed on prescribed date to initiate the execution process.

d. *Handing-over the documents:* All tender documents, along with all inputs received during the entire bid preparation process are handed over to the execution team well in advance of the kick-off meeting.

Raw materials and suppliers

We rely on a diverse base of suppliers including various steel and compound companies such as Bharat Aluminium Company Limited, Hindalco Industries Limited situated in India for our key raw material, such as aluminium and copper for our Manufacturing segment.

Our local material requirements are sent directly by the project site team to the supply chain department at the head office, ensuring that the material requirements for each project are accurately addressed and managed.

We evaluate and onboard vendors in accordance with our standard operating procedures ("**SOP**"). We ensure that vendors meet all necessary operational and quality standards. We also maintain transparency in our procurement process and are committed to fostering strong relationships with our suppliers through regular communication and support.

Customers

We serve a diversified customer base with a large number of customers. Our customers vary for our Manufacturing and EPC business. For our Manufacturing division, we supply our products to large EPC players and international clients, which include government owned and controlled electricity companies, public enterprises and electricity boards. For our EPC business, we undertake and execute EPC projects for a wide client base in India comprising of various Indian central and state power utilities. We derive a significant portion of our revenue from operations from our top ten customers which are state and central government authorities and thus we are majorly dependent on these state and central government authorities. For the Fiscals 2026, 2025 and 2024, our Revenue from Operations was 46.52%, 80.33% and 90.78%, respectively.

Quality control, testing and certifications

We are committed to following stringent health, safety and environmental policies and practices in the execution of our projects and have received several awards and certifications for our operations and projects from our clients. Our range of products meet the required global standards and have received UL certification.

Our manufacturing facilities are certified for ISO 9001:2015, ISO 14001:2015, ISO 45001:2018 and 5S Workplace Organizing Management Systems. The testing lab within our manufacturing facility for quality check of the finished products is accredited by the National Accreditation Board for Testing and Calibration Laboratories. We have also received the MQP approval from PGCIL, grading us as a 'Grade A' manufacturer for supply of AL 59 and ACSR conductor.

Our information technology

We have invested in various software which are used for operational and financial efficacy. The details in relation to the specific uses of each of the software are as follows:

Software	Purpose
SAP B1 HANA	SAP is a software solution that integrates and manages core business processes across departments in real-time, improving efficiency and collaboration. This is our enterprise resource planning ("**ERP**") for financial record keeping and reporting
Lighthouse	Lighthouse ERP is a software solution that integrates and automates core business processes like finance, inventory, and sales. It enhances efficiency, provides real-time insights, and supports business growth. This ERP software platform is used by us for maintaining EPC execution
Power BI	Power BI is a Microsoft tool for creating interactive dashboards and visualizations from various data sources. This software provides real time data which helps in insights and prompt data-driven decision making. We use this for internal MIS reporting
VMS	Vehicle Management System ("**VMS**") enhances fleet efficiency by automating routine tasks, providing real-time data for informed decision-making, reducing operational costs, and improving vehicle and driver safety
DMS	Document Management System ("**DMS**") is used to store, organize, and manage documents in a secure, efficient, and professional manner as well as reduce the cost of paper and associated operational costs
HROne	HROne is a workforce management system that helps with various human resources related tasks, from hiring to retirement. It offers a mobile app and software to help HR professionals, managers and employees with a variety of tasks

Software	Purpose
AutoCAD	AutoCAD is computer aided software for creating detailed 2D and 3D designs and models. It boosts productivity with precise drafting and visualization tools for our EPC projects

Sales and marketing

In Fiscal 2023, we ventured into the B2C market for our electrical wires' product line. Our brand under the name of '*Lumicon*' has partnered with distributors across Kerala, Rajasthan, Uttar Pradesh and Jammu and Kashmir. Our retail sales rely heavily on recommendations from electricians to end-users. We have a dedicated team that organizes regular meetings and workshops to ensure the marketing team stays informed about product quality and its benefits. As at March 31, 2026, our sales team consists of around 86 sales personnel who visit retail outlets on a regular basis to promote our products and highlight their benefits.

We have spent around ₹16.89 million, ₹16.64 million and ₹20.96 million during Fiscals 2026 2025 and 2024, respectively, towards marketing and sales of our products.

Competition

In India, the cables and conductors industry is constrained by the raw material price risk and stiff competition. The other key players in the cables and conductors industry in India include Apar Industries Limited, JSK Industries Private Limited, KEI Industries Limited, Sterlite Electric Limited and Universal Cables Limited. Key players in the EPC industry include Bajel Projects Limited, K E C International Limited, Kalpataru Projects International Limited and Techno Electric & Engineering Company Limited. *(Source: CRISIL Report)* The table below sets forth the product portfolio of our peers:

Company name	Cables	Conductors	Power EPC	Others[(2)]
Lumino Industries Limited	✓	✓	✓	Solar EPC and O&M and railway EPC
Apar Industries Limited	✓	✓	✓	Speciality oil, polymers, lubricants, etc
Bajel Projects Limited	N.A.	N.A.	✓	Lighting poles and masts, monopoles, etc
JSK Industries Private Limited	✓	✓	✓	IT- cyber security, digital substation, photonics, etc
Kalpataru Projects International Limited	N.A.	N.A.	✓	EPC for urban infrastructure and railways businesses, buildings and factories businesses, etc
K E C International Limited	✓	✓	✓	Oil and gas pipelines EPC, civil EPC, etc
KEI Industries Limited	✓	✓	✓	Stainless steel wires, etc
Sterlite Electric Limited	✓	✓	✓	Telecom related services/ EPC
Universal Cables Limited	✓	✓	✓	Capacitators, etc
Techno Electric & Engineering Company Limited	N.A.	N.A.	✓	Renewable

Note:
N.A. stands for not available
3. *Cables includes wires*
4. *Not exhaustive but only an indicative list*
Source: Company websites, CRISIL Report

The following table sets forth the presence of our peers across transmission and distribution EPC segment:

Presence across transmission and distribution EPC

Company Name	Transmission	Distribution
Lumino Industries Limited	✓	✓
Apar Industries Limited	✓	✓
Bajel Projects Limited	✓	✓
JSK Industries Private Limited	N.A.	N.A.
Kalpataru Projects International Limited	✓	✓
K E C International Limited	✓	✓
KEI Industries Limited	✓	✓
Sterlite Electric Limited	✓	N.A.
Universal Cables Limited	✓	N.A.
Techno Electric & Engineering Company Limited	✓	✓

N.A. stands for not available
Not exhaustive but only an indicative list
Source: Company websites, CRISIL Report

Also, see "***Risk Factors - We face competitive pressures from the existing competitors and new entrants in both public and private sector. Increased competition and aggressive bidding by such competitors are expected to make our ability to procure business in future more uncertain which may adversely affect our business, financial condition and results of operations***" on page 48. Also, see "***Basis for Offer Price – IV. Comparison of Key Performance Indicators with listed industry peers***" on page 161.

Employees

As at March 31, 2026, we had 890 permanent employees. We also hire employees on a contractual basis. The table below sets forth the details of the employees hired by us on a permanent and contractual basis for the periods as indicated:

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Number of permanent employees hired by our Company	890	840	528
Number of contractual employees hired by our Company	Nil	Nil	282

We consider our employees' welfare to be a priority and have introduced policies for group mediclaim, policy on employee rewards and recognition and education sponsorship policy for our employees to support employees to give an opportunity to them to develop their technical, professional and academic skill. We have an equal opportunity policy to improve diversity amongst our workforce and have taken steps to further improve gender diversity in our workforce. We also value the safety of our employees and have a safety manual.

Corporate social responsibility

We have adopted a corporate social responsibility policy in compliance with the requirements of the Companies Act, 2013 and the Companies (Corporate Social Responsibility) Rules, 2014. We demonstrate our commitment towards our community by committing our resources and energies to social development and have aligned our CSR programs with the legal requirements. We provided necessary services for animal welfare, constructed and expanded of a food distribution centre, Goshala and cultural centre for the propagation of its charitable objectives, assisted in promotion of education including special education and employment enhancing vocational training and livelihood enhancement projects, provided training to promote rural sports, nationally recognised sports, paralympic sports and olympic sports, protection of national heritage, art and culture including restoration of building and sites of historical importance and works of art.

Property

Our Company's Registered and Corporate Office is located at Unit No- 12/4, Merlin Acropolis, 1858/1 Rajdanga Main Road, Kolkata 700 107 West Bengal, India is on a leasehold basis. The table below sets forth the details of property of our Registered and Corporate Office:

Description of property	Current lease start	Lease term (in months)	Name of the Lessor(s)	Plot size (in sq. ft.)
Registered and Corporate Office	April 1, 2024	60	DRP Realtors Private Limited	4,740

Additionally, we operate two manufacturing facilities. Our manufacturing facility located in Bipranapara, Jalan Complex, P.S. Domjur, Howrah 711 411, West Bengal, is operated on certain parcel of land owned by us and certain parcel of land held on a leasehold basis ("**Manufacturing Unit I**"). Our other manufacturing facility located in Jalan Industrial Complex, Gate No. 1, Mouja Baniara, P.O. Begri, P.S. Domjur, Howrah 711 411 Kolkata, West Bengal, is operated on premises held by us on a leasehold basis ("**Manufacturing Unit II**"). Our Company also has four warehouses on a leasehold land.

Other than our Registered and Corporate Office, manufacturing facilities and four warehouses we operate other short term temporary warehouse as well which are on a leasehold or under a leave and license basis. Following the expiry of a lease, we are required to renew such lease agreements to ensure continued operation of our business.

The following table sets forth the details of leases entered into by us for our manufacturing facilities and warehouses:

Description of property	Current lease start / date of agreement (month/year)	Lease term in months	Lessor(s)	Plot size (in sq. ft.)
Manufacturing Unit I	April 1, 2018	300	Devendra Goel	63,500
Manufacturing Unit II (shed)	September 20, 2018	108	Lekhapani Tea Company Private Limited	50,000
Manufacturing Unit II (building)	March 1, 2023	108	Lekhapani Tea Company Private Limited	29,708
Warehouse Unit I	March 22, 2024	36	Inez Warehousing and Services Private Limited	23,805
Warehouse Unit II	January 24, 2024	36	Rajkishor Pradhan	22,320
Warehouse Unit III	April 1, 2023	108	Anand Kumar Goyal	64,000
Warehouse Unit IV	April 1, 2025	24	Bharat Jain, Mahabir Prasad Jain and Mahabir Jain HUF	50,093

All of our properties including Registered and Corporate office, short term temporary warehouses, Manufacturing Units and Warehouse Units as mentioned above are located on non-agricultural land.

For further details, see "***Risk Factors –We have leased and, or availed on license, the use of certain properties from which we operate our business. We cannot assure you that the lease, and, or license agreements will be renewed upon termination or that we will be able to obtain other premises on lease on same or similar commercial terms***" on page 56.

Insurance

Our operations are subject to various hazards inherent in the operations of manufacturing facilities, such as loss to plant and machinery, fires, earthquakes, burglaries, floods and other *force majeure* events, which may cause damage to life and lead to the destruction of property, equipment and the environment. Our principal types of coverage include fire, marine, trade credit, machinery breakdown, public liability, burglary, group health and personal accident, workmen compensation, erection all insurance risk, employer liability and all industrial risks.

Intellectual property

As on the date of this Prospectus, our Company has 12 registered trademarks and three registered copyrights in India. We also have filed applications for registration of 10 trademarks. For further details, see "***Government and Other Approvals- Intellectual Property***" on page 440.

KEY REGULATIONS AND POLICIES IN INDIA

The following description is a summary of certain key statutes, rules, regulations, notifications, memorandums, circulars and policies which are applicable to our Company, and the business undertaken by our Company. The information detailed in this section has been obtained from sources available in the public domain and is based on the current provisions of Indian law and the judicial, regulatory, and administrative interpretations thereof, which are subject to change or modification by subsequent legislative actions, regulatory, administrative, quasi-judicial, or judicial decisions. The regulations set out below may not be exhaustive and are only intended to provide general information to the investors and are neither designed nor intended to substitute professional legal advice.

*Under the provisions of various Central Government and State Government statutes and legislations, our Company is required to obtain and regularly renew certain licenses or registrations and to seek statutory permissions to conduct our business and operations. For details, see "**Government and Other Approvals**" on page 438.*

Industry specific legislations

Bureau of Indian Standards Act, 2016 (the "BIS Act"), the Bureau of Indian Standards Rules, 2018 ("BIS Rules")

The BIS Act establishes the Bureau of Indian Standards ("**Bureau**") as a national standards body of India for the harmonious development of the activities of standardization, conformity assessment and quality assurance of goods, articles, processes, systems and services. Functions of the BIS include, (a) establishing, publishing, reviewing and promoting the Indian standard, in relation to any goods, article, process, system or service (b) adopting as an Indian standard, any standard established for any article or process by any other institution in India or elsewhere; (c) establishing a standard mark in relation to each of its conformity assessment schemes, which shall be of such design and contain such particulars as may be specified by regulations to represent a particular standard ("**Standard Mark**"), and (d) appointing certification officers for inspecting whether any goods, article, process, system or service in relation to which the Standard Mark has been used conforms to the relevant standard.

The BIS Rules provide a comprehensive framework for the functioning of the BIS Act and the implementation of its standards and certification processes. The BIS Rules establish various certification schemes for products, ensuring they meet specified standards. They emphasize quality control measures for manufacturers, requiring regular inspections and testing to maintain compliance.

The Electrical Wires, Cables, Appliances and Protection Devices and Accessories (Quality Control) Order, 2003, as amended, read with the Electrical Accessories (Quality Control) Amendment Order, 2026.

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 (including low voltage switchgear and fuses) that do not conform to the standards specified in such order and that do not bear the standard mark issued by BIS. The Order imposes a mandatory requirement on manufacturers to obtain a license for the use of the standard mark. The Central Government appoints an officer who is 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 as the case may be and seize electrical equipment in contravention of the Order.

The Department for Promotion of Industry and Internal Trade notified the Electrical Accessories (Quality Control) Amendment Order, 2026, under the powers conferred by Section 16 of the BIS Act with effect from January 13, 2026. The amendment has, *inter alia*, removed the mandatory compliance under IS 7809 from the BIS certification requirements.

Electronics and Information Technology Goods (Requirement of Compulsory Registration) Registration Order, 2021, as amended (the "Registration Order")

The Central Government has passed the Registration Order for specifying the goods and articles, which are specified in the schedule under the Registration Order, to conform with Standard Mark under the BIS Act and the BIS Rules. The Bureau shall certify and enforce conformity to the Standard Mark under the Registration Order. Under the Registration Order, highly specialized equipment is exempted from the application of the Registration Order, provided that they comply with the requirements specified under the Registration Order. The Central Government pursuant to an amendment dated April 9, 2024 ("**Amendment**"), amended the schedule under the Registration Order by listing the essential requirements for storage of security footage.

Legal Metrology Act, 2009 (the "LM Act") and the Legal Metrology (Packaged Commodities) Rules, 2011 (the "LM Rules")

The Legal Metrology Act, along with the Legal Metrology Rules, establishes and enforces standards of weights and measures, regulates trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure or number. Any transaction relating to goods, or a class of goods shall be as per the weight, measurements or numbers prescribed by the Legal Metrology Act. It lays down that the Central Government may prescribe the kinds of weights and measures for which the verification is to be done through the government approved test centres. The Legal Metrology Act prohibits the manufacture, packing, selling, importing, distributing, delivering, offer for sale of any pre-packaged commodity if such does not adhere to the standard regulations set out.

The Legal Metrology Rules supplement the Legal Metrology Act and define various manufacturing and packing terminology. The Legal Metrology Rules prescribe specific prohibitions under which the manufacture, packing, sale, import, export, distribution, delivery, or offer for sale of goods may be unlawful, and require that any advertisement stating the retail sale price must include a declaration of the net quantity. The Legal Metrology Rules further identify the circumstances in which non-compliance may attract penalties.

The Electricity Act, 2003 ("Electricity Act"), the Electricity Rules, 2005, and the Central Electricity Authority (Measures relating to Safety and Electric Supply) Regulations, 2023 ("CEA Regulations"), each as amended

The Electricity Act was enacted to regulate the generation, transmission, distribution, trading, and use of electricity by authorizing a person to carry on the above acts either by availing a license or by seeking an exemption under the Electricity Act. The Electricity Act also lays down the requirement of mandatory use of meters to regulate the use of electricity and authorizes the commission so formed under the Electricity Act, to determine the tariff or such usage.

Additionally, the Electricity Act states no person other than the 'Central Transmission Utility' or 'State Transmission Utility', or a licensee shall transmit or use electricity at a rate exceeding two hundred and fifty watts and hundred volts in any street or place which is a factory within the meaning of the Factories Act, 1948 or a mine within the meaning of the Mines Act, 1952 or any place in which hundred or more persons are ordinarily likely to be assembled. An exception to the said rule is given by stating that the applicant shall apply by giving not less than seven days' notice in writing of his intention to the electrical inspector and to the district magistrate or the commissioner of police containing the particulars of electrical installation and plant, if any, the nature, and purpose of supply of such electricity.

The Electricity Rules, 2005 were enacted to clarify provisions of the Electricity Act and establish uniform standards for implementation across India. The Electricity Rules, 2005 cover critical areas such as captive generative plants, ownership and consumption requirements, service obligations, electricity usage norms. The Electricity (Amendment) Rules, 2026, have amended Rule 3 of the Electricity Rules, 2005 relating to Captive Generating Plants (CGPs). The amendments aim to remove interpretational ambiguities, improve ease of doing business for industry, and align the captive generation framework with India's energy transition and industrial growth objectives.

The CEA Regulations had been passed to make regulations for measures related to the safety and technical standards for electrical infrastructure in India. The CEA regulations are applicable to electrical installation including electrical plant and electric line, and the purpose engaged in the generation, transmission, disruption, trading and or supply of electricity.

The Information Technology Act, 2000 ("IT Act") and the Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011 ("IT Security Rules")

The IT Act provides legal recognition for transactions carried out by means of electronic data interchange and other means of electronic communication referred to as "electronic commerce", facilitates the electronic filing of documents, and create a mechanism for the authentication of electronic documentation through digital signatures. It also envisages the facilitation of electronic commerce by giving due importance to contracts concluded through electronic means. The IT Act is empowered to also prescribe civil and criminal liability including fines and imprisonment for tampering with or unauthorised manipulation of any computer, computer system or computer network and, damaging computer systems and creates liability for negligence in dealing with or handling any sensitive personal data or information in a computer resource and in maintaining reasonable security practices and procedures in relation thereto. The IT Security Rules enlists directions for the disclosure, collection 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.

Environmental legislations

Environment Protection Act, 1986 ("EP Act"), the Environment Protection Rules, 1986, and the Environment (Protection) Amendment Rules, 2021 ("EP Rules") read with the Environmental Impact Assessment Notification, 2006 ("EIA Notification") each as amended

The EP Act has been enacted with the objective of protection and improvement of the environment and for matters connected therewith. As per the EP Act, the Central Government has been given the power to take all such measures for the purpose of protecting and improving the quality of the environment and to prevent, control and abate environmental pollution. Further, the Central Government has been given the power to give directions in writing to any person or officer or any authority for any of the purposes of the EP Act, including the power to direct the closure, prohibition or regulation of any industry, operation, or process.

The EP Rules prescribes the standards for emission or discharge of environmental pollutants from industries, operations, or processes, prohibitions and restrictions on the location of industries as well as prohibitions and restrictions on the handling of hazardous substances in different areas for the purpose of protecting and improving the quality of the environment and preventing and abating environmental pollution.

Additionally, under the EIA Notification and its subsequent amendments, projects are required to mandatorily obtain environmental clearance from the concerned authorities depending on the spatial extent of potential impacts and potential impact on human health and natural and manmade resources. The Ministry of Environment, Forest and Climate Change has issued the Draft Environmental Impact Assessment Notification, 2020 ("**Draft EIA**") which proposes to replace the erstwhile EIA Notification. The Draft EIA inter alia contemplates two kinds of approvals, being (i) prior environment clearance with the approval of expert committees; and (ii) prior environment permission from the regulatory authority, without the approval of expert committees

Water (Prevention and Control of Pollution) Act, 1974 (the "Water Act")

The Water Act provides for the prevention and control of water pollution and the maintaining or restoring of wholesomeness of water, and the establishment of the Central Pollution Control Board, as well as state pollution control boards ("**State PCB**"), to implement its provisions, including to lay down standards of treatment of sewage and trade effluents. The Water Act prohibits the use of any stream or well for the disposal of polluting matter, in violation of the standards set down by the State PCB. The Water Act also provides that the consent of the State PCB must be obtained prior to establishing any industry, operation or process, or opening of any new outlets, which are likely to discharge sewage effluent. The Water Act prescribes specific amounts of fine and terms of imprisonment for various contraventions.

Air (Prevention and Control of Pollution) Act, 1981 (the "Air Act")

The Air Act provides for the prevention, control and abatement of air pollution. Under the Air Act, the State Government may, after consultation with the relevant state pollution control board declare, by notification in the Official Gazette, any area or areas within the state as air pollution control area or areas for the purposes of the Air Act. Pursuant to the provisions of the Air Act, any person establishing or operating any industrial plant within an air pollution control area, must obtain the consent of the relevant state pollution control board prior to establishing or operating such industrial plant. Further, no person operating any industrial plant in any air pollution control area shall discharge or permit or cause to be discharged the emission of any air pollutant in excess of the standards laid down by the state pollution control board. The Air Act prescribes specific amounts of fine and terms of imprisonment for various contraventions.

Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 (the "Hazardous Waste Rules")

The Hazardous Waste Rules regulate the management, treatment, storage and disposal of hazardous waste. Under the Hazardous Waste Rules, "hazardous waste", among others, means any waste which by reason of characteristics such as physical, chemical, biological, reactive, toxic, flammable, explosive or corrosive, causes danger or is likely to cause danger to health or environment, whether alone or in contact with other wastes or substances. Every occupier of a facility generating hazardous waste must obtain authorization from the relevant state pollution control board. Further, the occupier, importer or exporter, or operator of a disposal facility is liable for damages caused to the environment or third party resulting from the improper handling and management and disposal of hazardous waste and shall be liable to pay any financial penalty that may be levied by the respective state pollution control board for violation of the Hazardous Waste Rules.

Employment related laws

Shops and establishments legislations

Under the provisions of local shops and establishments legislations applicable in the states in India where our establishments are set up and business operations exist; such establishments are required to be registered. Such legislations regulate the working and employment conditions of the employees employed in shops and establishments, including commercial establishments, and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of records, maintenance of shops and establishments and other rights and obligations of the employers and employees. These shops and establishments' acts, and the relevant rules framed thereunder, also prescribe penalties in the form of monetary fine or imprisonment for violation of provisions, as well as procedures for appeal in relation to such contravention of the provisions.

In order to rationalize and reform labour laws in India, the Central Government has enacted four labour codes ("**Labour Codes**"), which have been brought into force, through a notification, from November 21, 2025, and notified in a phased manner up until May 9, 2026. These Labour Codes are namely:

The Code on Wages, 2019 read with the Code on Wages (Central) Rules, 2026

The Code on Wages, 2019, subsumes four legislations, namely, the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976. It introduces a uniform definition of 'wages', applicable across all Labour Codes, provides for fixation of floor wages by the Central Government, and enables the appropriate Government to notify minimum wages, based on skill categories or geographical locations or both and other conditions of service, which shall be equal to or above the floor wage set by the Central Government. It further mandates fixation of the wage period and timely payment of wages. It also requires that there be no discrimination on the grounds of gender in matters of wages, and provides for payment of annual bonus, subject to eligibility and thresholds as may be prescribed, and prescribes hours for normal working day (with the requirement to pay overtime at twice the normal rate of wages in the event an employee works on any day in excess of the number of hours constituting a normal working day).

The Central Government has notified the Code on Wages (Central) Rules, 2026 on May 8, 2026, which, *inter alia*, provide for an eight-hour work day for an employee whose wage period is on a daily basis, along with a forty-eight-hour work week for those employees whose wage period is other than on a daily basis.

The Industrial Relations Code, 2020

The Industrial Relations Code, 2020, subsumes three legislations, namely, the Trade Unions Act, 1926, the Industrial Employment (Standing Orders) Act, 1946 and the Industrial Disputes Act, 1947. The objective of the Industrial Relations Code, 2020, is, *inter alia*, to promote industrial harmony whilst balancing worker protection with business flexibility. The key provisions include (i) recognition of a negotiating union and a negotiation council, (ii) specific recognition of fixed-term employment with equal benefits, including statutory benefits, at par with permanent workers, subject to the terms of employment and applicable provisions, (iii) revised definitions of key terms including 'employee' and 'worker', (iv) conditions for lay-offs, retrenchment and closure, including enhancement of the threshold for prior governmental approval for retrenchment, lay-off and closure in certain establishments (including factories, mines and plantations) from 100 to 300 workers, or such higher number as may be notified by the appropriate Government, (v) constitution of a grievance redressal committee with equal employer and employee representatives, subject to prescribed thresholds, (vi) mandatory notice requirements for strikes and lock-outs as prescribed for industrial establishments, (vii) provision of notice to workers prior to change in certain conditions of service; (viii) prohibition of identified unfair labour practices, (ix) adoption and certification of standing orders, and (x) dispute resolution through conciliation, labour courts, industrial tribunals and other authorities as may be prescribed.

The Occupational Safety, Health and Working Conditions Code, 2020 ("Occupational Safety Code")

The Occupational Safety Code subsumes 13 legislations, *inter alia*, 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 Occupational Safety Code provides for definitions of key terms including 'contract labour', 'contractor', 'principal employer' and 'establishment', provisions relating to working conditions, including annual leave with wages, prescription of working hours and rest intervals, special provisions on employment of women, including for engagement in night shifts, subject to prescribed conditions, and prescription of health and safety obligations and provision of welfare facilities. The Occupational Safety Code provides for the requirement of common registration for establishments (including factories and commercial establishments), licensing requirements for contractors supplying contractor labour, and scope for prescription of requirements for factories to obtain specific licences. The Occupational Safety Code also regulates the employment of contract labour, including inter-state migrant workers, subject to applicability thresholds including restrictions on engagement of contract labour in core activities, subject to statutory exceptions, and provisions for welfare and health of such workers.

The Code on Social Security, 2020 and the schemes thereunder

The Code on Social Security, 2020 subsumes nine social security related legislations, *inter alia* the Employees' Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961, and the Payment of Gratuity Act, 1972. The Code on Social Security, 2020 provides for a common registration to be obtained, social security provisions including on provident fund, pension, and employees' deposit-linked insurance, employees' state insurance coverage and benefits including sickness benefit, disablement benefit, compensation to be paid to employees for workplace injuries/occupational diseases, maternity benefits, gratuity payments including to fixed-term employees, and prescription of social security benefits including for building and other construction workers, unorganised workers, gig workers and platform workers. Employers are required to obtain necessary registrations and make necessary contributions/payments as prescribed.

The Central Government has also notified the Employees' Provident Fund Scheme, 2026 under the Code on Social Security, 2020. Most contribution related aspects remain the same, except the linkage of computations within the definition of 'wages' under the Labour Codes.

Industries (Development and Regulation) Act, 1951 (the "IDRA Act")

The IDRA Act is a central legislation aimed at regulating and promoting the development of key industries in India through licensing, registration, and advisory mechanisms. The IDRA Act applies to industries listed in the First Schedule, which includes sectors deemed crucial for public interest and economic planning. The IDRA Act empowers the government to take over management or control of industrial undertakings in certain circumstances, including liquidation or failure to comply with licensing and registration requirements.

In addition to Labour Codes and shops and establishments legislations, certain other labour and employment-related legislations (and rules issued thereunder) that may apply to our operations, from the perspective of protecting the workers' rights, reporting and other compliances, and the requirements that may apply to us as an employer, such as:

- The Apprentices Act, 1961;
- The Child and Adolescent Labour (Prohibition and Regulation) Act, 1986;
- Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013;
- The Right of Persons with Disabilities Act, 2016; and
- Labour welfare fund legislations.

The above-mentioned Labour Codes are not intended to subsume the state specific laws. Further, notwithstanding the introduction of the new Labour Codes, anything done or any action taken under the enactments repealed shall be in force to the extent they are not contrary to the provisions of the abovementioned Labour Codes.

Tax laws

The Income Tax Act, 2025 ("IT Act") and the Income Tax Rules, 2026 ("IT Rules")

The IT Act is applicable to every company, whether domestic or foreign whose income is taxable under the provisions of the IT Act or IT Rules made thereunder depending upon its "Residential Status" and "Type of Income" involved. The IT Act provides for the taxation of persons resident in India on global income and persons not resident in India on income received, accruing or arising in India or deemed to have been received, accrued or arising in India. Every company assessable to income tax under the IT Act is required to comply with the provisions thereof, including those relating to tax deduction at source, advance tax, and minimum alternative tax, as applicable. Every such company is also required to file its returns by the thirtieth of September of each assessment year.

The Income Tax Act, 2025 has repealed the Income Tax Act, 1961 and has come into effect from April 1, 2026. It aims to simplify language and remove redundancies. The Act empowers the Central Government to frame schemes for efficiency, including faceless processes. It expands "undisclosed income" to include virtual digital assets. Authorities are allowed to access virtual digital space during searches. The dispute resolution panel must now provide reasons for decisions, and undefined treaty terms may be interpreted as per any other central law.

Goods and Services Tax Act, 2017 ("GST Act")

Goods and Services Tax ("**GST**") is levied on supply of goods or services or both jointly by the Central and State Governments. It was introduced as the Constitution (One Hundred and First Amendment) Act, 2017, and is governed by the GST Council. The GST Act provides for the imposition of tax on the supply of goods or services and will be levied by the Central Government on intra-state supply of goods or services and by the states including union territories with legislature/ union territories without legislature respectively. A destination-based consumption tax GST would be a dual GST with the central and states simultaneously levying tax with a common base. The GST Act is enforced by various acts viz. Central Goods and Services Tax Act, 2017, State Goods and Services Tax Act, 2017, Union Territory Goods and Services Tax Act, 2017, Integrated Goods and Services Tax Act, 2017 and Goods and Services Tax (Compensation to States) Act, 2017 and various rules made thereunder.

Customs Act, 1962 ("Customs Act") and the Customs Tariff Act, 1975

The provisions of the Customs Act and rules made there under 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 out of India to a place outside India. Imported goods and export goods are subject to duties of customs as specified under the Customs Tariff Act, 1975.

Intellectual Property Laws

The Trade Marks Act, 1999 ("Trade Marks Act") and the rules thereunder, each as amended

A trademark is essentially any mark capable of being represented graphically and distinguishing goods or services of one person from those of others and includes a device, brand, heading, label, ticket, name, signature, word, letter, numeral, shape of goods, packaging or combination of colours or any combination thereof. The Trade Marks Act permits the registration of trade marks for goods and services. Certification trademarks and collective marks can also be registered under the Trade Marks Act. The registrar of trademarks is the authority responsible for, among other things, registration of trademarks, settling opposition proceedings and rectification of the register of trademarks.

Further, pursuant to the notification of the Trade Marks (Amendment) Act, 2010 ("**Trademark Amendment Act**") simultaneous protection of trademarks in India and other countries has been made available to owners of Indian and foreign trademarks. The Trademark Amendment Act also seeks to simplify the law relating to transfer of ownership of trademarks by assignment or transmission and to conform Indian trademark law to international practice. In March 2017, the Trade Mark Rules, 2017 ("**Trade Mark Rules")** were notified. The Trade Mark Rules provide that renewal of a trademark may be made at any time not more than one year before the expiration of the last registration of the trademark. The Trade Mark Rules provide that hearing for any proceeding under the Trade Marks Act may also be held through video-conferencing or through any other audio-visual communication devices.

The Patents Act 1970 ("Patents Act")

The Patents Act recognises both product and process patents and prescribes eligibility criteria for grant of patents, including the requirement that an invention must satisfy the requirements of novelty, utility and non-obviousness 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 Copyright Act, 1957 and the Copyright Rules, 2013 ("Copyright Laws")

The Copyright Laws governs copyright protection in India. The register of copyrights under the Copyright Laws acts as prima facie evidence of the particulars entered therein and helps expedite infringement proceedings and reduce delay caused due to evidentiary considerations. The Copyright Laws prescribe a fine, imprisonment or both for violations, with enhanced penalty on second or subsequent convictions.

Foreign investment and trade regulations

The Foreign Exchange Management Act, 1999 ("FEMA") and the regulations framed thereunder ("FEMA Rules")

Foreign investment in India is governed by the provisions of FEMA, as amended, along with the rules, regulations and notifications made by the Reserve Bank of India ("**RBI**"), and the consolidated FDI Policy, effective from October 15, 2020, issued by the DPIIT, along with modifications issued from time to time (the "**Consolidated FDI Policy**").

In terms of the Consolidated FDI Policy, foreign investment is permitted (except in the prohibited sectors) in Indian companies either through the automatic route or the Government route, depending upon the sector in which foreign investment is sought to be made. In terms of the Consolidated FDI Policy, the work of granting government approval for foreign investment under the Consolidated FDI Policy and FEMA Regulations has now been entrusted to the concerned administrative ministries or departments. Foreign direct investment for the items or activities that cannot be brought in under the automatic route may be brought in through the approval route. Where foreign direct investment is allowed on an automatic basis without the approval of the Central Government, the RBI would continue to be the primary agency for the purposes of monitoring and regulating foreign investment. In cases where Central Government approval is obtained, no approval of the RBI is required except with respect to fixing the issuance price, although a declaration in the prescribed form, detailing the foreign investment, must be filed with the RBI once the foreign investment is made in the Indian company.

Under the current Consolidated FDI Policy, foreign investment in the manufacturing sector is under the automatic route. Further, a manufacturer is permitted to sell its products manufactured in India through wholesale and/or retail, including through e-commerce, without the approval of the Central Government.

Foreign Trade (Development and Regulation) Act, 1992 ("FTA"), and the Foreign Trade Policy 2023 ("Foreign Trade Policy")

The FTA seeks to provide for the development and regulation of foreign trade by facilitating imports into, and augmenting exports from, India. The FTA provides that no person shall make any import or export except under an importer-exporter code number ("**IEC**") granted by the Director General of Foreign Trade, Ministry of Commerce ("**DGFT**"). The IEC granted to any person may be suspended or cancelled *inter alia* in case the person contravenes any of the provisions of FTA or any rules or orders made thereunder or the DGFT or any other officer authorized by him has reason to believe that any person has made an export or import in a manner prejudicial to the trade relations of India. Any person who makes any export or import in contravention of any provision of this Act or any rules or orders made thereunder, or the foreign trade policy would become liable to a penalty under the FTA.

The Central Government in exercise of powers conferred under Section 5 of the FTA, has notified the Foreign Trade Policy which came into effect on April 1, 2023, and shall continue to be in operation unless otherwise specified or amended. It provides for a framework relating to export and import of goods and services. All exports and imports made up to March 31, 2023, shall be governed by the relevant Foreign Trade Policy, unless otherwise specified.

Other applicable laws

In addition to the above, our Company is also required to comply with the provisions of the Companies Act, 2013 and rules framed thereunder, the Limitation Act, 1963, the Indian Contract Act, 1872, the Indian Stamp Act, 1899, the Specific Relief Act, 1963, the Transfer of Property Act, 1882, the Sale of Goods Act, 1930, Prevention of Corruption Act, 1988, Insolvency and Bankruptcy Code, 2016, each as amended, and other applicable statutes promulgated by the relevant central and state governments and other authorities.

HISTORY AND CERTAIN CORPORATE MATTERS

Our Company was incorporated as "Lumino Industries Limited" at Kolkata, West Bengal as a public limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated March 30, 2005 issued by the RoC. We received our certificate of commencement of business, issued by the RoC, on March 31, 2005.

Historically, a partnership firm by the name 'Lumino Industries' was formed with effect from September 1, 1989 at Calcutta, West Bengal to commence the business of manufacturing cables, conductors and other electrical goods, pursuant to a partnership deed dated September 1, 1989 ("**Partnership Deed**") entered into between Deepak Goel and Shanti Devi Goel. The Partnership Deed provided that both Deepak Goel and Shanti Devi Goel shall be entitled to 50% of profits and losses of the partnership, each. Pursuant to the supplementary deed of partnership dated September 8, 1989, the split of profits and losses of the partnership was amended to 45% and 55% for Deepak Goel and Shanti Devi Goel, respectively. Subsequently, pursuant to the indenture for transfer dated March 31, 2005, entered into between our Company, Shanti Devi Goel and Deepak Goel, our Company took over the business operated by the partnership firm, Lumino Industries, as a going concern, in accordance with the sub-clause III(A) of the MoA of our Company.

Changes in the registered office of our Company

Except as disclosed below, there has been no change in the registered office of our Company since its incorporation:

Date of change	Old Address	New Address	Reasons for change of registered office
January 19, 2017	307, Swaika Centre, 4th Floor, 4A, Pollock Street, Kolkata 700 001, West Bengal, India	Unit No – 12/4, Merlin Acropolis, 1858 Rajdanga Main Road, Kolkata 700 107, West Bengal, India	For administrative convenience
February 22, 2017	Unit No – 12/4, Merlin Acropolis, 1858 Rajdanga Main Road, Kolkata 700 107, West Bengal, India	Unit No – 12/4, Merlin Acropolis, 1858/1 Rajdanga Main Road, Kolkata 700 107, West Bengal, India	Typographical error in form filing

Main objects of our Company

The main objects contained in the Memorandum of Association of our Company are as mentioned below:

1. *To takeover as a going concern the business now being carried on by M/s. Lumino Industries, a partnership concern having its registered office at 55, Ezra Street, Kolkata – 700 001, along with all its assets, liabilities, rights, licenses, obligations, etc.*

2. *To carry on the business as manufacturers, processors, semiprocessors, assemblers, manipulators, extruders, moulders, founders, miners, traders, dealers, distributors, stockiest agents, merchants, brokers, commission agents, exporters, importers, representatives, engineers, alterers, exchangers, improvers, buyers, sellers of PVC insulated copper and aluminium conductors, cables, wires steel-core and aluminium conductors, cables, wires, stee-core wire and their allied products, PVC compounds, G. I. wires and strips, aluminium and copper wires and other Electrical and Electronics goods for industrial, commercial and domestic purpose, ferrous and non-ferrous castings and their products, dyes, organic and inorganic chemicals, plastics and their products, dyes, organic and inorganic chemicals, plastics and their allied products and machines, tool parts and other accessories, all raw materials, machinery and other products required in connection therewith.*

3. *To carry on all or any of the business of electrical engineers and contractors, electricians, mechanical engineers and contractors, structural engineers and contractors, civil engineers and contractors, including planning, design, consultancy, erection, construction commissioning of equipments, plants and machinery, electric power, light in any industry, works, establishment, factory and supply in all its branches and maintenance, repairs, remodel, re-construction and in particular to lay down, establish, fix and carry out all necessary power stations, cables, wires, lines, accumulators, lamps and every electrical work and to generate acquire and purchase in bulk, accumulate, distribute and supply electricity and light and power to cities, streets, docks, markets, buildings and in places both public and private in India and elsewhere.*

4. *To carry on business of mining of bauxite and other metals.*

5. *To undertake, take up, and carry on, engage in process designing, supervising, owning, executing, operating, maintaining and providing other related services whether independently or in association with any other person(s) in any form, in India or elsewhere in the world, either as engineers or contractors or sub-contractors or builders or owners or developers in the projects involving engineering, consultancy, procurement, construction, management in various sectors including power, telecom, railways, any other infrastructure, buildings and structures, water, oil & gas, refinery, fertilizers, chemicals, petrochemicals; on Build-Operate-Transfer (BOT) or Build-Own-Operate (BOO) or Build-Own-Lease-Transfer (BOLT) basis, Build-Own-Operate-Transfer (BOOT) basis, Build-Own-Operate-Share-Transfer (BOOST) basis or on any other basis.*

6. *To construct, erect, execute, lay, connect, reconnect, maintain, lease in, lease out, buy, sell, import, export pipelines, fittings, roads, water tanks, chambers, water sheds, pumping stations, filtration plants and stations.*

7. *To undertake erection, operation and maintenance of hydro, solar, wind, thermal and atomic power generating stations, tie-lines, sub-stations and maintain interstate transmission lines.*

The main objects clause and matters necessary for furtherance of the main objects as contained in our Memorandum of Association enable our Company to carry on the business presently being undertaken by us.

Amendments to our Memorandum of Association

Set out below are the amendments to our Memorandum of Association in the last 10 years:

Date of Shareholder's resolution	Particulars
October 1, 2021	Clause III(A) of the Memorandum of Association was amended to reflect the addition of the following new clauses after the existing Clause III(A)(4) of the objects clause of the Memorandum of Association of the Company: *"5. To undertake, take up, carry on, engage in process designing, supervising, owning, executing, operating, maintaining and providing other related services whether independently or in association with any other person(s) in any form, in India or elsewhere in the world, either as engineers or contractors or sub-contractors or builders or owners or developers in the projects involving engineering, consultancy, procurement, construction, management in various sectors including power, telecom, railways, any other infrastructure, buildings and structures, water, oil & gas, refinery, fertilizers, chemicals, petrochemicals; on Build-Operate-Transfer (BOT) or Build-Own-Operate (BOO) or Build-Own-Lease-Transfer (BOLT) basis, Build-Own-Operate-Transfer (BOOT) basis, Build-Own-Operate-Share-Transfer (BOOST) basis or on any other basis.* *6.To construct, erect, execute, lay, connect, reconnect, maintain, lease in, lease out, buy, sell, import, export pipelines, fittings, roads, water tanks, chambers, water sheds, pumping stations, filtration plants and stations.* *7. To undertake erection, operation and maintenance of hydro, solar, wind, thermal and atomic power generating stations, tie-lines, sub-stations and maintain interstate transmission line."*
February 21, 2022	Clause V of the Memorandum of Association was amended to reflect the reclassification of the existing authorised share capital of our Company from ₹530,950,000 comprising 53,095,000 equity shares of ₹10 each to ₹530,950,000 comprising 41,095,000 equity shares of ₹10 each and 12,000,000 preference shares of ₹10 each
March 21, 2022	Clause V of the Memorandum of Association was amended to reflect increase in the authorized share capital of our Company from ₹530,950,000 comprising 41,095,000 equity shares of ₹10 each and 12,000,000 preference shares of ₹10 each to ₹543,950,000 comprising 42,395,000 equity shares of ₹10 each and 12,000,000 preference shares of ₹10 each
November 14, 2024	Clause V of the Memorandum of Association of our Company was amended to reflect the subdivision in the authorized share capital of our Company from 42,395,000 equity shares of ₹10 each and 12,000,000 preference shares of ₹10 each to 84,790,000 Equity Shares of face value ₹5 each and 24,000,000 preference shares of ₹5 each
November 25, 2024	Clause V of the Memorandum of Association was amended to reflect increase in the authorized share capital of our Company from ₹543,950,000 comprising 84,790,000 Equity Shares of ₹5 each and 24,000,000 preference shares of ₹5 each to ₹1,600,000,000 comprising 296,000,000 Equity Shares of ₹5 each and 24,000,000 preference shares of ₹5 each
December 9, 2024	Clause III of the Memorandum of Association was amended to reflect the deletion of the entire clause III.C and insertion of all sub-clauses from 1 to 21 of the existing clause III.C of the Memorandum of Association as sub-clauses 48 to 69 under Clause III.B of the Memorandum of Association Further, clause IV of the Memorandum of Association was amended to reflect the addition of "and this liability is limited to the amount unpaid, if any, on the shares held by them" after the existing clause IV of the Memorandum of Association
August 8, 2025	Clause V of the Memorandum of Association was amended to reflect increase in the authorized share capital of our Company from ₹1,600,000,000 comprising 296,000,000 Equity Shares of ₹5 each and 24,000,000 preference shares of ₹5 each to ₹1,870,000,000 divided into 350,000,000 Equity Shares of ₹5 each and 24,000,000 preference shares of ₹5 each

Major events and milestones of our Company

The table below sets forth the major events and milestones in the history of our Company:

Calendar Year	Particulars
1989	Our Company was initially formed as a partnership firm as "Lumino Industries" to manufacture and deal in cables, conductors and other electrical goods
1999	Established a factory for manufacturing in Kolkata, West Bengal
2006	Diversified into power distribution EPC sector
2018	Diversified into the solar EPC sector
2019	Set up a furnace in Jalan Industrial Complex, Howrah, West Bengal for manufacturing of aluminium alloy rod and aluminium wire rod
2020	Crossed the ₹10,000 million gross turnover mark for the first time, including the highest export turnover of ₹673 million
2020	Diversified into the manufacturing of High-tension low sag (HTLS) conductors
2023	Secured our first water EPC project awarded by the Public Health Engineering Directorate, Government of West Bengal
2023	Recorded an order book of ₹26,110 million
2024	Achieved the highest gross turnover of approximately ₹16,000 million in Fiscal 2024
2025	Received grade A in the MQP approval from the Power Grid Corporation of India Limited for the supply of AL 59 and ACSR conductors.
2026	Entered into conductor manufacturing licenses and core supply agreement with CTC Global Corporation
2026	Crossed the ₹20,000 million gross turnover mark and PAT of ₹1,600 million.

Awards, accreditations and recognition

The table below sets forth key awards, accreditations and accolades received by our Company:

Calendar Year	Particulars
2013	Received an 'Award for Excellence' by Federation of Small & Medium Industries, West Bengal
2018	Awarded runner up in the MSME Vendor-conductor category by Power Grid Corporation of India Limited
2018	Received a certificate of award for our contribution in completion of the 'Har Ghar Bijli/SAUBHAGYA Scheme' by the Bihar State Power (Holding) Company Limited
2018	Awarded 'Most Promising Manufacturer of Conductors, Cables & EPC division in India' by the Worldwide Achievers Private Limited at the Worldwide Achievers Business Leaders Summit and Awards 2018
2018	Awarded 'Manufacturing the best conductors and cables' by the West Bengal Manufacturing Leadership Awards 2018
2019	Recognized as 'One of the best case study presentations under steel and manufacturing service category in Micro, Small and Medium Enterprises' by the Bengal Chamber of Commerce and Industry
2019	Awarded the 'Most promising company in manufacturing of cables and conductors from east' at the Times Business Awards Kolkata 2019
2019	Awarded the Skoch-NSE Award for MSME excellence (silver) by the Skoch group
2026	Awarded 'Times Power Icons Award" for leading manufacturer of industrial wire, cables and conductors

Significant financial and strategic partnerships

Except as disclosed below, our Company does not have any significant financial or strategic partnerships as on the date of this Prospectus.

Conductor manufacturing license and core supply agreement dated February 20, 2026 entered into between CTC Global Corporation and our Company

Our Company has entered into an ACCC Product License and Core Supply Agreement dated February 20, 2026 ("**CTC Agreement**") with CTC Global Corporation, pursuant to which our Company has been granted a non-exclusive, non-transferable and non-sublicensable license to manufacture, market, sell and distribute ACCC conductor products in India, subject to compliance with specified qualification, testing, branding, quality control and minimum performance requirements. Under the CTC Agreement, our Company shall procure ACCC core from CTC during the term of the agreement and is subject to restrictions on manufacturing or dealing in competing composite conductors, subject to certain carve-outs for pre-existing arrangements. The agreement shall remain valid for the term specified in the CTC Agreement, unless terminated earlier in accordance with its terms. The CTC Agreement also contains customary provisions relating to intellectual property ownership, confidentiality, indemnity, limitation of liability, audit rights and dispute resolution.

Limited liability partnership agreement dated April 6, 2026 entered into between our Company and Ardisons Associates

Our Company has entered into a limited liability partnership agreement dated April 6, 2026 (the "**LLP Agreement**") with Ardisons Associates ("**Ardisons**", together with our Company, the "**Partners**") in relation to Luminaard LLP ("**Luminaard**"), which commenced business on March 19, 2026. Luminaard was formed to set up and operate a manufacturing plant for inverter duty transformers or loco transformers for solar and railway applications, and certain other kinds of transformers and electrical products, excluding distribution and power transformers. The initial fixed capital of Luminaard was ₹0.20 million. Pursuant to the LLP Agreement, the profit sharing ratio between the Ardisons and our Company is 60:40, respectively, and losses are to be borne in proportion to the Partner's capital contributions, unless otherwise agreed by an amendment to the LLP Agreement. Further, pursuant to the LLP Agreement, Ardisons was required to grant leasehold rights to Luminaard over the property on which its plant is being set up, and also transfer of certain equipment and installations to Luminaard as pre-operative expenditure and capital contribution attributable to Ardisons.

Pursuant to the LLP Agreement, any additional funding required by the LLP shall be provided by the Partners in equal proportions or through debt financing, as may be mutually agreed between the Partners. Further, Luminaard is not permitted to borrow any funds against the land, property or other assets of Ardisons. Luminaard is subject to shared governance and transfer restrictions, including prior written consent and right of first refusal provisions, and has an initial tenure of 15 years from the date of commencement of business. Pursuant to the LLP Agreement, our Company is required to grant to Luminaard, a non-exclusive, non-transferable, sub-licensable, worldwide right and license to use, reproduce and distribute any artwork or other marketing materials provided by our Company for inclusion in the marketing materials used by Luminaard for its business.

Time/cost overrun in setting up projects

We are a product-driven integrated EPC company. Except for the ordinary course of business, there have been no time and cost over-runs due to reasons attributable to our Company in setting up projects by our Company since our incorporation. For further details, see "***Risk Factors – Our EPC contracts have long execution periods, cost and time overruns, project related estimated costs and revenue estimates may vary from the actual costs incurred and actual revenues generated which may adversely affect our business, financial condition, results of operations and future prospects***" on page 43.

Defaults or rescheduling/ restructuring of borrowings with financial institutions/ banks

There has been no instance of rescheduling/restructuring of borrowings with financial institutions/ banks in respect of our borrowings from lenders.

Launch of key products or services, entry into new geographies or exit from existing markets, capacity/facility creation, location of projects

For details of key services offered by our Company, entry into new geographies or lines of business or exit from existing markets, capacity/facility creation or location of projects, see "***Our Business***" on page 246.

Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years

Except as disclosed below, our Company has not made any material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years.

Composite scheme of arrangement for (i) amalgamation entered into between Adishwar Trade Link Private Limited, Astra Vinimay Private Limited, Barden Agencies Private Limited, DRP Trading and Investment Private Limited, Embassy Vyapaar Private Limited, Jalsagar Sales Agency Private Limited, JBLD Trading Private Limited, Kasauti Dealtrade Private Limited, Lumino Electrical Industries Private Limited, Lifeline Commotrade Private Limited, Sanatan Vinimay Private Limited, Regal Financial Advisory Private Limited, Sigma Vyapaar Private Limited and Welkon Goods Private Limited into our Company; (ii) demerger of EPC and manufacturing division of our Company, operational in the states of Tamil Nadu and Assam, into Laser Power and Infra Private Limited; and (iii) demerger of real estate division of our Company into Lumino Power Infrastructure Private Limited

Our Board, pursuant to its resolution dated September 30, 2020, approved a composite scheme of arrangement ("**Composite Scheme of Arrangement**") for (i) amalgamation of Adishwar Trade Link Private Limited, Astra Vinimay Private Limited, Barden Agencies Private Limited, DRP Trading and Investment Private Limited, Embassy Vyapaar Private Limited, Jalsagar Sales Agency Private Limited, JBLD Trading Private Limited, Kasauti Dealtrade Private Limited, Lumino Electrical Industries Private Limited, Lifeline Commotrade Private Limited, Sanatan Vinimay Private Limited, Regal Financial Advisory Private Limited, Sigma Vyapaar Private Limited and Welkon Goods Private Limited (collectively, the "**Transferor Companies**") into our Company ("**Transferee Company**") ("**Merger**"); (ii) demerger of EPC and manufacturing division of our Company, operational in the state of Tamil Nadu and Assam ("**Undertaking 1**") into Laser Power and Infra Private Limited ("**Resulting Company 1**") ("**Demerger 1**"); and (iii) demerger of real estate division of our Company ("**Undertaking 2**") into Lumino Power Infrastructure Private Limited ("**Resulting Company 2**") ("**Demerger 2**", and together with Demerger 1, "**Demerger**"). The Composite Scheme of Arrangement was filed to simplify and streamline the shareholding structure of the group. The Transferor Companies, the Transferee Company, the Resulting Company 1 and Resulting Company 2 were under the common management and control and were part of the same family group, i.e. 'Goel Group'. For the purpose of the Composite Scheme of Arrangement, Astha Gupta, a registered valuer (the "**Valuer**"), used the net asset value method under cost approach to determine the fair value per share based on the underlying value of assets and liabilities of the parties to the Composite Scheme of Arrangement and provided her recommendation on the fair share exchange ratio or swap ratio. For further details, see "***Material Contracts and Documents for Inspection – Material Documents***" on page 520.

Our Company filed a petition for approval of the Composite Scheme of Arrangement under Section 230(6) read with Section 232(2) of the Companies Act, 2013 before the National Company Law Tribunal, Kolkata Bench ("**NCLT**"). The NCLT *vide* its order dated November 8, 2021 ("**Order**") approved the Composite Scheme of Arrangement with effect from April 1, 2019 (the "**Appointed Date**") for the Transferor Companies, Resulting Company 1, Resulting Company 2 and the Transferee Company and their respective shareholders and creditors. Further, the NCLT *vide* its order dated December 14, 2021 ordered:

(i) all the property, estate, assets, rights, title and interest including accretions and appurtenances of the Transferor Companies be transferred to and vest without any further act or deed in the Transferee Company as a going concern from the Appointed Date;

(ii) all the debts, liabilities, duties and obligations of the Transferor Companies be transferred from the Appointed Date without further act or deed to the Transferee Company;

(iii) the employees of the Transferor Companies shall be engaged by the Transferee Company;

(iv) all proceedings and/or suits and/or appeals pending by or against the Transferor Companies be continued by or against the Transferee Company;

(v) the Transferee Company to issue and allot to the shareholders of the Transferor Companies, the shares in the Transferee Company to which they are entitled to in terms of the Composite Scheme of Arrangement;

(vi) all property, rights and powers of the Transferee Company in relation to Undertaking 1 and Undertaking 2 shall be transferred without further act or deed as a going concern to the Resulting Company 1 and Resulting Company 2, respectively, as provided in the Composite Scheme of Arrangement;

(vii) all debts, liabilities, duties and obligations of the Transferee Company in relation to Undertaking 1 and Undertaking 2 shall be transferred without further act or deed to the Resulting Company 1 and Resulting Company 2, respectively, as provided in the Composite Scheme of Arrangement;

(viii) the employees in relation to Undertaking 1 and Undertaking 2 shall be transferred to shall be transferred without further act or deed to the Resulting Company 1 and Resulting Company 2, respectively, as provided in the Composite Scheme of Arrangement;

(ix) all proceedings and/or suits and/or appeals pending by or against in relation to Undertaking 1 and Undertaking 2 the Resulting Company 1 and Resulting Company 2, respectively, as provided in the Composite Scheme of Arrangement; and

(x) the Resulting Company 1 and Resulting Company 2 to issue and allot to the shareholders of the Transferee Company, the shares in the Resulting Company 1 and Resulting Company 2 to which they are entitled to in terms of the Composite Scheme of Arrangement.

Upon the Composite Scheme of Arrangement becoming effective, the authorised share capital of our Company was increased to ₹530,950,000 divided into 53,095,000 Equity Shares of ₹10 each. Pursuant to the Merger, our Company, on a net basis, issued and allotted 14,003,257 fully paid-up equity shares of ₹10 each to the individual shareholders of the Transferor Companies and 11,458,000 preference shares to Resulting Company 1. Following the Demerger, the preference shares allotted to the Resulting Company 1 were cancelled. Further, 21,887,400 equity shares held by the Transferor Companies, on a net basis, in our Company were cancelled pursuant to the terms of the scheme. The Transferor Companies were dissolved without winding up.

Divestment of our subsidiary, RJ Green Energy Private Limited

Our Company entered into a memorandum of understanding dated June 23, 2026 (the "**MoU**") with Pinaki Green Energy LLP (the "**Buyer**") in relation to the divestment of its interest in a 50 MW AC solar power project (the "**Project**") held through RJ Green Energy Private Limited ("**RJ Green**" and, collectively with our Company and the Buyer, the "**Parties**"), which was, prior to the Transfer (as defined below), a wholly owned subsidiary of our Company established for the Project. Our Company held 100% of the equity share capital of RJ Green, including 275 equity shares carrying differential voting rights ("**DVR Equity Shares**"), with each DVR Equity Share carrying 100 voting rights per equity share. Pursuant to the terms of the MoU and the share purchase and shareholders agreement dated June 23, 2026, entered into between the Buyer and our Company (the "**SHA**"), our Company completed the transfer of 49% of its shareholding in RJ Green to the Buyer, including the 275 DVR Equity Shares, on August 7, 2026 (the "**Transfer**"). Pursuant to the Transfer, our Company continues to hold 51.00% of the registered equity share capital of RJ Green, while the Buyer effectively holds 86.02% of the total voting rights in RJ Green.

Further, pursuant to the terms of the indemnity agreement dated June 23, 2026 entered into amongst the Parties (the "**Indemnity Agreement**"), the Buyer assumed full, exclusive and unconditional responsibility for managing, operating and handling the day-to-day affairs of RJ Green and agreed to indemnify our Company against post-closing liabilities. Accordingly, pursuant to the Indemnity Agreement and the Transfer, control of RJ Green was transferred to the Buyer and, consequently, RJ Green ceased to be a subsidiary of our Company.

Guarantees provided to third parties by our Promoters offering their Equity Shares in the Offer for Sale

Except as provided below, as on the date of this Prospectus, no outstanding guarantee has been issued by our Promoters, Devendra Goel and Jay Goel, offering their Equity Shares in the Offer for Sale to third parties.

S. No.	Name of the Promoter(s)	Name of the lender	Name of the borrower	Type of facility	Amount of guarantee (₹ in million)	Date of guarantee	Period of guarantee	Security	Obligation on the Company	Obligation of the Promoter offering his shares in the Offer for Sale	Reason
1.	Devendra Goel	Canara Bank	Laser Power and Infra Limited	Working capital	3,140.00	July 18, 2025	Up to next joint documentation execution or till repayment of loan, whichever is earlier	Net worth of ₹246.33 million as on March 31, 2025	To repay the loan	Lenders can enforce repayment with penal charges and seize hypothecated assets.	To meet working capital requirements of the Company
2.	Devendra Goel	Bank of Baroda	Laser Power and Infra Limited	Working capital	990.00	July 18, 2025					
3.	Devendra Goel	IndusInd Bank Limited	Laser Power and Infra Limited	Working capital	950.00	July 18, 2025					
4.	Devendra Goel	IDBI Bank Limited	Laser Power and Infra Limited	Working capital	260.00	July 18, 2025					
5.	Devendra Goel	IDFC First Bank Limited	Laser Power and Infra Limited	Working capital	690.00	July 18, 2025					
6.	Devendra Goel	Union Bank of India	Laser Power and Infra Limited	Working capital	2,450.00	July 18, 2025					
7.	Devendra Goel	Axis Bank Limited	Laser Power and Infra Limited	Working capital	950.00	July 18, 2025					
8.	Devendra Goel	State Bank of India	Laser Power and Infra Limited	Working capital	1,950.00	July 18, 2025					
9.	Devendra Goel	HDFC Bank Limited	Laser Power and Infra Limited	Working capital	1,430.00	July 18, 2025					
10.	Devendra Goel	RBL Bank Limited	Laser Power and Infra Limited	Working capital	1,000.00	July 18, 2025					
11.	Devendra Goel	Punjab National Bank	Laser Power and Infra Limited	Working capital	1,110.00	July 18, 2025					
12.	Devendra Goel	Indian Bank	Laser Power and Infra Limited	Working capital	580.00	July 18, 2025					
13.	Devendra Goel	UCO Bank	Laser Power and Infra Limited	Working capital	1,000.00	July 18, 2025					

S. No.	Name of the Promoter(s)	Name of the lender	Name of the borrower	Type of facility	Amount of guarantee (₹ in million)	Date of guarantee	Period of guarantee	Security	Obligation on the Company	Obligation of the Promoter offering his shares in the Offer for Sale	Reason
14.	Devendra Goel and Jay Goel	IDBI Trusteeship Services Limited	Lumino Industries Limited	Working capital	15,250.00	February 27, 2026					
15.	Devendra Goel and Jay Goel	RBL Bank Limited	Lumino Industries Limited	Working capital	265.00	July 9, 2024	Till repayment of the loan	Net worth of ₹246.33 million for Devendra Goel and net worth of ₹140.84 million for Jay Goel, as on March 31, 2025			
16.	Devendra Goel and Jay Goel	IDFC First Bank	Lumino Industries Limited	Working capital	500.00	May 8, 2025					
17.	Devendra Goel and Jay Goel	HDFC Bank Limited	Lumino Industries Limited	Capex term loan	700.00	May 28, 2025					To meet capital expenditure purchase for new plant at Ranihati

The guarantees set out above have been issued as security in connection with the facilities availed by our Company. Pursuant to the terms of the guarantees, the obligations of our Promoter Selling Shareholders include repayment of the guaranteed sum in case of default by our Company. The financial implications in case of default by our Company are that the lender would be entitled to invoke the guarantees to the extent of the outstanding loan amount, together with any interests, costs or charges due to the respective lenders. The guarantees are effective for a period until the underlying loan is repaid in full by our Company. Any default or failure by our Company to repay the loans in a timely manner, or at all, could trigger repayment obligations on the part of our Promoter Selling Shareholders. No consideration has been paid or is payable to our Promoter Selling Shareholders for providing these guarantees. The borrowings of our Company are typically secured by immovable property, movable fixed assets and current assets. For further details, see "***Financial Indebtedness***" and "***Risk Factors – Our financing agreements contain covenants that limit our flexibility in operating our business. Further, our Company has availed unsecured loans from banks and other financial institutions, which may be recalled on demand. If we are not in compliance with certain of these covenants and are unable to obtain waivers from the respective lenders, our lenders may accelerate the repayment schedules, and enforce their respective security interests, leading to a material adverse effect on our business and financial condition***" on pages 395 and 57, respectively.

Shareholders' agreement and other key agreements

There are no inter-se agreements, arrangements, deeds of assignment, acquisition agreements, shareholders' agreements, any agreements between our Company, our Promoters, and Shareholders, or agreements of like nature or agreements comprising 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/public shareholders of our Company. There are no other agreements or arrangements entered into by our Company and clauses or covenants applicable to our Company which are material, and which are required to be disclosed, or the non-disclosure of which may have bearing on the investment decision of prospective investors in the Offer.

Further, there are no agreements entered into by the Shareholders, Promoters, members of our Promoter Group, related parties, Directors, Key Managerial Personnel, members of the Senior Management, employees of our Company, or any of our Subsidiaries, among themselves or with our Company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of our Company or impose any restriction or create any liability upon our Company, whether or not our Company is a party to such agreements as required to be disclosed under Clause 5A of paragraph A of part A of Schedule III of the SEBI Listing Regulations.

Key terms of other subsisting material agreements

Our Company has not entered into any subsisting material agreements with strategic partners, joint venture partners and/or financial partners other than in the ordinary course of business of our Company.

Agreements with Key Managerial Personnel or Senior Management or Directors or Promoters or any other employee

As on the date of this Prospectus, there are no agreements entered into by our Key Managerial Personnel or Senior Management or Directors or Promoters or any other employee of our Company, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

Our holding company

As on the date of this Prospectus, our Company has no holding company.

Our Subsidiaries, associates or joint venture

As on the date of this Prospectus, our Company has no associate.

As on the date of this Prospectus, our Company has one Subsidiary and two step-down Subsidiaries. For details, see "***Our Subsidiaries and Joint Ventures***" on page 294.

As on the date of this Prospectus, our Company has two Joint Ventures. For details, see "***Our Subsidiaries and Joint Ventures***" on page 294.

Confirmations

There is no conflict of interest with the suppliers of raw materials and third-party service providers (crucial for operations of our Company) and our Company.

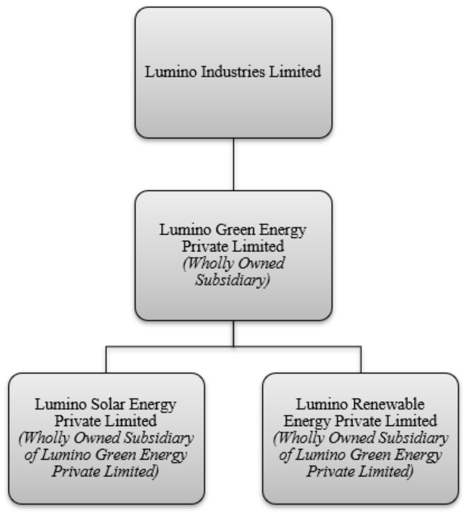
There is no conflict of interest with the lessors of immovable property of our Company (crucial for operations of our Company) and our Company.

There are no material clauses of our Articles of Association that have been left out from disclosures having a bearing on the Offer or this Prospectus.

Our Company, Promoters and members of Promoter Group are not involved in any illegal money mobilization scheme, in violation of law.

OUR SUBSIDIARIES AND JOINT VENTURES

As on the date of this Prospectus, our Company has one Subsidiary, two step-down subsidiaries and two Joint Ventures, the details of which are provided below:



Our Subsidiary

1. Lumino Green Energy Private Limited

Corporate Information

Lumino Green Energy Private Limited was incorporated as a private limited company under the Companies Act, 2013 pursuant to a certificate of incorporation dated May 9, 2025 issued by the Registrar of Companies, Central Registration Centre. Lumino Green Energy Private Limited's CIN is U35105WB2025PTC279294 and its registered office is situated at Unit 6/11, 6th floor, Merlin Acropolis, 1858/1, Rajdanga Main Road, E.K.T, Kolkata 700 107, West Bengal, India.

Nature of Business

Lumino Green Energy Private Limited is, *inter alia*, engaged in undertaking, taking up, and carrying on, engaging in process designing, operating, maintaining and providing other related services whether independently or in association with any other person(s) in any form, in India or elsewhere in the world, either as engineers or contractors or sub-contractors or builders or owners or developers in the projects involving solar, engineering, consultancy, procurement, construction, management in various sectors including power, telecom, railways, any other infrastructure, buildings and structures, water, oil and gas refinery, fertilizers, chemicals, petrochemicals, on Build-Operate-Transfer (BOT) or Build-Own-Operate (BOO) or Build-Own-Lease-Transfer (BOLT) basis, Build-Own-Operate-Transfer (BOOT) basis, Build-Own-Operate-Share-Transfer (BOOST) basis or any other basis.

Capital Structure

The table below sets for the capital structure of Lumino Green Energy Private Limited:

	Particulars	Amount (*in ₹*)
A.	**Authorized Share Capital**	
	50,000 equity shares of face value of ₹10 each	500,000
	Total	**500,000**
B.	**Issued, subscribed and paid-up share capital**	
	50,000 equity shares of face value of ₹10 each	500,000
	Total	**500,000**

Shareholding Pattern

The shareholding pattern of Lumino Green Energy Private Limited as on the date of this Prospectus is as follows:

Sr. No.	Name of the shareholder	Number of equity shares of face value ₹ 10 each	Percentage of share holding (%)
1.	Lumino Industries Limited	49,900	99.80%
2.	Devendra Goel*	100	0.20%
	Total	**50,000**	**100.00%**

* *Nominee shareholder of our Company.*

Accumulated profits or losses

There are no accumulated profits or losses of Lumino Green Energy Private Limited that have not been accounted for by our Company.

Step down subsidiaries

1. Lumino Solar Energy Private Limited

Corporate Information

Lumino Solar Energy Private Limited was incorporated as a private limited company under the Companies Act, 2013 pursuant to a certificate of incorporation dated September 25, 2025 issued by the Registrar of Companies, Central Registration Centre. Lumino Solar Energy Private Limited's CIN is U35105WB2025PTC283323 and its registered office is situated at Merlin Acropolis, 6th Floor, 1858/1 Rajdanga Main Road, E.K.T, Kolkata 700 107, West Bengal, India.

Nature of Business

Lumino Solar Energy Private Limited is, *inter alia*, engaged in undertaking, taking up, and carrying on, engaging in process designing, supervision, owning, executing, operating, maintaining and providing services whether independently or in association with any other person(s) in any form, in India or elsewhere in the world, either as engineers or contractors or sub-contractors or builders or owners or developers in the projects involving solar, engineering, consultancy, procurement, construction, management in various sectors including power, telecom, railways, any other infrastructure, buildings and structures, water, oil and gas, refinery, fertilizers, chemicals, petrochemicals; on Build Operate-Transfer (BOT) or Build Own-Operate (BOO) or Build Own-Lease-Transfer (BOLT) basis, Build-Own-Operate-Transfer (BOOT) basis, Build-Own Operate-Share-Transfer (BOOST) basis or on any other basis.

Capital Structure

The table below sets for the capital structure of Lumino Solar Energy Private Limited:

	Particulars	Amount (*in ₹*)
A.	**Authorized share capital**	
	10,000 equity shares of face value of ₹10 each	100,000
	Total	**100,000**
B.	**Issued, subscribed and paid-up share capital**	
	10,000 equity shares of face value of ₹10 each	100,000
	Total	**100,000**

Shareholding Pattern

The shareholding pattern of Lumino Solar Energy Private Limited as on the date of this Prospectus is as follows:

Sr. No.	Name of the shareholder	Number of equity shares of face value ₹ 10 each	Percentage of shareholding (%)
1.	Lumino Green Energy Private Limited	9,999	99.99%
2.	Devendra Goel*	1	0.01%
	Total	**10,000**	**100.00%**

* *Nominee of Lumino Green Energy Private Limited.*

Accumulated profits or losses

There are no accumulated profits or losses of Lumino Solar Energy Private Limited that have not been accounted for by our Company.

2. Lumino Renewable Energy Private Limited

Corporate Information

Lumino Renewable Energy Private Limited was incorporated as a private limited company under the Companies Act, 2013 pursuant to a certificate of incorporation dated September 29, 2025 issued by the Registrar of Companies, Central Registration Centre. Lumino Renewable Energy Private Limited's CIN is U35105WB2025PTC283799 and its registered office is situated at Merlin Acropolis, 6th Floor, 1858/1 Rajdanga Main Road, E.K.T, Kolkata- 700 107, West Bengal, India.

Nature of Business

Lumino Renewable Energy Private Limited is, *inter alia*, engaged in undertaking, taking up, and carrying on, engaging in designing, supervision, owning, executing, operating, maintaining and providing services whether independently or in association with any other person(s) in any form, in India or elsewhere in the world, either as engineers or contractors or sub-contractors or builders or owners or developers in the projects involving solar, engineering, consultancy, procurement, construction, management in various sectors including power, telecom, railways, any other infrastructure, buildings and structures, water, oil and gas, refinery, fertilizers, chemicals, petrochemicals; on Build Operate-Transfer (BOT) or Build Own-Operate (BOO) or Build Own-Lease-Transfer (BOLT) basis, Build-Own-Operate-Transfer (BOOT) basis, Build-Own Operate-Share-Transfer (BOOST) basis or on any other basis.

Capital Structure

The table below sets for the capital structure of Lumino Renewable Energy Private Limited:

	Particulars	Amount (*in ₹*)
A.	**Authorized Share Capital**	
	10,000 equity shares of face value of ₹10 each	100,000
	Total	**100,000**
B.	**Issued, subscribed and paid-up share capital**	
	10,000 equity shares of face value of ₹10 each	100,000
	Total	**100,000**

Shareholding Pattern

The shareholding pattern of Lumino Renewable Energy Private Limited as on the date of this Prospectus is as follows:

Sr. No.	Name of the shareholder	Number of equity shares of face value ₹ 10 each	Percentage of share holding (%)
1.	Lumino Green Energy Private Limited	9,990	99.90%
2.	Devendra Goel*	10	0.10%
	Total	**10,000**	**100.00%**

* *Nominee of Lumino Green Energy Private Limited.*

Accumulated profits or losses

There are no accumulated profits or losses of Lumino Renewable Energy Private Limited that have not been accounted for by our Company.

Interest in our Company

Our Subsidiaries are not listed in India or abroad, as on the date of this Prospectus. Further, neither have our Subsidiaries been refused listing in the last ten years by any stock exchange in India or abroad, nor have our Subsidiaries failed to meet the listing requirements of any stock exchange in India or abroad.

There is no conflict of interest between the suppliers of raw materials and third-party service providers (which are crucial for operations of our Company) and our Subsidiaries.

There is no conflict of interest between the lessors of the immovable properties (which are crucial for operations of our Company) and our Subsidiaries.

As on the date of this Prospectus, none of our Subsidiaries hold Equity Shares in our Company.

As on the date of this Prospectus, except as disclosed in "***Restated Consolidated Financial Information –Note 45.11 -Related Party Disclosures***" at page 372, our Subsidiaries do not have any: (i) business interest in our Company; or (ii) related business transactions with our Company.

As on the date of this Prospectus, none of the equity shares of the Subsidiaries have been pledged.

Common pursuits between our Subsidiaries and our Company

As on the date of this Prospectus, our Subsidiaries have no common pursuits with our Company. Our Company will adopt the necessary procedures and practices as permitted by law to address any conflict situation, if and when they arise.

Loans to our Subsidiaries

As on the date of this Prospectus, no loans have been availed by our Subsidiaries from our Company.

Our Joint Ventures

1. Lumino SMC JV

Corporate Information

Lumino SMC JV was incorporated *vide* a joint venture agreement dated January 27, 2023. Its registered office is at Unit No. – 12/4, Merlin Acropolis, 1858/1, Rajdanga Main Road, Kolkata 700 107, West Bengal, India.

Nature of business

Lumino SMC JV's principal business activity is to carry on engineering and/or contract works, engage in process designing, supervising, owning, executing, operating, maintaining and providing other related services whether independently or in association with any other person(s) in any form, in India or elsewhere in the world, either as engineers or contractors or sub-contractors or builders or builders or owners or developers in the projects involving engineering, consultancy, procurement, construction, management in various sectors including power, telecom, railways, any other infrastructure, buildings and structures, water, oil and gas, refinery, fertilizers, chemicals, petrochemicals, on build-operate-transfer or build-own-operate or build-own-lease-transfer basis, build-own-operate-transfer basis, build-own-operate-share-transfer basis or on any other basis, amongst others.

List of Members

The members of Lumino SMC JV as on the date of this Prospectus are as follows:

Name of the member	Capital contribution (in %)	Profit and loss sharing (in %)
SMC Infrastructures Private Limited	51	10
Lumino Industries Limited	49	90

Amount of accumulated profits or losses

There are no accumulated profits or losses of Lumino SMC JV that have not been accounted for by our Company.

Summary financial information

The summary of financial information of Lumino SMC JV is as follows:

(₹ in million)

S. No.	Particulars	March 31, 2026	March 31, 2025	March 31, 2024
1.	Capital Contribution	22.30	19.65	5.90
2.	Net asset	16.36	13.33	5.60
3.	Revenue from operations	128.37	37.93	0.00
4.	Profit after tax	0.37	(6.02)	(0.29)
5.	Total borrowings (including lease liabilities)	0.00	0.00	0.00

2. LIL-PCSCPL JV

Corporate Information

LIL-PCSCPL JV was incorporated *vide* a joint venture agreement dated December 2, 2025. Its registered office is at Unit No. – 6/16, Merlin Acropolis 1858/1, Rajdanga Main Road, Kolkata 700 107, West Bengal, India.

Nature of business

LIL-PCSCPL JV's principal business activity is to carry on engineering and/or contract works, engage in process designing, supervising, owning, executing, operating, maintaining and providing other related services whether independently or in association with any other person(s) in any form, in India or elsewhere in the world, either as engineers or contractors or sub-contractors or builders or builders or owners or developers in the projects involving engineering, consultancy, procurement, construction, management in various sectors including power, telecom, railways, any other infrastructure, buildings and structures, water, oil and gas, refinery, fertilizers, chemicals, petrochemicals; on Build-Operate-Transfer (BOT) or Build Own-Operate (BOO) or Build Own-Lease-Transfer (BOLT) basis, Build-Own-Operate-Transfer (BOOT) basis, Build-Own Operate-Share-Transfer (BOOST) basis or on any other basis.

List of Members

The members of LIL-PCSCPL-JV as on the date of this Prospectus are as follows:

Name of the member	Capital contribution (in %)	Profit and loss sharing (in %)
Lumino Industries Limited	98	98
PC Snehal Construction Private Limited	2	2

Amount of accumulated profits or losses

There are no accumulated profits or losses of LIL-PCSCPL JV that have not been accounted for by our Company.

Summary financial information

The summary of financial information of LIL-PCSCPL-JV is as follows:

(₹ in million)

S. No.	Particulars	March 31, 2026	March 31, 2025	March 31, 2024
1.	Capital Contribution	0.10	-	-
2.	Net asset	0.09	-	-
3.	Revenue from operations	0.00	-	-
4.	Profit after tax	(0.005)	-	-
5.	Total borrowings (including lease liabilities)	0.00	-	-

Other Joint Ventures

Our Company, from time to time, enters into certain joint venture agreements for the purposes of bidding and execution of projects. This is business joint venture and not incorporated companies. As a result, no capital contribution has been made for execution of the projects and the obligations of the respective works are accounted individually by the members of the joint venture. Except as set out in this section, our Company does not have any joint venture that has been awarded projects, as on the date of this Prospectus:

S. No.	Name of the Joint Venture	Name of the partners of the Joint Venture	Details of the project	Company's share/role in the Joint Venture (%)	Date of the joint venture agreement
1.	Sips-Lumino-Zetwerk (JV EPC-04)	Shyam Indus Power Solutions Private Limited, our Company	Design, supply, installation, testing and commissioning of railway electrification work for New Jalpaigudi - New Mal Jn. – Alipurduar - Samuktala Rd and Alipurduar	27%	Joint Bidding Agreement for Joint

S. No.	Name of the Joint Venture	Name of the partners of the Joint Venture	Details of the project	Company's share/role in the Joint Venture (%)	Date of the joint venture agreement
		and Zetwerk Manufacturing Businesses Private Limited	– New Coochbehar including New Mal Jn. - Changrabandha, New Changrabandha New Coochbehar incl. New Mal Jn. Changrabandh, New Changrabandh -New Coochbehar, New Coochbehar – Fakiragram -Dhubri sections of Northeast Frontier Railway (NFR) (Package No. 7) on engineering, procurement and construction (EPC) mode, issued by IRCON International Limited		Venture dated May 20, 2021
2.	N.A.(1)	KGN Electricals and our Company	Construction of various transmission elements (02 no. 220 kV and 01 no 132 kV transmission lines) for proposed 220 kV GSS Jawali (District Alwar) including survey, supply of all equipments/materials, erection (including civil works), testing and commissioning (on turnkey basis) with Rajasthan Rajya Vidyut Prasaran Nigam Limited	Lead partner responsible for design, supply, and successful performance of material/equipment	Joint venture agreement dated November 26, 2024
3.	Joint Venture (KGN Electricals)	KGN Electricals and our Company	Design, engineering, manufacture, assembly, inspection, testing at manufacturer's works before dispatch, packing, supply, delivery at site, including insurance during transit, subsequent storage, erection and commissioning of power transformers with associated switchgears, including supply and erection of substation steel structures, construction of control room building, erection and commissioning of new associated transmission lines and all other civil works on turn-key basis	Partner in-charge and responsible for execution of the entire contract	Joint venture agreement dated April 15, 2024
4.	N.A.(1)	Stelmec Limited and our Company	Construction of 400/220 KV GSS at Udaipur, under RVPN/KfW/NCB-1/BN-9019002411	95%	Joint venture agreement dated January 20, 2025
5.	N.A.(1)	Stelmec Limited and our Company	Establishment of 132KV(GIS)/33KV(AIS) solar pooling station at Maithan for 234MW floating solar (FSPV) park along with the construction of 132KV D/C Lilo from MHS-Sindri Line	Bidder for the project	Joint venture deed of undertaking dated April 3, 2025
6.	N.A.(1)	A. K Das Associates Limited and our Company	Design, detailed engineering, fabrication, supply, erection, testing and commissioning of 400/230-110KV AIS substation with associated auto transformers, switch gears, control panels, substation automation system, control room and complete civil works with kiosk buildings at Samugarengapuram in Tirunelveli NCES Circle of Tirunelveli region on total turnkey basis of Tamil Nadu Transmission Corporation Limited	Lead partner	Joint deed of undertaking dated July 9, 2025
7.	N.A.(1)	A. K Das Associates Limited and our Company	Construction of 4x250 MVA, 33/400 KV X-mers, bays for four nos 400 KV TL for PPS-I along with 400KV, 1x125 MVAR, shunt reactor (bus type) and 4x250 MVA, 33/400 KV X-mers, bays for three nos 400 KV TL for PPS-II at village Ramsar Chhota, Pugal, Bikaner in Rajasthan including supply of all equipment's/materials, erection (including civil works), testing and commissioning (turnkey project)	Lead partner	Joint venture agreement dated June 2, 2025
8.	N.A.(1)	Annai Infra Developers Limited and our Company	Survey, design, DPR preparation, procurement and construction to ensure the full functionality of defunct, partially operative rural water supply schemes of Saharanpur circle, including a 1 month trial run and comprehensive operation and maintenance for 120 months (Saharanpur)	74%	Joint venture agreement dated February 10, 2025
9.	N.A.(1)	Annai Infra Developers Limited and our Company	Survey, design, DPR preparation, procurement and construction to ensure the full functionality of defunct, partially operative rural water supply schemes of Gonda circle, including a 1 month trial run and comprehensive operation and maintenance for 120 months (Gonda)	74%	Joint venture agreement dated February 10, 2025
10.	LIL-ASPL-JV	Aqua-tech Solution Private	Engineering and/or contract works, engage in process designing, supervising, owning,	98%	February 16, 2026

S. No.	Name of the Joint Venture	Name of the partners of the Joint Venture	Details of the project	Company's share/role in the Joint Venture (%)	Date of the joint venture agreement
		Limited and our Company	executing, operating, maintaining and providing other related services whether independently or in association with any other persons(s) in any form, in India or elsewhere in the world, either as engineers or contractors or sub-contractors or builders or owners or developers in the projects involving engineering, consultancy, procurement, construction, management in various sectors including power, telecom, railways, any other infrastructure, buildings and structures, water, oil and gas, refinery, fertilizers, chemicals, petrochemicals; on Build Operate-Transfer (BOT) or Build Own-Operate (BOO) or Build Own-Lease-Transfer (BOLT) basis, Build-Own-Operate-Transfer (BOOT) basis, Build-Own Operate-Share-Transfer (BOOST) basis or on any other basis	(Our Company is the lead partner)	
11.	N.A.[(1)]	Quantsolar Technologies Private Limited and our Company	Design and engineering, manufacture/ procurement, supply, installation, testing and commissioning including warrantee obligation with 05 (five) years comprehensive operation and maintenance of 10MW (AC) [minimum 12 MWp (DC)] capacity of floating solar photovoltaic power plant at PPSP Upper Dam, Purulia Pump Storage Project Site, Baghmundi, Purulia, West Bengal	Design, engineering and supply, erection/installation, testing and commissioning of grid connected WBSEDCL 10MW(AC)/12MWp(DC) floating solar PV power plants on LSTK/EPC	September 2, 2022

[(1)] *The joint ventures have been formed pursuant to joint venture agreements for the purpose of bidding for and executing specific projects and, accordingly, have not been incorporated as separate legal entities and do not have a separate name specified in the respective joint venture agreements.*

Confirmations

As on the date of this Prospectus, our Joint Ventures are not listed in India or abroad. Further, neither have our Joint Ventures been refused listing in the last ten years by any stock exchange in India or abroad, nor have our Joint Ventures failed to meet the listing requirements of any stock exchange in India or abroad.

As on the date of this Prospectus, except as disclosed in "***Restated Consolidated Financial Information – Related Party Transaction – Note 45.11 – Related party disclosure pursuant to Ind AS – 24***", on page 372, the Joint Ventures do not have any: (i) business interest in our Company; or (ii) related business transactions with our Company.

Common pursuits between our Joint Ventures and our Company

As on the date of this Prospectus, our Joint Ventures have common pursuits with our Company and are authorized to engage in similar business to that of our Company. Our Company will adopt the necessary procedure and practices as permitted by law to address any conflict situation, if and when they arise.

OUR MANAGEMENT

In terms of the Companies Act, 2013 and our Articles of Association, our Company is required to have a minimum of three Directors and a maximum of fifteen Directors, provided that our Company may appoint more than 15 directors after passing a special resolution in a general meeting of our shareholders.

As on the date of this Prospectus, our Board comprises six Directors, of whom two are Executive Directors, one is a Non-Executive Director and three are Independent Directors, of which one is a woman Independent Director. Our Company is in compliance with the corporate governance norms prescribed under the SEBI Listing Regulations and the Companies Act, 2013 in relation to the composition of our Board and constitution of committees thereof.

Board of Directors

The following table sets forth details regarding our Board of Directors as on the date of this Prospectus:

Name, designation, current term, period of directorship, address, occupation, date of birth, age and DIN	Directorships in other companies
Purushottam Dass Goel *Designation:* Chairperson and Non-Executive Director *Current term:* With effect from November 23, 2024, liable to retire by rotation *Period of directorship:* Director since November 23, 2024 *Address:* 1B, Mayfair Road, Ballygunge, Kolkata 700 019, West Bengal, India *Occupation:* Businessman *Date of birth:* August 1, 1948 *Age:* 78 *DIN:* 00673269	*Indian companies* 1. Genuine Real Estates Private Limited; 2. Monark Dealcom Private Limited; 3. Salsar Projects Private Limited; 4. Shantiniketan Infrastructure Private Limited; 5. Shivangan Nirman Private Limited; and 6. Tirumala Mart Private Limited *Foreign companies* Nil
Devendra Goel *Designation:* Managing Director *Current term:* Five years with effect from January 1, 2026, and not liable to retire by rotation *Period of directorship:* Director since April 4, 2005 *Address:* 1B, Mayfair Road, Ballygunge, Kolkata 700 019, West Bengal, India *Occupation:* Business *Date of birth:* October 20, 1972 *Age:* 53 *DIN:* 00673447	*Indian companies* 1. D.S. Developers Private Limited; 2. Lumino Finvest Private Limited; 3. Lumino Green Energy Private Limited; 4. Lumino Power Infrastructure Private Limited; 5. Lumino Renewable Energy Private Limited; 6. Lumino Solar Energy Private Limited; 7. Pulkit Properties Private Limited; 8. Ramkrishna Infrastructure Private Limited; 9. Ready Construction Private Limited; 10. RJ Green Energy Private Limited 11. Shanti Health Services Private Limited; 12. Sunrise E-Services Private Limited; and 13. Vidula Agency Private Limited *Foreign companies* Nil
Jay Goel *Designation:* Whole-time Director *Current term:* Three years with effect from August 1, 2024, and liable to retire by rotation *Period of directorship:* Director since August 2, 2018 *Address:* Flat 4B, 1B, Mayfair Road, Ballygunge, Circus Avenue, Kolkata 700 019, West Bengal, India *Occupation:* Business *Date of birth:* October 19, 1996 *Age:* 29 *DIN:* 08190426	*Indian companies* 1. Aasheesh Realty Projects Private Limited; 2. Brijdham Infrastructure Private Limited; 3. DRP Realtors Private Limited; 4. Goel Buildcon Private Limited; 5. Goel Propcorn Private Limited; 6. Harmony Infrabuild Private Limited; 7. Lal Dass Properties Private Limited; 8. Laser Developers Private Limited; 9. Lumino Finvest Private Limited; 10. Lumino Green Energy Private Limited; 11. Lumino Renewable Energy Private Limited; 12. Lumino Solar Energy Private Limited; 13. Navnirman Buildwell Private Limited; 14. RJ Green Energy Private Limited; 15. Shanti Infra Development Private Limited; and 16. Shanti Infrabuild Private Limited *Foreign companies* Nil
Hemant Sultania	*Indian Companies*

Name, designation, current term, period of directorship, address, occupation, date of birth, age and DIN	Directorships in other companies
Designation: Independent Director *Current term:* Five years with effect from December 20, 2024 *Period of directorship:* Director since December 20, 2024 *Address:* Flat E402, Uniworld City, Sector 30 and 41, Southcity – 1, Gurgaon 122 001, Haryana, India *Occupation:* Professional *Date of birth:* July 11, 1972 *Age:* 54 *DIN:* 00472577	1. Garymuskan Estate Private Limited; 2. Nephrocare Health Services Limited; 3. Samarth Life Management Private Limited; and 4. Vidhman Estate Private Limited *Foreign companies* Nil
Amitabh Mathur *Designation:* Independent Director *Current term:* Five years with effect from December 20, 2024 *Period of directorship:* Director since December 20, 2024 *Address:* B-3/44, Janakpuri B-1, West Delhi, Delhi 110 058, Delhi, India *Occupation:* Retired *Date of birth:* May 4, 1958 *Age:* 68 *DIN:* 07275427	*Indian Companies* Nil *Foreign companies* Nil
Shalu Laxmanraj Bhandari *Designation:* Independent Director *Current term:* Five years with effect from December 20, 2024 *Period of directorship:* Director since December 20, 2024 *Address:* B/221, Durian Estate, Goregaon Mulund Link Road, near Pravasi Industrial Estate Goregaon East, Mumbai 400 063, Maharashtra, India *Occupation:* Practising company secretary *Date of birth:* April 13, 1979 *Age:* 47 *DIN:* 00012556	*Indian Companies* 1. Bajaj Hindusthan Sugar Limited; 2. Balu Forge Industries Limited; 3. Foodlink F&B Holdings (India) Limited; 4. Lalitpur Power Generation Company Limited; 5. Naini Papers Limited; and 6. Phenil Sugars Limited *Foreign companies* Nil

Brief profiles of our Directors

Purushottam Dass Goel is the Chairperson and Non-Executive Director on our Board. He has been associated with our Company since March 30, 2005. He does not have any formal education. He has been awarded by Federation of Small and Medium Industries, West Bengal for his outstanding entrepreneurship journey and valuable contribution to the federation. He has experience in the manufacturing of overhead transmission line conductors, and various types of cables.

Devendra Goel is the Managing Director on our Board. He has been associated with our Company since April 4, 2005. He holds a bachelor's degree in commerce from University of Calcutta. He heads the marketing, financial and administrative aspects of the business and is responsible for increasing efficiency of operations and business growth of our Company. He has experience in the field of strategic management.

Jay Goel is the Whole-time Director on our Board. He has been associated with our Company since August 2, 2018. He holds a bachelor's degree in science management from Bentley University, Waltham Massachusetts. He is responsible for the operations and business development functions of our Company. He has experience in the field of business development and modernizing operations.

Hemant Sultania is an Independent Director of our Company. He has been associated with our Company since December 20, 2024. He holds a bachelor's degree in commerce from University of Calcutta. He is also a member of Institute of Chartered Accountants of India and Company Secretaries of India. He has previously served with S.R. Batliboi & Co., Bata India Limited as vice president- finance and as chief financial officer of Dr. Lal Pathlabs Private

Limited, Vaibhav Global Limited and Aakash Educational Services Limited. He has experience in the field of accounting, finance, corporate governance, taxation and mergers and acquisitions.

Amitabh Mathur is an Independent Director of our Company. He has been associated with our Company since December 20, 2024. He holds a bachelor's degree in science (mechanical engineering) and a master's degree in business administration, both from University of Delhi. He has previously served on the board of Bharat Heavy Electrical Limited as a director (industrial systems and products), and as non-official independent director with Chennai Petroleum Corporation Limited. He has experience in the field of strategic management, marketing, business development, project development and execution.

Shalu Laxmanraj Bhandari is an Independent Director of our Company. She has been associated with our Company since December 20, 2024. She holds a bachelor's degree in commerce from University of Mumbai. She is a company secretary and a fellow member of the Institute of Company Secretaries of India. She is practising as a company secretary for more than two decades under her firm S.L. Bhandari & Associates. She is associated with Bajaj Hindusthan Sugar Limited as an independent director since 2016.

Relationship between our Directors, Key Managerial Personnel and Senior Management

Except as disclosed below, none of our Directors are related to each other or to any of the Key Managerial Personnel or Senior Management of our Company:

Director/ Key Managerial Personnel/ Senior Management	Relative	Nature of relationship
Purushottam Dass Goel	Devendra Goel	Son
	Jay Goel	Grandson
Devendra Goel	Purushottam Dass Goel	Father
	Jay Goel	Son
Jay Goel	Purushottam Dass Goel	Grandfather
	Devendra Goel	Father

Terms of appointment of Directors

Terms of appointment of our Chairperson and Non-Executive Director

Purushottam Dass Goel

Purushottam Dass Goel was appointed as a Chairperson and Non-Executive Director of our Company pursuant to resolutions dated November 23, 2024, by the Board and November 25, 2024, by the shareholders with effect from November 23, 2024.

Pursuant to resolution passed by our Board on November 23, 2024, he is entitled to receive sitting fees of ₹0.10 million for attending each meeting of our Board and ₹25,000 as sitting fees for attending each meeting of the committees constituted by our Board, respectively. He will also be entitled to receive commission as determined by our Board within the limits as approved by the members of our Company for the non-executive directors.

Terms of appointment of our Executive Directors

Devendra Goel

Devendra Goel was initially appointed as a director of our Company pursuant to resolutions dated April 4, 2005, by the Board and September 28, 2006, by the shareholders with effect from April 4, 2005. He was appointed as the Managing Director of our Company pursuant to the employment agreement dated November 18, 2022 and resolutions dated November 18, 2022 by the Board and December 22, 2022 by the shareholders for a period of three years with effect from January 1, 2023. Currently, he has been re-appointed as the Managing Director of our Company pursuant to the resolutions dated May 15, 2025 by the Board and July 5, 2025 by the Shareholders read with employment agreement dated May 15, 2025 for a period of five years with effect from January 1, 2026. Further, the remuneration has been revised pursuant to the resolution dated June 5, 2026 by the Board and July 6, 2026 by the shareholders with effect from April 1, 2027. He is entitled to the following remuneration and perquisites:

Particulars	Particulars
Salary	₹48.00 million annually, payable on a monthly basis, subject to periodical increments upto 20% as may be decided by the Board on the recommendation of Nomination and Remuneration Committee subject to approval of members.
Pecuniary relationship directly or indirectly with the Company	Apart from receiving remuneration as stated above, he is entitled to receive rent on property and relationship with the interest on loan from our Company.

Jay Goel

Jay Goel was initially appointed as a whole-time director of our Company pursuant to resolutions dated August 2, 2018, by the Board and August 29, 2018, by the shareholders, with effect from August 2, 2018. Currently, he is appointed as the Whole-time Director of our Company pursuant to the employment agreement dated November 24, 2023 and resolutions dated November 24, 2023 by the Board and December 26, 2023 by the shareholders for a period of three years with effect from August 1, 2024. Further, the remuneration has been revised pursuant to the resolutions each dated June 5, 2026 by the Board and July 6, 2026 by the shareholders, with effect from April 1, 2027. He is entitled to the following remuneration and perquisites:

Particulars	Particulars
Salary	₹50.00 million annually (inclusive of perquisites) as may be approved by the Board or its committee. The salary increases from time to time within the aforesaid limit with provision of additional increment on the recommendation of Nomination and Remuneration Committee subject to approval of members.
Pecuniary relationship directly or indirectly with the Company	Apart from receiving remuneration as stated above, he is entitled to receive rent on property and relationship with the interest on loan from our Company.

Terms of appointment of our Independent Directors

Pursuant to resolution passed by our Board on December 19, 2024, our Independent Directors are entitled to receive a sitting fee of ₹0.10 million for attending each meeting of our Board and ₹25,000 as sitting fees for attending each meeting of the committees constituted by our Board, respectively. Further, pursuant to resolution dated April 1, 2026 passed by our shareholders, the non-executive directors are also entitled to receive commission as may from time to time determined by our Board, with an overall maximum limit of 0.50% of the net profits of our Company.

Compensation paid to our Directors

Details of the sitting fees or other remuneration paid to our Directors in Fiscal 2026 are set forth below.

Remuneration to our Chairperson and Non-Executive Director

Details of the remuneration paid to our Non-Executive Directors in Fiscal 2026 is set forth below:

(₹ in million)

Sr. No.	Name of the Non-Executive Director	Remuneration
1.	Purushottam Dass Goel	0.25

Remuneration to our Executive Directors

Details of the remuneration paid to our Executive Directors in Fiscal 2026 is set forth below:

(₹ in million)

Sr. No.	Name of the Executive Director	Remuneration
1.	Devendra Goel	36.00
2.	Jay Goel	27.00

Sitting fees to our Independent Directors

Details of the sitting fees paid to our Independent Directors in Fiscal 2026 is set forth below:

(₹ in million)

Sr. No.	Name of the Independent Director	Remuneration
1.	Hemant Sultania	1.23
2.	Amitabh Mathur	1.05
3.	Shalu Laxmanraj Bhandari	1.03

Bonus or profit-sharing plan for our Directors

None of our Directors is entitled to any bonus or profit-sharing plans of our Company.

Contingent and deferred compensation payable to our Directors

There are no contingent or deferred compensation payable to our Directors, which does not form part of their remuneration.

Shareholding of our Directors in our Company

Our Articles of Association do not require our Directors to hold any qualification shares.

Except as disclosed in "***Capital Structure – Shareholding of our Directors, Key Managerial Personnel and members of Senior Management in our Company***" on page 141, none of our Directors hold any Equity Shares in our Company as on the date of this Prospectus.

Arrangement or understanding with major shareholders, customers, suppliers or others

None of our directors have been appointed to our Board pursuant to any arrangement or understanding with major Shareholders, customers, suppliers or others.

Service contracts with Directors

Our Company has not entered into any service contracts, pursuant to which any Directors are entitled to benefits upon termination of employment. Except statutory benefits upon termination of their employment in our Company or superannuation, no Directors are entitled to any benefit upon termination of employment or superannuation.

Interest of Directors

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 and reimbursement of expenses, if any, payable to them.

Our Directors may also be interested to the extent of Equity Shares held by them or that may be subscribed by or allotted to any companies, firms, ventures, trusts in which they are interested as promoters, directors, partners, proprietors, members or trustees pursuant to the Offer and any dividend and other distributions payable in respect of such Equity Shares. For further details regarding the shareholding of our Directors, see "***Capital Structure – Shareholding of our Directors, Key Managerial Personnel and members of Senior Management in our Company***" on page 141.

Our Directors, Purushottam Dass Goel and Devendra Goel, may also be interested to the extent of rent received from our Company for (i) our erstwhile corporate office located at 307, Swaika Center, 4A, Pollock Street, Kolkata 700 001, West Bengal, India during Fiscal 2025; and (ii) part of the leased Manufacturing Unit I, respectively. For further details, see "***Restated Consolidated Financial Information - Related Party Transaction – Note 45.11 – Related party disclosure pursuant to Ind AS - 24***" and "***Our Business – Property***" on page 372 and 278, respectively.

Our Independent Directors are not related to the Subsidiaries, Promoter, Directors, Promoter Group, Group Companies, in any manner.

Interest in land and property

None of our Directors have any interest in any property acquired or proposed to be acquired of our Company or by our Company.

Interest in promotion of our Company

Except Purushottam Dass Goel, Devendra Goel and Jay Goel, who are the Promoters and Directors of our Company, none of our directors have any interest in the promotion or formation of our Company, as on the date of this Prospectus.

Loans to Directors

No loans have been availed by our Directors from our Company as on the date of this Prospectus:

Confirmations

None of our Directors are or have been a director on the board of any listed company whose shares have been/were suspended from being traded on any of the stock exchanges, during his/her tenure, in the five years preceding the date of this Prospectus.

None of our Directors have been or are directors on the board of any listed companies which is or has been delisted from any stock exchange(s) during his/her tenure.

No consideration in cash or shares or otherwise has been paid, or agreed to be paid to any of our Directors, or to the firms or companies in which they are interested as a member by any person either to induce such director to become, or to help such director to qualify as a Director, or otherwise for services rendered by him/her or by the firm or company in which he/she is interested, in connection with the promotion or formation of our Company.

There is no conflict of interest between the suppliers of raw materials and third-party service providers (which are crucial for operations of our Company) and our Directors.

There is no conflict of interest between the lessor of the immovable properties (which are crucial for operations of our Company) and our Directors.

Changes in our Board during the last three years

The changes in our Board during the three years immediately preceding the date of this Prospectus are set forth below.

Name of Director	Date of appointment/ cessation	Reasons
Hemant Sultania	December 20, 2024	Appointment as additional independent director(1)
Amitabh Mathur	December 20, 2024	Appointment as additional independent director(1)
Shalu Laxmanraj Bhandari	December 20, 2024	Appointment as additional independent director(1)
Hari Ram Agarwal	December 20, 2024	Cessation as independent director
Priti Agarwal	December 19, 2024	Cessation as independent director
Kanchan Jalan	December 19, 2024	Cessation as independent director
Amit Bajaj	December 9, 2024	Cessation as wholetime director
Purushottam Dass Goel	November 23, 2024	Appointment as Chairperson and Non-Executive director

(1) *Regularised as an independent director as on January 3, 2025.*

Borrowing Powers

Pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act 2013 and our Articles of Association, subject to applicable laws and pursuant to the resolution passed by our Board dated June 5, 2026 and the special resolution passed by our Shareholders on July 6, 2026, our Board has been authorised to borrow money, as and when required, including without limitation, any bank and/ or other financial institution and/ or foreign lender and/ or any body corporate/ entity/ entities and/ or authority/ authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time, notwithstanding that money so borrowed together with the money already borrowed, if any (apart from temporary loans obtained, if any, from the bankers in the ordinary course of business), may exceed the aggregate of the paid-up share capital and free reserves of our Company, provided that the total amount borrowed shall not at any time exceed the limit of ₹30,000 million.

Corporate Governance

As on the date of this Prospectus, there are six Directors on our Board comprising of two Executive Directors, one Non-Executive Director and three Independent Directors, of which one is a woman Independent Director. Our Board functions either as a full board or through various committees constituted to oversee specific functions. Our Company is in compliance and undertakes to take all necessary steps to continue to comply with the corporate governance norms prescribed under the SEBI Listing Regulations and the Companies Act, 2013 in relation to the composition of our Board and constitution of committees thereof.

Committees of the Board

Our Company has constituted the following Board committees in terms of the SEBI Listing Regulations, and the Companies Act, 2013:

(i) Audit Committee;

(ii) Nomination and Remuneration Committee;

(iii) Stakeholder Relationship Committee;

(iv) Risk Management Committee; and

(v) Corporate Social Responsibility Committee.

Audit Committee

The Audit Committee was last reconstituted by a resolution passed by our Board dated December 19, 2024. The Audit Committee is in compliance with Section 177 and other applicable provisions of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations. The Audit Committee currently comprises:

Sr. No.	Name of Director	Designation	Committee designation
1.	Hemant Sultania	Independent Director	Chairperson
2.	Shalu Laxmanraj Bhandari	Independent Director	Member
3.	Devendra Goel	Managing Director	Member

Terms of reference

The Audit Committee shall be responsible for, among other things, as may be required by the stock exchange(s) from time to time, the following:

Powers of Audit Committee

The Audit Committee shall have powers, including the following:

(i) to investigate any activity within its terms of reference;

(ii) to seek information from any employee;

(iii) to obtain outside legal or other professional advice;

(iv) to secure attendance of outsiders with relevant expertise, if it considers necessary; and

(v) such other powers as may be prescribed under the Companies Act, 2013 and the SEBI Listing Regulations.

Role of Audit Committee

The role of the Audit Committee shall include the following:

(i) oversight of the financial reporting process and the disclosure of financial information relating to Lumino Industries Limited to ensure that the financial statements are correct, sufficient and credible;

(ii) recommendation to the Board of the Company for appointment, re-appointment, replacement, remuneration and other terms of appointment of statutory auditors of the Company and the fixation of the audit fee;

(iii) approval of payment to statutory auditors for any other services rendered by the statutory auditors;

(iv) examining and reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:

    a. matters required to be included in the director’s responsibility statement to be included in the Board’s report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013;

    b. changes, if any, in accounting policies and practices and reasons for the same;

    c. major accounting entries involving estimates based on the exercise of judgment by management;

d. significant adjustments made in the financial statements arising out of audit findings;

e. compliance with listing and other legal requirements relating to financial statements;

f. disclosure of any related party transactions; and

g. modified opinion(s) in the draft audit report.

(v) reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;

(vi) reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the Offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the Board to take up steps in this matter.

(vii) reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;

(viii) approval of any subsequent modification of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company, subject to the conditions as may be prescribed, by the independent directors who are members of the Audit Committee;

a. Recommend criteria for omnibus approval or any changes to the criteria for approval of the Board;

b. Make omnibus approval for related party transactions proposed to be entered into by the Company for every financial year as per the criteria approved;

c. Review of transactions pursuant to omnibus approval;

d. Make recommendation to the Board, where Audit Committee does not approve transactions other than the transactions falling under Section 188 of the Companies Act, 2013.

Explanation: *The term "related party transactions" shall have the same meaning as provided in Clause 2(1)(zc) of the SEBI Listing Regulations and/or the applicable Accounting Standards and/or the Companies Act, 2013.*

(ix) scrutiny of inter-corporate loans and investments;

(x) valuation of undertakings or assets of the Company, wherever it is necessary;

(xi) evaluation of internal financial controls and risk management systems;

(xii) reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;

(xiii) 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;

(xiv) discussion with internal auditors of any significant findings and follow-up thereon;

(xv) 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;

(xvi) discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

(xvii) looking into the reasons for substantial defaults in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

(xviii) reviewing the functioning of the whistle blower mechanism;

(xix) overseeing the vigil mechanism established by the Company, with the chairperson of the Audit Committee directly hearing grievances of victimization of employees and directors, who used vigil mechanism to report genuine concerns in appropriate and exceptional cases;

(xx) approval of appointment of chief financial officer (i.e., the whole-time finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;

(xxi) reviewing the utilization of loans and/or advances from/investment by the Company in its subsidiary(/ies) exceeding ₹1,000,000,000 or 10% of the asset size of the subsidiary(/ies), whichever is lower including existing loans/ advances/ investments;

(xxii) review the financial statements, in particular, the investments made by any unlisted subsidiary;

(xxiii) considering and commenting on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders;

(xxiv) 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; and

(xxv) carrying out any other functions required to be carried out by the Audit Committee as may be decided by the Board and/or as provided under the Companies Act, 2013, the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee was last reconstituted by a resolution passed by our Board dated December 19, 2024. The composition and terms of reference of the Nomination and Remuneration Committee are in compliance with Section 178 and other applicable provisions of the Companies Act, 2013 and Regulation 19 of the SEBI Listing Regulations. The Nomination and Remuneration Committee currently comprises:

Sr. No.	Name of Director	Designation	Committee designation
1.	Hemant Sultania	Independent Director	Chairperson
2.	Amitabh Mathur	Independent Director	Member
3.	Purushottam Dass Goel	Non- Executive Director	Member

Terms of reference

The Nomination and Remuneration Committee shall be responsible for, among other things, the following:

(i) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of the Company, a policy relating to the remuneration of the directors, key managerial personnel and other employees ("**Remuneration Policy**");

(ii) For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

a. use the services of external agencies, if required;

b. consider candidates from a wide range of backgrounds, having due regard to diversity; and

c. consider the time commitments of the candidates.

(iii) Formulation of criteria for evaluation of performance of independent directors and the Board;

(iv) Devising a policy on Board diversity;

(v) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal and carrying out evaluation of every director's performance (including independent director);

(vi) Analysing, monitoring and reviewing various human resource and compensation matters;

(vii) Determining the Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;

(viii) 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;

(ix) Making recommendations to the Board in relation to appointment, promotion and removal of the senior management;

(x) recommend to the board, all remuneration, in whatever form, payable to senior management

(xi) Carrying out any other functions required to be carried out by the Nomination and Remuneration Committee as contained in the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

(xii) The Nomination and Remuneration Committee, while formulating the Remuneration Policy, should ensure that-

a. the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;

b. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

c. remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

(xiii) Perform such functions as are required to be performed by the Nomination and Remuneration Committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended, including the following:

a. administering any existing and proposed employee stock option schemes formulated by the Company from time to time (the "**Plan**");

b. determining the eligibility of employees to participate under the Plan;

c. granting options to eligible employees and determining the date of grant;

d. determining the number of options to be granted to an employee;

e. determining the exercise price under the Plan; and

f. construing and interpreting the Plan and any agreements defining the rights and obligations of the Company and eligible employees under the Plan, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the Plan.

(xiv) Carrying out any other activities as may be delegated by the Board of Directors of the Company, functions required to be carried out by the Nomination and Remuneration Committee as provided under the Companies Act, 2013, the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee was constituted by a resolution of our Board dated December 19, 2024. The composition and terms of reference of the Stakeholders' Relationship Committee are in compliance with Section 178 and any other applicable law of the Companies Act, 2013 and Regulation 20 of the SEBI Listing Regulations. The committee currently comprises:

Sr. No.	Name of Director	Designation	Committee designation
1.	Purushottam Dass Goel	Non-Executive Director	Chairperson
2.	Devendra Goel	Managing Director	Member
3.	Hemant Sultania	Independent Director	Member

Terms of reference

The Investor Grievances and Stakeholders' Relationship Committee shall be responsible for, among other things, as may be required under applicable law, the following:

(i) considering and looking into various aspects of interest of shareholders, debenture holders and other security holders

(ii) resolving the grievances of the security holders of the listed entity 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.;

(iii) giving effect to allotment of Equity Shares, approval of transfer or transmission of Equity Shares, debentures or any other securities;

(iv) issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.

(v) review of measures taken for effective exercise of voting rights by shareholders;

(vi) review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the registrar and share transfer agent;

(vii) review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company; and

(viii) carrying out any other functions required to be carried out by the Stakeholders' Relationship Committee as contained in the Companies Act, 2013 or the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

Risk Management Committee

The Risk Management Committee was constituted by a resolution passed by our Board dated December 19, 2024. The composition and terms of reference of the Risk Management Committee are in compliance with applicable provisions of the Companies Act, 2013 and Regulation 21 of the SEBI Listing Regulations. The Risk Management Committee currently comprises:

Sr. No.	Name of Director	Designation	Committee designation
1.	Devendra Goel	Managing Director	Chairperson
2.	Jay Goel	Whole- time Director	Member
3.	Hemant Sultania	Independent Director	Member

Terms of reference

The Risk Management Committee shall be responsible for, among other things, the following:

(i) Review, assess and formulate the risk management system and policy of the Company from time to time and recommend for an amendment or modification thereof, which shall include:

a. a framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability (particularly, environment, social and governance related risks), information, cyber security risks or any other risk as may be determined by the Risk Management Committee;

b. measures for risk mitigation including systems and processes for internal control of identified risks; and

c. business continuity plan;

(ii) Ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;

(iii) Monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;

(iv) Periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity, and recommend for any amendment or modification thereof, as necessary;

(v) Keep the Board of the Company informed about the nature and content of its discussions, recommendations and actions to be taken;

(vi) Review the appointment, removal and terms of remuneration of the Chief Risk Officer (if any);

(vii) To implement and monitor policies and/or processes for ensuring cyber security;

(viii) To 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; and

(ix) Any other similar or other functions as may be laid down by Board from time to time and/or as may be required under applicable law, as and when amended from time to time, including the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Corporate Social Responsibility Committee

The CSR Committee was constituted by a resolution of our Board dated December 19, 2024. The composition and terms of reference are in compliance with Section 135 and other applicable provisions of the Companies Act, 2013. The CSR Committee currently comprises:

Sr. No.	Name of Director	Designation	Committee designation
1.	Devendra Goel	Managing Director	Chairperson
2.	Jay Goel	Whole- time Director	Member
3.	Hemant Sultania	Independent Director	Member

Terms of reference

The Corporate Social Responsibility Committee be and is hereby authorized to perform the following functions:

(i) formulate and recommend to the Board, a "Corporate Social Responsibility Policy" ("**CSR Policy**") which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013, and the rules made thereunder, each as amended, monitor the implementation of the same from time to time, and make any revisions therein as and when decided by the Board;

(ii) review and recommend the amount of expenditure to be incurred on the activities referred to in clause (a);

(iii) monitor the Corporate Social Responsibility Policy of the Company from time to time;

(iv) identifying corporate social responsibility policy partners and corporate social responsibility policy programmes;

(v) the Corporate Social Responsibility Committee shall formulate and recommend to the Board, an annual action plan in pursuance of its corporate social responsibility policy, which shall include the following:

a. the list of corporate social responsibility projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Companies Act, 2013;

b. the manner of execution of such projects or programmes as specified in the rules notified under the Companies Act, 2013;

c. the modalities of utilisation of funds and implementation schedules for the projects or programmes;

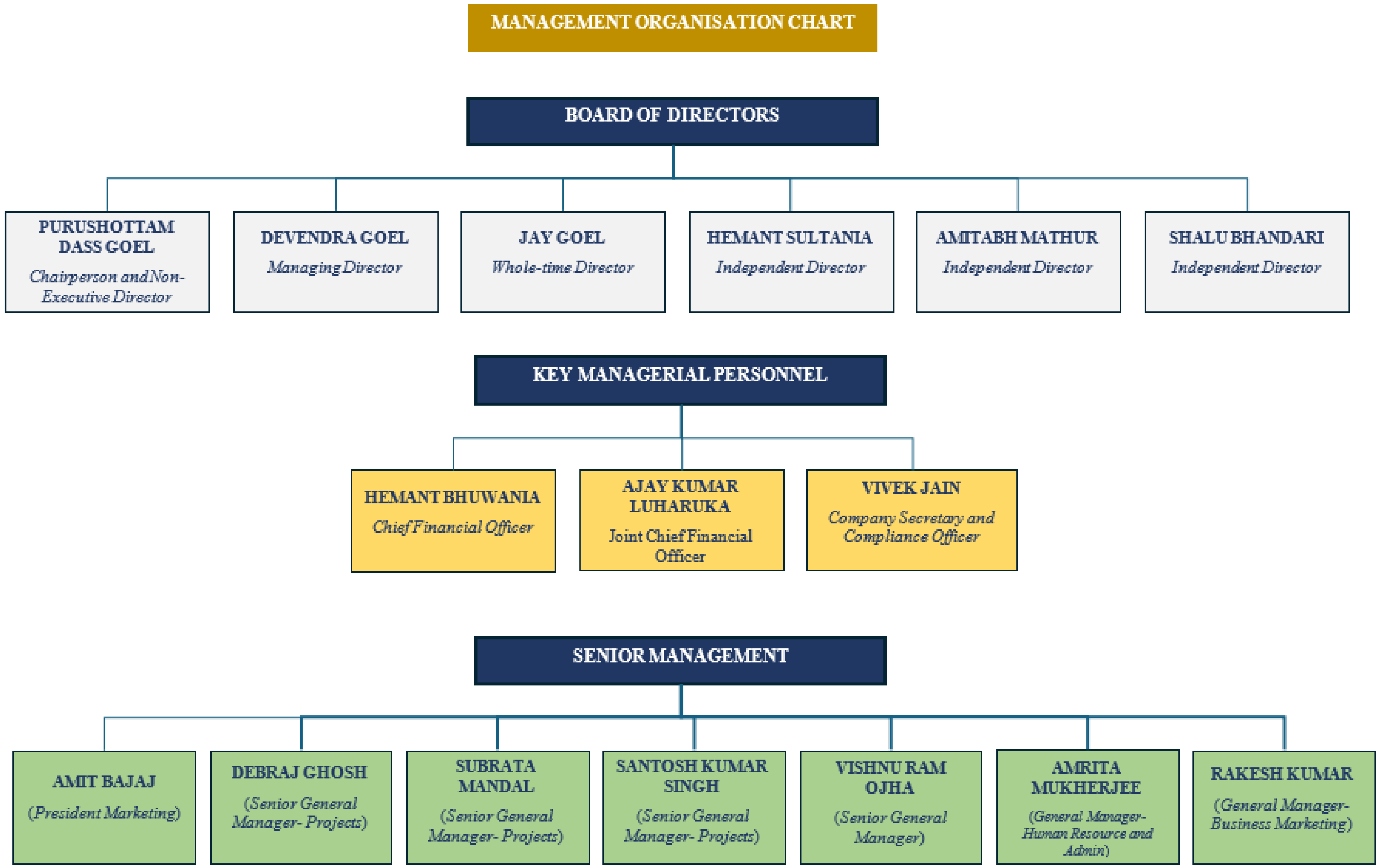
d. monitoring and reporting mechanism for the projects or programmes; and

e. details of need and impact assessment, if any, for the projects undertaken by the Company.

   Provided that the Board may alter such plan at any time during the financial year, as per the recommendation of its CSR Committee, based on the reasonable justification to that effect; and

(vi) any other matter as the Corporate Social Responsibility Committee may deem appropriate after approval of the Board or as may be directed by the Board from time to time and/or as may be required under applicable law, as and when amended from time to time.

Management Organisation Structure



Key Managerial Personnel and Senior Management

Key Managerial Personnel

In addition to our Executive Directors, Devendra Goel and Jay Goel whose details are provided in "- ***Brief Profiles of our Directors***" on page 301, the details of our other Key Managerial Personnel as on the date of this Prospectus are set forth below.

Hemant Bhuwania is the Chief Financial Officer of our Company. He has been associated with our Company since April 3, 2025. He is a fellow member of the Institute of Chartered Accountants of India. Prior to joining our Company, he was associated with Texmaco Rail and Engineering Limited and PriceWaterHouseCoopers in finance and auditing roles. He is responsible for administrative, financial and fundraising management operations related functions of our Company. In Fiscal 2026, he received an aggregate compensation of ₹9.05 million.

Ajay Kumar Luharuka is the Joint Chief Financial Officer of our Company. He has been associated with our Company since November 1, 2013. He holds a bachelor's degree in commerce from University of Calcutta. He is a fellow member of the Institute of Chartered Accountants of India. He is responsible for financial and risk management operations related functions of our Company. He was previously associated with Wim Plast Limited, as accounts officer. In Fiscal 2026, he received an aggregate compensation of ₹6.53 million.

Vivek Jain is the Company Secretary and Compliance Officer of our Company. He has been associated with our Company since December 15, 2025. He holds a bachelor's degree in commerce from University of Calcutta. He is an associate member of the Institute of Company Secretaries of India. He is responsible for supervising the secretarial and compliance related work of our Company. He was previously associated with Manaksia Aluminium Company Limited as a company secretary. In Fiscal 2026, he received an aggregate compensation of ₹0.49 million.

Senior Management

In addition to our Chief Financial Officer, Hemant Bhuwania, Joint Chief Financial Officer, Ajay Kumar Luharuka and our Company Secretary and Compliance Officer, Vivek Jain, whose details are provided in "***- Key Managerial Personnel***" on page 312, the details of our other Senior Management as on the date of this Prospectus are set forth below.

Debraj Ghosh is the Senior General Manager – Projects of our Company. He has been associated with our Company since March 1, 2015. He holds a bachelor's degree in science from University of Calcutta. He is responsible for project oversight and strategy functions of our Company. He was previously associated with Polycab Wires Private Limited as senior manager - engineering, procurement and construction. In Fiscal 2026, he received an aggregate compensation of ₹4.26 million.

Subrata Mandal is the Senior General Manager – Projects of our Company. He has been associated with our Company since April 1, 2017. He has passed the examination of bachelor's in electrical engineering from Jalpaiguri Polytechnic Institute, West Bengal. He is responsible for overseeing project management and strategic planning functions of our Company. He was previously associated with Eastern Engineers (India) Private Limited, Larsen and Toubro Limited, Construction Power Transmission and Distribution. In Fiscal 2026, he received an aggregate compensation of ₹4.60 million.

Santosh Kumar Singh is the Senior General Manager – Projects of our Company. He has been associated with our Company since July 5, 2018. He holds a bachelor's degree in technology from Kamla Nehru Institute of Technology, Sultanpur and a master's degree in business administration from Sikkim Manipal University. He is responsible for project management and innovation and process optimisation functions of our Company. He was previously associated with Sterling and Wilson Private Limited as deputy general manager- projects. In Fiscal 2026, he received an aggregate compensation of ₹4.30 million.

Vishnu Ram Ojha is the Senior General Manager of our Company. He has been associated with our Company since December 1, 2016. He holds a bachelor's degree in science from University of Bikaner, Bikaner. He is responsible for production and operations management functions of our Company. He was previously associated with Sterlite Power Transmission Limited as deputy manager - quality. In Fiscal 2026, he received an aggregate compensation of ₹3.37 million.

Amrita Mukherjee is the General Manager – Human Resources and Admin of our Company. She has been associated with our Company since August 11, 2016. She holds a master's degree in management from Globsyn

Business School, Kolkata. She is responsible for human resource management and employee engagement and development functions of our Company. She was previously associated with McNally Bharat Engineering Co. Limited as deputy manager - human resources. In Fiscal 2026, she received an aggregate compensation of ₹1.50 million.

Amit Bajaj is the President- Marketing of our Company. He has been associated with our Company since March 14, 2013. He has passed the examination of bachelor's in commerce from University of Calcutta. He is responsible for marketing related functions of our Company. He was previously associated with UIC Udyog Limited as president (marketing). In Fiscal 2026, he received an aggregate compensation of ₹7.27 million.

Rakesh Kumar is the General Manager – Business Marketing of our Company. He has been associated with our Company since June 16, 2021. He holds a bachelor's degree in engineering (mechanical) from Kuvempu University. He is responsible for search and identification of new opportunities, client liaison and relationship management functions of our Company. He was previously associated with Tahal Consulting Engineers Limited as assistant vice president- projects. In Fiscal 2026, he received an aggregate compensation of ₹3.36 million.

Status of Key Managerial Personnel and Senior Management

All the Key Managerial Personnel and Senior Management are permanent employees of our Company.

Relationship among Key Managerial Personnel and Senior Management

Except as disclosed in"- ***Relationship between our Directors, Key Managerial Personnel and Senior Management"*** on page 302, none of our Key Managerial Personnel and Senior Management are related to each other or to the Directors of our Company.

Bonus or profit-sharing plan for the Key Managerial Personnel and Senior Management

Except as disclosed in "***-Bonus or profit-sharing plan for our Directors***" on page 303, there is no bonus or profit sharing plan for the Key Managerial Personnel and Senior Management.

Loans to Key Managerial Personnel and Senior Management

Except as disclosed below, no loans have been availed by our Key Managerial Personnel and Senior Management from our Company as on the date of this Prospectus.

(₹ in million)

Sr. No.	Name of the KMP/ SM	Loan amount outstanding as on July 31, 2026
1.	Ajay Kumar Luharuka	1.85
2.	Subrata Mandal	0.70

Shareholding of Key Managerial Personnel and Senior Management in our Company

Except as disclosed in "***Capital Structure - Shareholding of our Directors, Key Managerial Personnel and members of Senior Management in our Company***" on page 141, none of our Key Managerial Personnel or Senior Management Personnel, hold any Equity Shares in our Company as on the date of this Prospectus.

Service Contracts with Key Managerial Personnel and Senior Management

None of our 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.

Contingent and deferred compensation payable to our Key Managerial Personnel and Senior Management

There was no contingent or deferred compensation payable to Key Managerial Personnel and Senior Management in Fiscal 2026, that did not form a part of their remuneration.

Arrangements and understanding with major shareholders, customers, suppliers or others

None of the Key Managerial Personnel or Senior Management of our Company have been appointed pursuant to any arrangement or understanding with our major shareholders, customers, suppliers or others.

Interest of Key Managerial Personnel and Senior Management

Other than as disclosed in "*- Interest of Directors*" above, the Key Managerial Personnel and Senior Management of our Company do not have any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business.

There is no conflict of interest between the suppliers of raw materials and third-party service providers (which are crucial for operations of our Company) and our Key Managerial Personnel or Senior Management.

There is no conflict of interest between the lessor of the immovable properties (which are crucial for operations of our Company) and our Key Managerial Personnel or Senior Management.

Changes in Key Managerial Personnel or Senior Management during the last three years

Except as disclosed below and in "***– Changes in our Board during the last three years***" above, there are no other changes in our Key Managerial Personnel and Senior Management in the three years immediately preceding the date of this Prospectus:

Name	Date of change	Reason for change
Hemant Bhuwania	May 15, 2025	Appointed as Group Chief Financial Officer - Business Development and Strategic Management
Hemant Bhuwania	July 14, 2025	Appointed as Chief Financial Officer
Ajay Kumar Luharuka	July 14, 2025	Resigned as Chief Financial Officer
Ajay Kumar Luharuka	July 14, 2025	Redesignated as Joint Chief Financial Officer
Roshaan Davve	January 1, 2026	Resigned as Company Secretary and Compliance Officer
Vivek Jain	January 1, 2026	Appointed as Company Secretary and Compliance Officer
Vishnu Ram Ojha	April 1, 2025	Redesignated as Senior General Manager
Amrita Mukherjee	April 1, 2026	Redesignated as General Manager – Human Resources and Admin

The attrition rate of our Key Managerial Personnel and Senior Management of our Company is comparable to the industry standard.

Employee stock option and stock purchase schemes

As on the date of this Prospectus, our Company does not have any employee stock options scheme.

Payment or Benefit to Key Managerial Personnel and Senior Management of our Company

No non-salary related amount or benefit has been paid or given to any of our Company's officers including our Directors, Key Managerial Personnel and Senior Management within the two preceding years of this Prospectus or is intended to be paid or given, other than in the ordinary course of their employment.

OUR PROMOTERS AND PROMOTER GROUP

Our Promoters

As on the date of this Prospectus, Purushottam Dass Goel, Devendra Goel and Jay Goel are the Promoters of our Company.

As on the date of this Prospectus, our Promoters' shareholding in our Company is as follows:

Sr. No.	Name of the Promoter	No. of Equity Shares held of face value of ₹5 each	% of pre-Offer Equity Share capital
1.	Purushottam Dass Goel	800,000	0.33
2.	Devendra Goel	119,431,856	49.03
3.	Jay Goel	86,560,000	35.54
	Total	**206,791,856**	**84.90**

For details of the build-up of the Promoters' shareholding in our Company, please refer to "***Capital Structure – History of the share capital held by our Promoters ,***", on page 132.

Details of our Promoter are as follows:

Purushottam Dass Goel, aged 78 years, is the Chairperson, Non-Executive Director and the Promoter of our Company

Date of Birth: August 1, 1948

Address: 1B, Mayfair Road, Ballygunge, Kolkata 700 019, West Bengal, India

Permanent Account Number: ADGPG4401N

For complete profile of Purushottam Dass Goel with details of his educational qualifications, experience in the business or employment, position/posts held in the past, directorships held, other ventures, special achievements and business and financial activities, please see "***Our Management – Board of Directors – Brief profiles of Directors***" on page 301.

Devendra Goel, aged 53 years, is the Managing Director and the Promoter of our Company

Date of Birth: October 20, 1972

Address: 1B, Mayfair Road, Ballygunge, Kolkata 700 019, West Bengal, India

Permanent Account Number: ADGPG4397K

For complete profile of Devendra Goel with details of his educational qualifications, experience in the business or employment, position/posts held in the past, directorships held, other ventures, special achievements and business and financial activities, please see "***Our Management – Board of Directors – Brief profiles of Directors***" on page 301.

Jay Goel, aged 29 years, is the Whole Time Director and the Promoter of our Company

Date of Birth: October 19, 1996

Address: Flat 4B, 1B, Mayfair Road, Ballygunge, Circus Avenue, Kolkata 700 019, West Bengal, India

Permanent Account Number: BPRPG2075J

For complete profile of Jay Goel with details of his educational qualifications, experience in the business or employment, position/posts held in the past, directorships held, other ventures, special achievements and business and financial activities, please see "***Our Management – Board of Directors – Brief profiles of our Directors***" on page 301.

Our Company confirms that the permanent account number, bank account number, passport number, Aadhaar card number and driving license number of our Promoters, as applicable, will be submitted to the Stock Exchanges, at the time of filing of this Prospectus.

Change in Control of our Company

There has been no change in control of our Company in the five years immediately preceding the date of this Prospectus. For more details, please see "***Capital Structure – Notes to capital structure- Equity share capital history of our Company***" and "***History and Certain Corporate Matters - Shareholders' agreement and other key agreements***" on pages 114 and 293, respectively.

Interests of Promoters

Our Promoters are interested in our Company: (i) to the extent that they have promoted our Company; (ii) to the extent of their respective direct or indirect shareholding in our Company and the shareholding of their relatives in our Company; and (iii) the dividends payable upon such shareholding and any other distributions in respect of their respective shareholding in our Company or of their relatives in our Company, if any. For further details, see "***Capital Structure – Notes to capital structure - History of the share capital held by our Promoters***" on page 132. Additionally, our Promoters may be interested in transactions entered by our Company with them, their relatives, or other entities (i) in which our Promoters hold shares, directly or indirectly or (ii) which are controlled by our Promoters.

Our Promoters may be deemed to be interested in the remuneration paid/ payable to them, benefits and the reimbursement of expenses payable to them as Directors of our Company. For further details, see "***Our Management - Terms of appointment of Directors***" on page 302.

Our Promoters are interested to the extent of personal guarantees given, against loans availed by our Company. For further information, please see "***History and Certain Corporate Matters- Guarantees provided to third parties by our Promoters offering their Equity Shares in the Offer for Sale***" and "***Financial Indebtedness***" on pages 290 and 418, respectively.

Our Promoters, Purushottam Dass Goel and Devendra Goel, may also be interested to the extent of rent received by them from our Company for (i) our erstwhile corporate office located at 4A, Pollock Street, 3rd Floor, Kolkata 700 001, West Bengal, India during Fiscal 2025; and (ii) part of the leased Manufacturing Unit I, respectively. For further details, see "***Restated Consolidated Financial Information - Related Party Transaction – Note 45.11 – Related party disclosure pursuant to Ind AS - 24***" and "***Our Business – Property***" on page 372 and 278, respectively.

No sum has been paid or agreed to be paid to any of our Promoters or to any firm or company in which any of our Promoters are interested as a member, in cash or shares or otherwise by any person, either to induce them to become or to qualify them, as a Director or otherwise for services rendered by them, or by such firm or company, in connection with the promotion or formation of our Company.

All our Promoters, Purushottam Dass Goel, Devendra Goel and Jay Goel, are related to each other. For further details, see "***Our Management - Relationship between our Directors, Key Managerial Personnel and Senior Management***" on page 302.

Interest in property, land, construction of building and supply of machinery

Our Promoters do not have any interest in any property acquired by our Company in the three years preceding from the date of this 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.

There is no conflict of interest between the lessors of immovable properties (crucial for operations of our Company) and our Promoters and members of our Promoter Group.

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 Promoters and members of our Promoter Group.

Payment or benefits to Promoter or Promoter Group

Except in ordinary course of business and as disclosed in "***Our Management - Terms of appointment of Directors***" and "***Restated Consolidated Financial Information – Related Party Transaction – Note 45.11 – Related party disclosure pursuant to Ind AS - 24***" on pages 302 and 372, respectively, there has been no payment or benefits given by our Company to our Promoters or any of the members of our Promoter Group during the two years preceding the date of this Prospectus nor is there any intention to pay or give any benefit to our Promoters or any members of our Promoter Group as on the date of this Prospectus.

Companies or firms with which our Promoter have disassociated in the last three years

Except as disclosed below, our Promoters have not disassociated themselves from any companies or firms in the three years preceding the date of this Prospectus.

Name of the Promoter	Name of the company or firm from which the Promoters have disassociated	Reasons for and circumstances leading to disassociation	Date of disassociation
Purushottam Dass Goel	Lumino Bio Fuel Private Limited	Voluntary strike-off	December 30, 2023
Devendra Goel	Shree Krishna Bio Fuel Energy Private Limited	Voluntary strike-off	June 26, 2024
	Unique Heights Private Limited	Cessation of directorship	February 6, 2025
	Screenzy Digital Commercial Private Limited	Voluntary strike-off	July 28, 2026
Jay Goel	Akshat Builders Private Limited	Cessation of directorship	February 4, 2025
	Screenzy Digital Commercial Private Limited	Voluntary strike-off	July 28, 2026

Material guarantees

As on the date of this Prospectus, our Promoters have not given any material guarantee to any third party with respect to the Equity Shares.

Other ventures of our Promoter

As on date of this Prospectus, our Promoters have not been involved in any other venture that is in the same line of activities or business as that of our Company.

Promoter Group

In addition to our Promoters, the individuals and entities that form a part of the Promoter Group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations are set out below:

Natural persons who are part of our Promoter Group

The natural persons who are members of our Promoter Group, other than our Promoters, are as follows:

Name of the Promoter	Name of member of Promoter Group	Relationship with our Individual Promoters
Purushottam Dass Goel	Devendra Goel	Son
	Deepak Goel	Son
	Sangeeta Pramod Kumar Tekriwal	Daughter
	Suresh Kumar Goyal	Brother
	Ashok Aggarwal	Spouse's brother
	Lalit Aggarwal	Spouse's brother
	Anil Aggarwal	Spouse's brother
	Gayatri Chiripal	Spouse's sister
Devendra Goel	Purushottam Dass Goel	Father
	Rashmi Goel	Spouse
	Deepak Goel	Brother
	Sangeeta Pramod Kumar Tekriwal	Sister
	Jay Goel	Son
	Rohit Goel	Son
	Mahabir Prasad Kedia	Spouse's father
	Bishnu Kumar Kedia	Spouse's brother
	Sanjay Kedia	Spouse's brother
	Kiran Agarwalla	Spouse's sister
Jay Goel	Devendra Goel	Father
	Rashmi Goel	Mother
	Sashrika Agarwal	Spouse
	Rohit Goel	Brother
	Amar Agarwalla	Spouse's father
	Abhilasha Agarwal	Spouse's mother
	Prasant Agarwal (minor)	Spouse's brother

Entities forming part of our Promoter Group

The entities forming part of our Promoter Group are as follows:

1. Aasheesh Realty Projects Private Limited
2. Aayush Pratik Dealcomm Private Limited
3. AJ Finance Private Limited
4. Akshat Builders Private Limited
5. Akshat Goel Family Trust
6. Amar Agarwalla HUF
7. Brijdham Infrastructure Private Limited
8. Chanda Housing LLP
9. Deepak Goel Business Trust
10. Deepak Goel Non Business Trust
11. Devendra Goel Private Family Trust
12. Devesh Goel Family Trust
13. D.S. Developers Private Limited
14. DRP Realtors Private Limited
15. DVG Private Family Trust
16. Ganpati Electricals - Proprietorship

17. Ganpati Global Trade - Proprietorship
18. Ganpati Transmission and Power Private Limited
19. Garvit Distributors Private Limited
20. Goel Buildcon Private Limited
21. Goel Little Icons LLP
22. Goel Propcon Private Limited
23. Harmony Infrabuild Private Limited
24. Hawk Sales Private Limited
25. IBISS01 - Proprietorship
26. Jagannath Concrete Poles
27. Jay Goel Private Family Trust
28. Klarix Wires LLP
29. Lakshya Properties Private Limited
30. Lal Dass Properties Private Limited
31. Laser Developers Private Limited
32. Laser Power and Infra Limited
33. Lumicab LLP
34. Lumino Finvest Private Limited
35. Lumino Jupiter Solar LLP
36. Lumino Power Infrastructure Private Limited
37. Mahabir Prasad Kedia HUF
38. Monark Dealcom Private Limited
39. Navnirman Buildwell Private Limited
40. Newleaf Realtors Private Limited
41. Orbit Merchant Private Limited
42. Priya Goel Private Family Trust
43. P.S. Enterprise
44. Pulkit Properties Private Limited
45. RAG Private Family Trust
46. Ramkishandass Goel Charitable Trust
47. Ramkrishna Infrastructure Private Limited
48. Rashmi Goel Private Family Trust

49. Ready Construction Private Limited
50. Red Dawn Dealtrade LLP
51. Reline Developers Private Limited
52. Rohit Goel Private Family Trust
53. Samidha Goel Private Family Trust
54. Sanjay Casting & Engineering Co. - Proprietorship
55. Sanjay Casting & Engineering Company - Proprietorship
56. Sanjay Kedia (HUF)
57. SCE Infratech – Proprietorship
58. Screenzy Commercials LLP
59. Shanti Deep Homes LLP
60. Shanti Devi Goel Charitable Trust
61. Shanti Health Services Private Limited
62. Shanti Infra Development Private Limited
63. Shanti Infrabuild Private Limited
64. Shivangini Builders Private Limited
65. Shree Shyam Enclave Private Limited
66. S K Goel & Sons (HUF)
67. SRS Tractors Private Limited
68. Sunrise E-Services Private Limited
69. Tejmangal Dealtrade LLP
70. UIC Udyog Limited
71. Vertical Distributors Private Limited
72. Vidula Agency Private Limited
73. Violet Vinimay Private Limited

DIVIDEND POLICY

The dividend distribution policy of our Company was approved and adopted by our Board on December 19, 2024 ("**Dividend Policy**"). In terms of the Dividend Policy, the declaration and payment of dividends including interim dividend on our Equity Shares, if any, will be decided by our Board subject to the criteria as mentioned in the Dividend Policy.

Any future determination as to the declaration and payment of dividends, if any, will be at the discretion of the Board and will depend on a number of factors, including but not limited to, (i) financial parameters and internal factors such as consolidated net operating profits after tax, accumulated reserves, working capital requirements, capital expenditure requirements, resources required to fund acquisitions and/or new businesses, cash flow required to meet contingencies, outstanding borrowings, past dividend trends (wherever applicable), earnings outlook and expected future capital/ liquidity requirements; and (ii) external factors such as prevailing legal requirements, regulatory conditions or restrictions as laid down under the applicable laws including tax laws, dividend pay-out ratios of companies in the same industry, significant changes in macro-economic environment affecting India or the geographies in which our Company operates, or the business of our Company or of its clients, political, tax and regulatory changes in the geographies in which our Company operates, any significant change in the business or technological environment resulting in our Company making significant investments to effect the necessary changes to its business model, changes in the competitive environment requiring significant investment, inflation rate and cost of external financing. For details in relation to risks involved in this regard, see "***Risk Factors – Our Company's ability to pay dividends or undertake bonus issue in the future will depend on our Company's earnings, financial condition, working capital requirements, capital expenditures and restrictive covenants of our Company's financing arrangements***" on page 72.

Our Company has not declared and paid any dividend on the Equity Shares in the three Fiscals preceding the date of this Prospectus.

SECTION V – FINANCIAL INFORMATION

RESTATED CONSOLIDATED FINANCIAL INFORMATION

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INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED CONSOLIDATED FINANCIAL INFORMATION

To,
The Board of Directors
Lumino Industries Limited
Unit No- 12/4, Merlin Acropolis, 1858/1
Rajdanga Main Road,
Kolkata - 700107, West Bengal

Dear Sirs

1. We have examined, the attached Restated Consolidated Financial Information of Lumino Industries Limited (the 'Company') and its subsidiaries (including step-down subsidiaries) (collectively, the 'Group') and its joint ventures for the year ended March 31, 2026, and the Restated Consolidated Financial Information of the Company and its joint venture for the years ended March 31, 2025 and March 31, 2024 (refer Paragraph 7 for the list of subsidiaries (including step-down subsidiaries) and joint ventures included in the Statement) comprising the Restated Consolidated Statement of Assets and Liabilities as at March 31, 2026 , March 31, 2025 and March 31, 2024; the Restated Consolidated Statement of Profit and Loss (including Restated Consolidated Other Comprehensive Income), the Restated Consolidated Statement of Changes in Equity, and the Restated Consolidated Statement of Cash Flows for the year ended March 31, 2026, March 31, 2025 and March 31, 2024, and the material accounting policies and other financial information (together referred to as "Restated Consolidated Financial Information"), as approved by the Board of Directors of the Company at their meeting held on 8th August,2026 for the purpose of inclusion in the Red Herring Prospectus and Prospectus ("Offer Documents") prepared by the Company in connection with its proposed Initial Public Offer of equity shares of the Company ("IPO"). The Restated Consolidated Financial Information have been prepared in terms of the requirements of:
   - Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act");
   - The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"); and
   - The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountant of India ("ICAI"), as amended from time to time (the "Guidance Note").

Management Responsibility for the Restated Consolidated Financial Information

2. The Company's Board of Directors is responsible for the preparation of the Restated Consolidated Financial Information for the purpose of inclusion in the Offer Documents to be filed with Securities and Exchange Board of India ("SEBI"), National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE" and together with NSE, (the "Stock Exchanges") and the Registrar of Companies, West Bengal, situated at Kolkata ("ROC") in connection with the proposed IPO. The Restated Consolidated Financial Information have been prepared by the management of the Company ("Management") based on the basis of preparation stated in Note 2 to the Restated Consolidated Financial Information.

   The respective Board of Directors of the Company, its subsidiaries (including step-down subsidiaries) and its joint ventures are responsible for designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Consolidated Financial Information. The respective Board of Directors are also responsible for identifying and ensuring that the Group and its joint ventures comply with the Act, the ICDR Regulations and the Guidance Note, as applicable.

Auditor's Responsibility

3. We have examined such Restated Consolidated Financial Information taking into consideration:

   a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated July 25, 2024 in connection with the Proposed IPO;

   b) The Guidance Note; the guidance note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;

c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Consolidated Financial Information; and

d) The requirements of Section 26 of the Act and the ICDR Regulations.

Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the Proposed IPO.

Restated Consolidated Financial Information as per audited Consolidated Financial Statements:

4. The Restated Consolidated Financial Information has been compiled by the management from:

   a) Audited Consolidated Financial Statements of the Group and its joint ventures for the year ended March 31, 2026 and the Audited Consolidated Financial Information of the Company and its joint venture for the year ended 31 March 2025, prepared in accordance with the Indian Accounting Standards 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 meetings held on June 05, 2026 and May 15, 2025 respectively, on which the Joint Auditors Singhi & Co., Chartered Accountants (FRN: 302049E) and SDP & Associates, Chartered Accountants (FRN: 322176E) have issued their unmodified opinion vide their reports dated June 05, 2026 and May 15, 2025 respectively.

   b) Reaudited Special Purpose Consolidated Financial Statements of the Company and its joint venture for year ended March 31, 2024 prepared in accordance with the Indian Accounting Standards 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, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"); and other relevant provisions of the Act, which have been approved by the Board of Directors at their meeting held on January 11, 2025, on which one of the Joint Auditors, Singhi & Co., Chartered Accountants (FRN: 302049E) have issued their unmodified opinion vide their reports dated January 11, 2025.

   As informed to us by the management, one of the Joint Auditors SDP & Associates, Chartered Accountants (FRN: 322176E), the statutory auditors for the year ended March 31, 2024 did not hold a peer review certificate as issued by the Institute of Chartered Accountants of India. Hence, in accordance with ICDR Regulations, one of the Joint Auditors, Singhi & Co., Chartered Accountants (FRN: 302049E), have reaudited the Special Purpose Consolidated Financial Statements referred to above and issued our special purpose audit reports thereon, as referred above. However, we have relied on the audit report for the year ended March 31, 2024 dated May 23, 2024, issued by SDP & Associates, Chartered Accountants, in so far as it relates to the Companies Auditors Report Order, 2020 ("CARO, 2020") and report on other legal and regulatory requirements for our reporting.

Auditors' Report

5. For the purpose of our examination, we have relied on;

   a) Auditors' report issued by us dated June 05, 2026 on the Audited Consolidated Financial Statements of the Group and its joint ventures for the year ended March 31, 2026 and Auditors' report issued by us dated May 15, 2025 on the Audited Consolidated Financial Statements of the Company and its joint venture for year ended March 31, 2025, as referred in Paragraph 4(a).

   b) Auditors' reports issued by one of the Joint Auditors Singhi & Co., Chartered Accountants, dated January 11, 2025 on the Reaudited Special Purpose Consolidated Financial Statements of the Company and its joint venture for year ended March 31, 2024 as referred in paragraph 4(b) above. Auditors' report issued by one of the Joint Auditors SDP & Associates, Chartered Accountants, dated May 23, 2024 on the audited Consolidated Financial Statements of the Company and its joint venture as at and for the year ended March 31, 2024, as referred in paragraph 4(b) above.

6.1. As indicated in our Audit Report on the Consolidated Financial Statement for the year ended March 31, 2026, referred in para 5(a) above, includes following 'Other Matter' paragraphs which are reproduced below:

   a) The Consolidated Financial Statements includes the Group's share of Joint Venture total comprehensive income (comprising of profit and other comprehensive income) of Rs. 0.33 Million for year ended March 31, 2026, whose financial statements have been audited by one of the joint auditors SDP & Associates, Chartered Accountants.

b) The Consolidated Financial Statements includes the Group's share of Joint Venture total comprehensive income (comprising of loss and other comprehensive income) of Rs. (0.01) Million for year ended March 31, 2026, whose financial statements have been audited by other auditors.

c) We did not audit the standalone financial statements and financial information of four subsidiaries (including step down subsidiaries) whose financial statements / financial information (before consolidation adjustments) reflects total assets of Rs. 0.67 Million and net assets Rs. 0.64 Million as at March 31, 2026 and total revenue of Rs. NIL, total net loss after tax of Rs. 0.16 Million, total comprehensive income of Rs. (0.16) Million and net cash inflow of Rs. 0.42 Million for the year ended on that date as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these companies is based solely on the reports of the other auditors.

d) We did not audit the financial statements/information of the foreign branch of Parent Company located in Rwanda, whose financial statements/information reflect total assets of Rs. 16.08 Million as at March 31, 2026 and total revenue of Rs. 22.00 Million for the year then ended, as considered in the consolidated financial statements. This financial statements/information are for a different reporting period ended December 31, 2025, which differs from the Company's reporting date by three months, and were audited by other auditors whose report has been furnished to us. Our opinion, in so far as it relates to the amounts included for such branch including other information, is based solely on the report of the other auditors, the adjustments made by the management of the Company to align the reporting period and conversion adjustments prepared by the management of the Company and audited by us.

e) The management has confirmed that one joint venture has been incorporated on February 16, 2026, which has not carried out any financial activity during the period from February 16, 2026 to March 31, 2026 and accordingly, no financial statements have been prepared for the said Joint Venture.

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

6.2. As indicated in our Audit Report on the Consolidated Financial Statement for the year ended March 31, 2025, referred in para 5(a) above, includes following 'Other Matter' paragraph which is reproduced below:

We did not audit the financial statements of the foreign branch located in Rwanda, whose financial statements/information reflect total assets of Rs. 268.84 million and total revenue of Rs. 37.15 million as at March 31, 2025 and for the year then ended, as considered in the consolidated financial statements. These financial statements are for a different reporting period ended December 31, 2024, which differs from the Company's reporting date by three months, and were audited by other auditors whose report has been furnished to us. Our opinion, insofar as it relates to the amounts included for such branch including other information, is based solely on the report of the other auditors, the adjustments made by the Company's management to align the reporting period and conversion adjustments prepared by the management of the Company and audited by us. Our opinion is not modified in respect of the above matter.

6.3. As indicated in the Audit Report on the Consolidated Financial Statement for the year ended March 31, 2024, referred in para 5(b) above, includes following 'Other Matter' paragraph which is reproduced below

We have not physically visited the foreign branches located in Rwanda and Ethiopia, whose financial information reflects total assets of Rs. 17.04 million and Rs. 0.01 million, respectively, as of March 31, 2024, and total revenues of Rs. 5.08 million and Rs. 0.11 million respectively, for the year then ended, as considered in the consolidated financial statements. We have audited the financial information that has been furnished to us by the management, for FY 2023-2024 of Ethiopia branch. However, for the Rwanda branch, reliance was placed on the audited financial statement received for period of 01-01-2023 to 31-12-2023, which was adjusted by eliminating the audited financials from 01-01-2023 to 31-03-2023 and by incorporating the unaudited financial statement from 01-01-2024 to 31-03-2024 which was audited from our end based on the financial information furnished to us by the management. Our opinion is not modified in respect of the above matter.

7. The Restated Consolidated Financial Information includes the financial statements of the following entities:

Name of the entity	Relationship	Ownership held by	% Ownership held either directly or through subsidiaries		
			As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Lumino Green Energy Private Limited	Wholly owned Subsidiary	Lumino Industries Limited	100%	-	-
RJ Green Energy Private Limited	Wholly owned Subsidiary	Lumino Industries Limited	100%	-	
Lumino Renewable Energy Private Limited	Step down Subsidiary	Lumino Green Energy Private Limited	100%	-	
Lumino Solar Energy Private Limited	Step down Subsidiary	Lumino Green Energy Private Limited	100%	-	
Lumino SMC JV	Joint Venture	Lumino Industries Limited	49%	49%	49%
LIL-PCSCPL-JV	Joint Venture	Lumino Industries Limited	98%	-	-

Notes:

a) SIPS-LUMINO-ZETWERK (JV EPC - 4) (Share - 27%) - As per the terms and conditions of the agreement, the Parent company will not claim any profit and shall not be liable to make good of any loss, suffered by the Joint Venture, hence the same has not been consolidated in the Restated Consolidated Financial Information.

b) LIL-ASPL-JV - The Parent company has entered into joint venture agreement with Acqua Tech Solution Private Limited on 16th February, 2026 however it has not commenced operations nor undertaken any transactions up to the end of the financial year. Accordingly, it has not been consolidated in the Restated Consolidated Financial Information.

8. Based on our examination and according to the information and explanations given to us we report that the Restated Consolidated Financial Information:

a) have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial year ended March 31, 2025 and March 31, 2024 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the year ended March 31, 2026 as more fully described in Annexure VII to the Restated Consolidated Financial Information (Statement of Adjustments to Restated Financial Information);

b) there are no qualifications in the independent auditor's report on the audited consolidated financial statements of the Group and the joint ventures as at and for the year ended March 31, 2026 and the Company and its joint venture as at and for each of the years ended March 31, 2025 and March 31, 2024, which require any adjustments to the Restated Consolidated Financial Information.

Our audit report for the year ended March 31, 2026 as referred in paragraph 5(a) above included under Report on Other Legal and Regulatory Requirements in respect of Audit Trail, which is reproduced below and do not require any corrective adjustments in the Restated Consolidated Financial Information:

"Based on our examination, which included test checks, the Group has used multiple accounting software for maintaining its books of account, which have a feature of recording audit trail (edit log) facility, and the same has operated throughout the year for all relevant transactions recorded in the software, except for Parent Company: (a) In respect of one accounting software, the audit trail feature was enabled at the database level with effect from 22 May 2025; (b) In respect of the human resource management software, the audit trail feature was enabled at the application and database levels with effect from 01 March 2026.

During the course of performing our procedures, except for the aforesaid instances where the audit trail was not enabled and the question of our commenting on whether the audit trail has been tampered with does not arise, we did not notice any instance of the audit trail feature being tampered with. Further, the audit trail has been preserved by the Group as per the statutory requirements for record retention to the extent enabled and recorded in the respective years."

Our audit report for the year ended March 31, 2025 as referred in paragraph 5(a) above included under Report on Other Legal and Regulatory Requirements in respect of Audit Trail, which is reproduced below and do not require any corrective adjustments in the Restated Consolidated Financial Information:

"Based on our examination which included test checks, the Company has used an accounting softwares for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the softwares except that, the audit trail feature is not enabled at the database level in all the softwares. Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with and the same has been preserved by the company as per the statutory requirements for record retention, where such feature is enabled. The Joint Venture, not being a Company, audit trail (edit log) facility is not required to be maintained"; and

c) have been prepared in accordance with the Act, the ICDR Regulations and the Guidance Note.

9. 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.

10. We have not audited any financial statements of the Company as of any date or for any period subsequent to March 31, 2026. Accordingly, we express no opinion on the financial position, results of operations, statements of changes in equity and cash flows of the Company as of any date or for any period subsequent to March 31, 2026.

11. The Restated Consolidated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the audited consolidated financial statements mentioned in paragraph 5 above, except for incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the year ended March 31, 2026 and for impact on EPS on account of split and bonus issue of shares by the Company.

12. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us jointly or separately, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

13. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

14. Our report is intended solely for use of the Board of Directors for inclusion in the RHP to be filed with SEBI, Stock Exchanges and ROC in connection with the proposed IPO. Our report should not be used, referred to or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For SINGHI & CO.,
Chartered Accountants
Firm Registration No.302049E

For SDP & Associates
Chartered Accountants
Firm Registration No.322176E

Rahul Bothra
Partner
Membership No. 067330
UDIN: 26067330EXUCEX1046
Place: Kolkata
Date: 08th August, 2026

Pranita Dalmia
Partner
Membership No. 062175
UDIN:26062175NMVHLE6910
Place: Kolkata
Date: 08th August, 2026

Lumino Industries Ltd
CIN -U14293WB2005PLC102556
Annexure I- Restated Consolidated Statement of Assets and Liabilities
(All amount are in INR Millions, Unless otherwise stated)

	Particulars	Note No.	As at 31st March, 2026	As at 31st March, 2025	As at 31st March, 2024
A	**ASSETS**				
1	**Non-Current assets**				
(a)	Property, Plant and Equipment	**3**	653.36	590.05	452.13
(b)	Capital work-in-progress	**4**	478.32	109.45	46.80
(c)	Intangible Assets	**5**	1.30	1.58	1.13
(d)	Right-of-use assets	**6**	141.87	155.42	127.13
(e)	Financial Assets				
	i. Investments	**7**	37.20	33.91	24.54
	ii. Loan	**8**	-	-	102.45
	iii. Other Financial assets	**9**	357.53	226.45	149.69
(f)	Deferred Tax Assets (Net)	**10**	294.04	194.44	39.25
(g)	Other non-current assets	**11**	233.40	218.42	67.98
	Total non-current assets		**2,197.02**	**1,529.72**	**1,011.10**
2	**Current assets**				
(a)	Inventories	**12**	3,640.73	2,590.96	1,788.52
(b)	Financial Assets				
	i. Investments	**13**	201.60	322.86	846.60
	ii. Trade receivables	**14**	8,948.58	7,211.64	4,595.23
	iii. Cash and cash equivalents	**15**	918.30	780.67	179.57
	iv. Bank balances other than cash and cash equivalents	**16**	1,589.34	1,491.28	1,145.01
	v. Other Financial assets	**17**	3,181.04	2,506.36	1,556.03
(c)	Current Tax Assets (Net)	**18**	28.68	45.36	56.66
(d)	Other current assets	**19**	1,043.46	707.75	575.69
	Total current assets		**19,551.73**	**15,656.88**	**10,743.31**
	Total Assets (1+2)		**21,748.75**	**17,186.60**	**11,754.41**
B	**EQUITY AND LIABILITIES**				
1	**Equity**				
(a)	Equity Share Capital	**20**	1,217.89	1,217.89	304.47
(b)	Other Equity	**21**	6,079.22	4,486.57	4,155.21
	Equity attributable to Owners of the Company		7,297.11	5,704.46	4,459.68
(c)	Non Controlling Interest		-	-	-
	Total equity		**7,297.11**	**5,704.46**	**4,459.68**
	Liabilities				
2	**Non-current liabilities**				
(a)	Financial Liabilities				
	i. Borrowings	**22**	277.44	104.49	200.09
	ii. Lease Liabilites	**23**	150.29	169.42	145.18
	iii. Other Financial Liabilities	**24**	29.37	28.37	28.37
(b)	Provisions (Net)	**25**	10.34	10.11	6.31
	Total non-current liabilities		**467.44**	**312.39**	**379.95**
3	**Current liabilities**				
(a)	Financial Liabilities				
	i. Borrowings	**26**	3,564.17	4,083.79	208.96
	ii. Lease Liabilites	**27**	21.57	17.83	7.79
	iii. Trade Payables	**28**			
	- Total outstanding dues of micro and small enterprises		639.18	355.60	383.02
	- Total outstanding dues of creditors other than micro		1,915.54	645.78	979.59
	iv. Trade Acceptance	**29**	5,954.66	4,441.58	4,013.64
	v. Other Financial Liabilities	**30**	70.80	92.64	47.69
(b)	Other Current Liabilities	**31**	1,788.45	1,286.52	1,172.22
(c)	Provisions (Net)	**32**	8.36	5.46	3.78
(d)	Current Tax Liabilities (Net)	**33**	21.47	240.55	98.09
	Total current liabilities		**13,984.20**	**11,169.75**	**6,914.78**
	Total liabilities (2+3)		**14,451.64**	**11,482.14**	**7,294.73**
	Total Equity and Liabilities (1+2+3)		**21,748.75**	**17,186.60**	**11,754.41**
	Notes Forming part of Restated Consolidated Financial Information	**1-45**			

The above Restated Consolidated Statement of Assets and Liabilities should be read in conjunction with Material Accounting Policies to Restated Consolidated Financial Information in Annexure -V, Notes to the Restated Consolidated Financial Information appearing in Annexure - VI and Statement of Adjustments to Audited Consolidated Financial Statements appearing in Annexure - VII.

As per our report of even date

For Singhi & Co.
Chartered Accountants
Firm Registration No.302049E

For SDP & Associates
Chartered Accountants
Firm Registration No.322176E

For and on behalf of the Board of Directors

Rahul Bothra
Partner
Membership No. 067330

Pranita Dalmia
Partner
Membership No. 062175

Devendra Goel
(Managing Director)
DIN: 00673447

Jay Goel
(Director)
DIN: 08190426

Place : Kolkata
Date : 8th August, 2026

Hemant Bhuwania
(Chief Financial Officer)

Vivek Jain
(Company Secretary)

Lumino Industries Ltd
CIN -U14293WB2005PLC102556
Annexure II- Restated Consolidated Statement of Profit and Loss
(All amount are in INR Millions, Unless otherwise stated)

	Particulars	Note No.	For the year ended 31st March, 2026	For the year ended 31st March, 2025	For the year ended 31st March, 2024
	INCOME				
I	Revenue from Operations	34	20,410.73	19,179.68	14,073.15
II	Other Income	35	482.40	287.13	173.12
III	**Total Income (I+II)**		**20,893.13**	**19,466.81**	**14,246.27**
IV	**EXPENSES**				
	Cost of materials consumed	36	11,433.55	10,520.30	7,706.66
	Erection, sub-contracting and other project expenses	37	4,708.51	5,030.25	3,643.39
	(Increase)/ decrease in inventories	38	(363.71)	(898.32)	(435.23)
	Employee benefits expense	39	907.31	763.49	614.22
	Finance costs	40	660.00	660.14	362.35
	Depreciation and amortization expenses	41	164.17	163.26	102.14
	Other expenses	42	1,335.60	1,534.59	1,093.19
	Total Expenses (IV)		**18,845.43**	**17,773.71**	**13,086.72**
V	**Restated Profit before share of profit/(loss) of an associate (III-IV)**		**2,047.70**	**1,693.10**	**1,159.55**
	Profit /(Loss) on account of consolidation of Joint Venture		0.33	(5.42)	(0.27)
VI	**Restated Profit for the year before tax (V-VI)**		**2,048.03**	**1,687.68**	**1,159.28**
VII	**Tax Expense:**	43			
	(1) Current tax		640.60	595.18	315.54
	(2) Income tax for earlier years		(44.78)	1.32	(0.33)
	(3) Deferred tax		(147.78)	(154.68)	(22.00)
	Total Tax Expenses (VI)		**448.04**	**441.82**	**293.21**
VIII	**Restated Profit for the year after tax (V-VI)**		**1,599.99**	**1,245.86**	**866.07**
IX	**Other Comprehensive Income**				
	A. (i) Items that will not be reclassified to profit or loss		(6.42)	(4.79)	(0.94)
	(ii) Income tax relating to above items		1.64	1.32	0.23
	B. (i) Items that will be reclassified to profit or loss		(3.42)	3.27	0.40
	(ii) Income tax relating to above items		0.86	(0.82)	(0.10)
	Total Restated Other Comprehensive Income (IX)	44	**(7.34)**	**(1.02)**	**(0.41)**
X	**Total Restated Comprehensive Income for the year (VIII + IX)**		**1,592.65**	**1,244.84**	**865.66**
	Restated Profit for the year attributable to:				
	(i) Owners of the Company		1,599.99	1,245.86	866.07
	(ii) Non-controlling interests		-	-	-
	Restated Profit for the year		**1,599.99**	**1,245.86**	**866.07**
	Restated Other Comprehensive Income attributable to:				
	(i) Owners of the Company		(7.34)	(1.02)	(0.41)
	(ii) Non-controlling interests		-	-	-
	Restated Other Comprehensive Income		**(7.34)**	**(1.02)**	**(0.41)**
	Total Restated Comprehensive Income attributable to:				
	(i) Owners of the Company		1,592.65	1,244.84	865.66
	(ii) Non-controlling interests		-	-	-
	Total Restated Comprehensive Income		**1,592.65**	**1,244.84**	**865.66**
XI	**Earnings per Equity Shares of par value of ₹ 5/- each**	45.3			
	Basic and diluted (in ₹)		6.57	5.11	3.56
	Notes Forming part of Restated Consolidated Financial Information	1-45			

The above Restated Consolidated Statement of Profit and Loss should be read in conjunction with Material Accounting Policies to Restated Consolidated Financial Information in Annexure -V, Notes to the Restated Consolidated Financial Information appearing in Annexure - VI and Statement of Adjustments to Audited Consolidated Financial Statements appearing in Annexure - VII.

As per our report of even date

For Singhi & Co.
Chartered Accountants
Firm Registration No.302049E

For SDP & Associates
Chartered Accountants
Firm Registration No.322176E

For and on behalf of the Board of Directors

Rahul Bothra
Partner
Membership No. 067330

Pranita Dalmia
Partner
Membership No. 062175

Devendra Goel
(Managing Director)
DIN: 00673447

Jay Goel
(Director)
DIN: 08190426

Place : Kolkata
Date : 8th August, 2026

Hemant Bhuwania
(Chief Financial Officer)

Vivek Jain
(Company Secretary)

Lumino Industries Ltd
CIN -U14293WB2005PLC102556
Annexure III- Restated Consolidated Statement of Changes in Equity
(All amount are in INR Millions, Unless otherwise stated)

A. Equity Share Capital

Particulars	**Amount**
Balance as at 31st March 2023	**304.47**
Add/(Less): Changes in Equity Share Capital during the year	-
Balance as at 31st March 2024	**304.47**
Add/(Less): Changes in Equity Share Capital during the year	913.42
Balance as at 31st March 2025	**1,217.89**
Add/(Less): Changes in Equity Share Capital during the period/year	-
Balance as at 31st March 2026	**1,217.89**

B. Other Equity

Particulars	**Capital Reserve**	**Securities Premium**	**Capital Redemption Reserve**	**General Reserve**	**Retained Earnings**	**Other Comprehensive Income**			**Equity attributable to Owners of the Company**	**Non Controlling Interest**	**Total Other Equity**
						Equity Instruments through Other Comprehensive Income	**Re-Measurement of defined benefit plans**	**Gains/ (Loss) from Translation of a Foreign Operation**			
Restated Balance as at 31st March, 2023	**53.17**	**293.22**	**42.90**	**97.75**	**2,786.35**	**18.68**	**-**	**(2.52)**	**3,289.55**	**-**	**3,289.55**
Profit for the year	-	-	-	-	866.07	-	-	-	866.07	-	866.07
Other Comprehensive Income for the year		-	-	-	-	0.20	(0.91)	0.30	(0.41)	-	(0.41)
Total Restated Comprehensive Income/(loss) for the year	**-**	**-**	**-**	**-**	**866.07**	**0.20**	**(0.91)**	**0.30**	**865.66**	**-**	**865.66**
Adjustment on account of the scheme of arrangements	-	-	-	-	-				-	-	-
Transfer to/ from retained earnings	-	-	-	-	(0.91)	-	0.91		-	-	-
Restated Balance as at 31st March, 2024	**53.17**	**293.22**	**42.90**	**97.75**	**3,651.51**	**18.88**	**-**	**(2.22)**	**4,155.21**	**-**	**4,155.21**
Adjustment *					(0.06)	-	-	-	(0.06)	-	(0.06)
Profit for the year	-	-	-	-	1,245.86	-	-	-	1,245.86	-	1,245.86
Other Comprehensive Income for the year	-	-	-	-	-	0.89	(4.36)	2.45	(1.02)	-	(1.02)
Total Restated Comprehensive Income/(loss) for the year	**-**	**-**	**-**	**-**	**1,245.80**	**0.89**	**(4.36)**	**2.45**	**1,244.78**	**-**	**1,244.78**
Amount utilised for issue of bonus shares	-	(293.22)	(42.90)	(97.75)	(479.55)	-	-	-	(913.41)	-	(913.41)
Transfer to/ from retained earnings	-	-	-	-	(4.36)	-	4.36	-	-	-	-
Restated Balance as at 31st March, 2025	**53.17**	**-**	**-**	**-**	**4,413.40**	**19.77**	**-**	**0.23**	**4,486.57**	**-**	**4,486.57**
Profit for the period	-	-	-	-	1,599.99	-	-	-	1,599.99	-	1,599.99
Other Comprehensive Income for the year	-	-	-	-	-	0.19	(4.97)	(2.56)	(7.34)	-	(7.34)
Total Restated Comprehensive Income/(loss) for the period	**-**	**-**	**-**	**-**	**1,599.99**	**0.19**	**(4.97)**	**(2.56)**	**1,592.65**	**-**	**1,592.65**
Amount utilised for issue of bonus shares	-	-	-	-	-	-	-	-	-	-	-
Transfer to/ from retained earnings	-	-	-	-	(4.97)	-	4.97	-	-	-	-
Restated Balance as at 31st March, 2026	**53.17**	**-**	**-**	**-**	**6,008.42**	**19.96**	**-**	**(2.33)**	**6,079.22**	**-**	**6,079.22**

* Refer note 21.

Notes Forming part of Restated Consolidated Financial Information **1-45**

The above Restated Consolidated Statement of Changes in Equity should be read in conjunction with Material Accounting Policies to Restated Consolidated Financial Information in Annexure -V, Notes to the Restated Consolidated Financial Information appearing in Annexure - VI and Statement of Adjustments to Audited Consolidated Financial Statements appearing in Annexure - VII.

As per our report of even date
For Singhi & Co.
Chartered Accountants
Firm Registration No.302049E

Chartered Accountants
Firm Registration No.322176E

For and on behalf of the Board of Directors

Rahul Bothra
Partner
Membership No. 067330

Pranita Dalmia
Partner
Membership No. 062175

Devendra Goel
(Managing Director)
DIN: 00673447

Jay Goel
(Director)
DIN: 08190426

Place : Kolkata
Date : 8th August, 2026

Hemant Bhuwania
(Chief Financial Officer)

Vivek Jain
(Company Secretary)

Lumino Industries Ltd
CIN -U14293WB2005PLC102556
Annexure IV- Restated Consolidated Statement of Cash Flow
(All amount are in INR Millions, Unless otherwise stated)

	Particulars	For the year ended 31st March, 2026	For the year ended 31st March, 2025	For the year ended 31st March, 2024
A.	**CASH FLOW FROM OPERATING ACTIVITIES**			
	Profit/(Loss) Before Tax	**2,048.03**	**1,687.68**	**1,159.28**
	Adjustments to reconcile net profit to net cash provided by operating activities:			
	Depreciation and Amortisation	164.17	163.26	102.14
	Finance costs	660.00	660.14	362.35
	Interest income	(130.69)	(129.36)	(87.80)
	Dividend income	(0.08)	(0.11)	(0.09)
	Gain on sale of Subsidiary	-	-	-
	(Profit)/ loss on sale of Property, Plant and Equipment	(1.71)	(1.14)	3.06
	(Profit)/ loss from LLP	(0.57)	(1.84)	(0.73)
	Share of Net Profit/loss of Joint Ventures accounted for using the equity method	(0.33)	5.42	0.27
	Unwinding income on fair valuation of security deposit	(0.29)	(0.18)	(0.98)
	Gain on modification of lease	(5.71)	-	(1.24)
	(Gain)/ loss on sale of investments measured at fair value through profit & loss	(21.28)	(9.05)	(19.87)
	(Gain)/ loss on fair valuation of investments measured at fair value through profit & loss	7.12	(4.70)	(7.33)
	(Gain)/ loss on fair valuation of derivative instruments measured at fair value through profit and loss (Net)	(16.87)	0.49	20.92
	Unrealised foreign exchange (gain)/ loss (Net)	(22.41)	(13.21)	(5.30)
	Liabilities no longer required written back	(13.92)	(20.06)	(52.25)
	Provision for Doubtful Debts	-	64.11	-
	Provision/(Reversal) for slow moving inventories	(22.77)	30.67	-
	Reversal of expected credit loss	-	-	(2.24)
	Operating Profit before Working Capital Changes	**2,642.69**	**2,432.13**	**1,470.19**
	Adjustments for:			
	(Increase)/ decrease in inventories	(1,027.00)	(833.11)	(561.41)
	(Increase)/ decrease in trade receivables	(1,714.53)	(2,667.31)	(2,055.54)
	(Increase)/ decrease in other financial and non-financial assets	(749.62)	(984.62)	(834.11)
	(Increase)/ decrease in other non-current assets	(66.12)	6.37	(26.46)
	(Increase)/ decrease in other current assets	(335.71)	(132.06)	316.06
	Increase/ (decrease) in lease liabilities	-	-	34.42
	Increase/ (decrease) in other liabilities	501.93	114.30	739.31
	Increase/ (decrease) in trade payables & financial liabilities	1,547.15	(306.48)	249.84
	Increase/ (decrease) in trade acceptance	1,513.08	427.94	1,930.79
	Increase/ (decrease) in provisions and financial liabililties	(3.51)	(0.35)	1.86
	Cash Generated from/ (used in) Operations	**2,308.36**	**(1,943.19)**	**1,264.95**
	Direct Tax Paid (Net)	747.54	442.74	255.88
	Net Cash generated from/ (used in) Operating Activities (A)	**1,560.82**	**(2,385.93)**	**1,009.07**
B.	**Cash Flow from Investing Activities**			
	Purchase of Property, Plant & Equipment, Intangible assets and Capital WIP	(518.88)	(498.57)	(221.75)
	Proceed from the Sale of Property, Plant & Equipment	2.72	1.94	16.99
	Investment in non-current and current investments	(1,382.42)	(902.41)	(2,382.76)
	Proceeds from Sale of non-current and current investments	1,515.13	1,426.10	1,606.86
	Profit/ (loss) from LLP	0.57	1.84	0.30
	Dividend received	0.08	0.11	0.09
	Proceeds from/ (investment on) fixed deposit (Net)	(120.12)	(365.19)	852.70
	Loan given	-	(33.30)	(392.50)
	Loan given, received back	-	135.75	424.96
	Interest Received	96.91	105.99	59.30
	Net Cash generated from/ (used in) Investing Activties (B)	**(406.01)**	**(127.74)**	**(35.81)**
C .	**Cash Flow from Financing Activities**			
	Proceeds from long term borrowings	229.99	771.26	86.37
	Repayment of long term borrowings	(864.95)	(108.15)	(260.00)
	(Repayment of)/ proceeds from short term borrowings (Net)	288.29	3,116.13	(388.74)
	Finance Cost paid	(634.17)	(629.67)	(345.75)
	Repayment of lease liability	(36.34)	(34.80)	(34.42)
	Net Cash generated from/(used in) Financing Activities (C)	**(1,017.18)**	**3,114.77**	**(942.54)**
	Net increase/(decrease) in Cash and Cash equivalent (A+B+C)	**137.63**	**601.10**	**30.72**
	Cash & Cash equivalent at the beginning of the year	**780.67**	**179.57**	**148.85**
	Cash & Cash equivalent at the end of the period/year (Refer Note 15)	**918.30**	**780.67**	**179.57**

The above Restated Consolidated Statement of Cash Flow should be read in conjunction with Material Accounting Policies to Restated Consolidated Financial Information in Annexure -V, Notes to the Restated Consolidated Financial Information appearing in Annexure - VI and Statement of Adjustments to Audited Consolidated Financial Statements appearing in Annexure - VII.

Notes :

i) Closing Cash and Cash Equivalents represent balances of cash and cash equivalents as indicated in Note 15 to the consolidated financial statement.

ii) The above Restated Consolidated Statement of Cash Flows has been prepared under the 'Indirect Method' as set out in Indian Accounting Standard ("Ind AS") 7- Statement of Cash Flow.

iii) Cash and Cash Equivalents as at the Balance Sheet date consist of:

Particulars	For the year ended 31st March, 2026	For the year ended 31st March, 2025	For the year ended 31st March, 2024
Balances with banks in Current Account	1.36	44.94	172.67
Balances with banks in Savings Account	-	0.00 #	0.01
Balances with banks in Cash Credit Account	741.69	308.37	-
Balance with banks in Bank Overdraft Account (Dr Balance)	168.36	-	-
Deposit with original maturity less than three months	-	420.50	-
Cash on hand	6.89	6.86	6.89
Total cash & Cash Equivalent as per Balance Sheet	**918.30**	**780.67**	**179.57**

 # Below rounding off norms of the company

Lumino Industries Ltd
CIN -U14293WB2005PLC102556
Annexure IV- Restated Consolidated Statement of Cash Flow
(All amount are in INR Millions, Unless otherwise stated)

Reconciliation between the opening and closing balances in the balance sheet for liabilities arising from financing activities

Particulars	Long-Term Borrowings (Including Current Maturity of Long Term Debt)	Short-Term Borrowings	Lease Liabilities	Total
Balance as at 31st March, 2023	**479.97**	**491.47**	**136.37**	**1,107.81**
Cash Flow (Net)	(173.65)	(388.74)	(34.42)	(596.81)
Fair value changes	-	-	34.42	34.42
Finance Cost	36.13	309.62	16.60	362.35
Interest & Other Borrowing Cost Paid	(36.13)	(309.62)	-	(345.75)
Balance as at 31st March, 2024	**306.32**	**102.73**	**152.97**	**562.02**
Cash Flow (Net)	663.12	3,116.11	(34.80)	3,744.43
Fair value changes	-	-	49.84	49.84
Finance Cost	41.29	599.14	19.24	659.67
Interest & Other Borrowing Cost Paid	(41.10)	(588.57)	-	(629.67)
Interest accrued but not due	(0.19)	(10.57)	-	(10.76)
Balance as at 31st March, 2025	**969.44**	**3,218.84**	**187.25**	**4,375.53**
Cash Flow (Net)	(634.97)	288.29	(36.34)	(383.02)
Fair value changes	-	-	3.42	3.42
Finance Cost	20.90	621.57	17.53	660.00
Interest & Other Borrowing Cost Paid	(20.86)	(613.29)	-	(634.15)
Balance as at 31st March, 2026	**334.51**	**3,515.42**	**171.86**	**4,021.79**
Interest accrued but not due as at 31st March, 2026	(0.04)	(8.28)	-	(8.32)
Balance as at 31st March, 2026 as per Balance Sheet	**334.47**	**3,507.14**	**171.86**	**4,013.47**

As per our report of even date

For Singhi & Co.
Chartered Accountants
Firm Registration No.302049E

For SDP & Associates
Chartered Accountants
Firm Registration No.322176E

For and on behalf of the Board of Directors

Rahul Bothra
Partner
Membership No. 067330

Pranita Dalmia
Partner
Membership No. 062175

Devendra Goel
(Managing Director)
DIN: 00673447

Jay Goel
(Director)
DIN: 08190426

Place : Kolkata
Date : 8th August, 2026

Hemant Bhuwania
(Chief Financial Officer)

Vivek Jain
(Company Secretary)

1. Corporate information

Lumino Industries Limited (the “Company/Holding Company”) is a Public Limited Company domiciled in India. The registered office of the company is situated at Unit No- 12/4, Merlin Acropolis, 1858/1, Rajdanga Main Road, Kolkata 700 107, West Bengal.

The Parent Company is engaged in the manufacturing and selling of cables and conductors. The Group and its Joint Venture is involved in the execution of EPC projects i.e. Engineering, Procurement & Construction in services being its EPC segment.

2.1 Statement of compliance

The Restated Consolidated Financial Information of Lumino Industries Limited (the 'Company') and its subsidiary (collectively, the 'Group') and its joint venture for the year ended March 31, 2026, and the Restated Consolidated Financial Information of the Company and its joint venture for the years ended March 31, 2025 and March 31, 2024, comprises the Restated Consolidated Statement of Assets and Liabilities as at March 31, 2026, March 31, 2025, and March 31, 2024, the Restated Consolidated Statement of Profit and Loss (including Restated Other Comprehensive Income), the Restated Consolidated Statement of Changes in Equity, and the Restated Consolidated Statement of Cash Flows for the years ended March 31, 2026, March 31, 2025, and March 31, 2024, along with the Material Accounting Policies to Restated Consolidated Financial Information, Notes to the Restated Consolidated Financial Information, and Statement of Adjustments to Audited Consolidated Financial Information (collectively referred to as the 'Restated Consolidated Financial Information').

This restated consolidated financial information has been prepared by the Management of the Holding Company for the purpose of inclusion in the Red Herring Prospectus (‘RHP’) to be filed by the Company with the Securities and Exchange Board of India (“SEBI”), National Stock Exchange of India Limited, BSE Limited and Registrar of Companies (ROC), Kolkata, West Bengal in connection with the proposed Initial Public Offering (“IPO”) of its equity shares.

The restated consolidated financial information, which have been approved by the Board of Directors of the Company, have been prepared for the Group and its Joint Venture as a going concern on the basis of relevant Ind AS that are effective in accordance with the requirements of:

(a) Section 26 Chapter III of the Companies Act 2013 (the “Act”) as amended from time to time (the “Act”); and

(b) Paragraph (A) of Clause 11 (I) of Part A of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended to date (the “SEBI ICDR Regulations”) issued by the Securities and Exchange Board of India (the “SEBI”); and

(c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (the “ICAI”) as amended from time to time (the “Guidance Note”).

As such, the Consolidated Financial Statements for year ended March 31, 2026 and March 31, 2025 and the Special Purpose Consolidated Financial Statements year ended March 31, 2024 are prepared considering the accounting principles stated in Ind AS, as adopted by the Group and its Joint Venture and described in subsequent paragraphs.

The Restated Consolidated Financial Information has been compiled by the management from:

a) Audited Consolidated Financial Statements of the Group and its Joint Ventures for the year ended March 31, 2026 and Audited Consolidated Financial Statements of the Group and its Joint Venture for the year ended March 31, 2025 prepared in accordance with the Indian Accounting Standards 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 meetings held on June 05, 2026 and May 15, 2025 respectively and

b) Re-audited Special Purpose Consolidated Financial Statements of the Group and its Joint Venture for year ended March 31, 2024 prepared in accordance with the Indian Accounting Standards 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, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"); and other relevant provisions of the Act, which have been approved by the Board of Directors at their meetings held on January 11, 2025.

The Re-audited Special Purpose Consolidated Financial Statements as at and for the year ended March 31, 2024 have been prepared solely for the purpose of preparation of Restated Consolidated Financial Information for inclusion in offer documents in relation to the proposed IPO, which requires financial statements of all the periods included, to be presented under Ind AS. As such, these Special Purpose Consolidated Financial Statements are not suitable for any other purpose other than for the purpose of preparation of the Restated Consolidated Financial Information and are also not financial statements prepared pursuant to any requirements under Section 129 of the Act.

The accounting policies have been consistently applied by the Group and its Joint Venture in preparation of the Restated Consolidated Financial Information and are consistent with those adopted in the preparation of the Ind AS consolidated financial statements as at and for the year ended March 31, 2026.

These Restated Consolidated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of board meeting for adoption of the Consolidated Financial Statements and the Special Purpose Consolidated Financial Statements.

The Restated Consolidated Financial Information:

(a) have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial years ended March 31, 2025 and March 31, 2024, to reflect the same accounting treatment as per the accounting policy and grouping/classifications followed as at and for the year ended March 31, 2026, as applicable.

(b) do not require any adjustment for modification as there is no modification in the underlying audit reports;

Amended standards

Effective April 01, 2025 the Group and its joint ventures has applied the following amendments to existing standards which has been notified by the Ministry of Corporate Affairs (“MCA”). The Companies (Indian Accounting Standards) Second Amendment Rules, 2025 on August 13, 2025 (published in the Official Gazette on August 19, 2025), introducing key amendments to:

• Ind AS 1 (Classification of liabilities as current or non-current and non-current liabilities with covenants);
• Ind AS 7 and Ind AS 107 (Disclosures for supplier finance arrangements); and
• Ind AS 12 (Global implementation of OCED Pillar Two model rules).

The above amendments have no material impact on the consolidated financial statements for the year ended March 31, 2026 except disclosure of Trade Acceptance Refer note no. 28.

Principles of Consolidation

The Restated Consolidated Financial Information comprise the financial statements of the Holding Company, Subsidiary and its Joint Venture for the year ended March 31, 2026, year ended March 31, 2025 and March 31, 2024. Control is achieved when the Company has power over the investee, is exposed or has right to variable return from its investment with the investee and has the ability to use its power to affect its returns.

Consolidation of subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary.

Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the Restated Consolidated Statement of Profit and Loss from the date the Company gains control until the date when the Company ceases to control the subsidiary. Profit or loss and each component of other comprehensive income are attributed to the owners of the company and to the non-controlling interests.

Total comprehensive income of subsidiaries is attributed to the owners of the Parent of the Group and to the non- controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Parent company's accounting policies.

All intra group assets and liabilities, equity, income, expense, and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Investment in Joint Venture

Under Ind AS 111 Joint Arrangements, investments in joint arrangements are classified as either joint operations or joint ventures. The classification depends on the consolidated Ind AS contractual rights and obligations of each investor, rather than the legal structure of the joint arrangement.

The joint arrangement is structured through a separate vehicle and the legal form of the separate vehicle, the terms of the contractual arrangement and, when relevant, any other facts and circumstances gives the Group's rights to the net assets of the arrangement (i.e. the arrangement is a joint venture). The activities of the joint venture are primarily aimed to provide the third parties with an output and the parties to the joint venture will not have rights to substantially all the economic benefits of the assets of the arrangement. The Group's interests in joint ventures are accounted for using the equity method, after initially being recognised at cost in the consolidated balance sheet.

Following subsidiary companies and joint ventures have been considered in the preparation of the Restated consolidated financial information:

Name of the entity	Relationship	Ownership held by	% Ownership held either directly or through subsidiaries		
			As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Lumino Green Energy Private Limited	Wholly own Subsidiary	Lumino Industries Limited	100%	-	-
RJ Green Energy Private Limited	Wholly own Subsidiary	Lumino Industries Limited	100%	-	
Lumino Renewable Energy Private Limited	Step down Subsidiary	Lumino Green Energy Private Limited	100%	-	
Lumino Solar Energy Private Limited	Step down Subsidiary	Lumino Green Energy Private Limited	100%	-	
Lumino SMC JV	Joint Venture	Lumino Industries Limited	49%	49%	49%
LIL-PCSCPL-JV	Joint Venture	Lumino Industries Limited	98%	-	-

Note:

a) **SIPS-LUMINO-ZETWERK (JV EPC - 4) (Share - 27%)-** As per the terms and conditions of the agreement, the Parent company will not claim any profit and shall not be liable to make good of any loss, suffered by the Joint Venture, hence the same has not been consolidated in the Restated consolidated Financial Statement.

b) **LIL-ASPL-JV-** The Parent company has entered into joint venture agreement with Acqua Tech Solution Private Limited on February 16, 2026 however it has not commenced operations nor undertaken any transactions up to the end of the financial year. Accordingly, it has not been consolidated in the Restated consolidated Financial Statements.

2.2 Basis of Preparation

The Group and its Joint Venture maintains accounts on accrual basis following the historical cost convention, except for certain financial instruments that are measured at fair value in accordance with Ind AS. Following assets and liabilities which have been measured at fair value:

i) Derivative Financial Instruments measured at Fair Value
ii) Certain financial asset and financial liabilities measured at Fair Value (refer note 45.5)
iii) Employees Defined benefit plan as per Actuarial Valuations

2.3 Presentation of Restated Consolidated financial information and Functional and Presentation Currency

The Restated Consolidated financial information has been prepared and presented in the format prescribed in the Schedule III to the Companies Act, 2013 (“the Act”). The disclosure requirements with respect to items in the Restated Consolidated financial information, as prescribed in the Schedule III to the Act, are presented by way of notes forming part of the Restated Consolidated financial information along with the other notes required to be disclosed under the notified Accounting Standards.

Amounts in the Restated Consolidated financial information including notes thereon are presented in Indian Rupees (INR/₹), which is Company’s functional currency and all amounts are stated in millions of rupees, rounded off to two decimal places as permitted by Schedule III to the Companies Act, 2013. Transactions in foreign currencies are recorded at their respective functional currency at the exchange rates prevailing at that date, the transaction first qualifies for recognition. Monetary assets and liabilities denominated in foreign currency are translated to the functional currency at the exchange rates prevailing at the reporting date.

Operating cycle for current and non-current classification

All the assets and liabilities (other than deferred tax assets/liabilities) have been classified as current or non-current as per Group and its Joint Venture normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. The operating cycle is the time between the acquisition of assets for processing and their realization in cash or cash equivalents. The Group and its Joint Venture has ascertained its operating cycle as 12 months for current and non-current classification of assets and liabilities as it is not possible to identify the normal operating cycle. Deferred tax assets and liabilities are considered as non-current.

2.4 Material Accounting Policies

The material accounting policies adopted in preparation of Restated Consolidated financial information has been disclosed as below. All accounting policies has been consistently applied to all the period presented in the Restated Consolidated financial information unless otherwise stated.

a. Revenue Recognition

i) Revenue from sale of goods:

Revenue from the sale of cables and Conductors is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties. Group and its

Joint Ventures recognises revenue at a point in time, when control is transferred to the customer, and the consideration agreed is expected to be received. Control is generally deemed to be transferred upon delivery of the products in accordance with the agreed delivery plan.

ii) Revenue from infrastructure projects:

According to Ind AS 115 revenue Performance obligations are satisfied over the period of time, and accordingly, revenue from such contracts is recognized based on progress of performance determined using input method with reference to the cost incurred on contract and their estimated total costs. Margin is not recognised until the outcome of the contract is certain. Transaction price is the amount of consideration to which the Group and its joint ventures expect to be entitled in exchange for transferring goods or services to a customer excluding amounts collected on behalf of a third party. Revenue, measured at transaction price, is adjusted towards liquidated damages, time value of money and price variations, escalation, change in scope etc. wherever, applicable. Revenue excludes taxes collected from customers on behalf of the government.

Progress billings are generally issued upon completion of certain phases of the work as stipulated in the contract. The difference between the timing of revenue recognised and customer billings result in changes to contract assets (unbilled work in progress) and contract liabilities. Contractual retention amounts billed to customers are generally due upon expiration of the contract period and does not contain any financing element, these are retained for satisfactory performance of contract.

The contracts generally result in revenue recognised in excess of billings which are presented as contract assets in the balance sheet. Amounts billed and due from customers are classified as receivables in the balance sheet.

Contract liabilities represent amounts billed to customers in excess of revenue recognised till date.

Revenue from service is recognised when services are rendered.

Other Operating Revenue

Export benefit

Export benefits under Mercantile Export from India Scheme, Service Export from India Scheme, Duty Drawback benefits and Remission of Duties and Taxes on Export Products Scheme (RoDTEP) are accounted as revenue on accrual basis as and when export of goods take place, where there is a reasonable assurance that the benefit will be received and the Group and its Joint Venture will comply with all the attached conditions.

b. Other Income

Interest Income

Interest income on investments and loans is accrued on a time proportion basis by reference to the principal outstanding and the effective interest rate, including interest on investments classified as fair value through profit or loss or fair value through Other Comprehensive Income.

c. Taxes

Income tax expense comprises current tax and deferred tax and is recognized in the statement of profit and loss except to the extent it relates to items directly recognized in Equity or other comprehensive income (OCI).

Current Tax

Current Tax is measured on the basis of estimated taxable income for the current accounting period in accordance with the applicable tax rates and the provisions of the Income-tax Act, 1961. Current income tax is recognized in the Restated Consolidated statement of profit and loss except to the extent that it relates to an item recognized directly in equity or in other comprehensive income.

Deferred Tax

Deferred tax is provided, on all temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred tax assets and liabilities are measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted at the reporting date. Tax relating to items recognised directly in equity or OCI is recognised in equity or OCI and not in the Restated Consolidated statement of profit and loss.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable.

d. Finance costs

Finance costs consists of interest calculated using the effective interest method and other costs in connection with the borrowing of funds. Finance charges in respect of assets acquired on lease and exchange differences arising on foreign currency borrowings to the extent they are regarded as an adjustment to interest costs.

Finance expenses are recognised immediately in the Statement of Profit and Loss, unless they are directly attributable to qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale in which case they are capitalised until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised in restated statement of profit and loss.

e. Foreign currencies

These Restated Consolidated Financial Information are presented in Indian Rupees (INR/ ₹), which is also the Group and its Joint Venture 's functional currency.

Foreign Currencies

Transactions in foreign currencies are initially recorded by the Group and its Joint Venture at its functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. 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. Exchange differences are recognized in the Statement of Profit and Loss except exchange differences on foreign currency borrowings relating to assets under construction, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings.

Foreign Operations

Restated Consolidated financial information of foreign operations whose functional currency is different than Indian Rupee are translated into Indian Rupees as follows:

A. assets and liabilities for each Balance Sheet presented are translated at the closing rate at the date of that Balance Sheet;
B. income and expenses for each income statement are translated at average exchange rates; and
C. all resulting exchange differences are recognised in other comprehensive income and accumulated in equity as foreign currency translation reserve for subsequent reclassification to profit or loss on disposal of such foreign operations.

f. Property Plant and Equipment (PPE)

Property, plant and equipment held for use in the production or/and supply of goods or services, or for administrative purposes.

Property, plant and equipment are measured at cost, less accumulated depreciation and impairment losses if any. For this purpose, cost includes deemed cost on the date of transition and the purchase cost of assets, including non-recoverable duties and taxes, and any directly attributable costs of bringing an asset to the location and condition of its intended use. Interest on borrowings used to finance the construction of qualifying assets is capitalized as part of the cost of the asset until such time that the asset is ready for its intended use. Cost incurred subsequent to initial capitalization are included in the asset's carrying amount only when it is probable that future economic benefits associated therewith will flow to the Group and its Joint Venture and it can be measured reliably. The carrying amount of the replaced part is derecognized.

Depreciation & Amortisation

Depreciation on tangible assets is provided on the written down value method over the useful lives of assets as specified in the Schedule II of the Companies Act, 2013 except in respect of the following assets, in which case, life of the assets has been assessed as under, based on technical advice, taking into accounts the nature of the assets, the estimated usage of the assets and the operating conditions of the assets etc.

Nature of the Property, Plant & Equipment	Useful Life (Year)
Trolley Vans	3
Mobile & Telephone	3-5
Steel Drum	3-15
Braiding Machine, Drill Machine	10

The residual value of assets is not more than 5% of the original cost of the asset. The estimated useful lives, residual values and depreciation method are reviewed at the end of each financial year and are given effect to, wherever appropriate.

g. Capital Work in Progress

Expenditure related to and incurred during implementation (net of incidental income) of capital projects to get the assets ready for intended use is included under "Capital Work in Progress" (including related inventories). The same is allocated to the respective items of property plant and equipment on completion of construction / erection of the capital project / property plant and equipment. Capital work in progress is stated at cost, net of accumulated impairment loss, if any.

h. Intangible assets

Intangible assets purchased are measured at cost as at the date of acquisition, less accumulated amortization and impairment losses if any. For this purpose, cost includes deemed cost on the date of transition and acquisition price, license fees, non-refundable taxes and costs of implementation/system integration services and any directly attributable expenses, wherever applicable for bringing the asset to its working condition for the intended use.

Subsequent cost associated with maintaining such software are recognised as expense as and when incurred.

Intangible asset is amortised on a pro rata basis using a straight-line method over their estimated useful life of 5 years from the date they are available for use. Amortisation method and useful lives are reviewed periodically including at each financial year end.

i. Leases

The Group and its Joint Venture's as lessee

The Group and its Joint Venture assesses whether a contract is or contains a lease, at inception of the contract. The Group and its Joint Venture recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these leases, the Group and its Joint Venture recognises the lease payments as an operating expense on a straight-line basis over the lease term, unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed. Contingent and variable rentals are recognized as expense in the periods in which they are incurred.

Lease Liability

The lease payments that are not paid at the commencement date are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group and its Joint Venture, the lessee's incremental borrowing rate is used.

Right of Use (ROU) Assets

The ROU assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

ROU assets are depreciated over the shorter period of the lease term and useful life of the underlying asset. If the Company is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

The depreciation starts at the commencement date of the lease.

As a practical expedient, Ind AS 116 permits a lessee not to separate non-lease components when bifurcation of the payments is not available between the two components, and instead account for any lease and associated non-lease components as a single arrangement. The Group and its Joint Venture has used this practical expedient.

Extension and termination options are included in many of the leases. In determining the lease term the management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option.

j. Impairment of Non-Financial Assets

Property, plant and equipment and intangible assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

k. Financial Assets

All financial assets are recognised on trade date when the purchase of a financial asset is under a contract whose term requires delivery of the financial asset within the timeframe established by the market concerned. Financial assets are initially measured at fair value, plus transaction costs, except for those financial assets which are classified at fair value through profit or loss (FVTPL) at inception. All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value.

The Group and its Joint Venture derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. The Group and its Joint Venture assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance.

Classification and Subsequent Measurement

For purposes of subsequent measurement, financial assets are classified:
a) Measured at Amortized Cost
b) Measured at Fair Value Through Other Comprehensive Income (FVTOCI)
c) Measured at Fair Value Through Profit or Loss (FVTPL)

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Group and its Joint Venture changes its business model for managing financial assets.

Measured at Amortized Cost

● The asset is held within a business model whose objective is achieved by both collecting contractual cash flows; and

● The contractual terms of the financial 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. Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as FVTPL. Interest income is recognised in the Restated Consolidated statement of profit and loss.

Measured at Fair Value Through Other Comprehensive Income (FVTOCI)

The financial assets are measured at the FVTOCI if both the following conditions are met:

● The objective of the business model is achieved by both collecting contractual cash flows and selling the financial assets; and

● The asset's contractual cash flows represent SPPI.

Debt instruments meeting these criteria are measured initially at fair value plus transaction costs. They are subsequently measured at fair value with any gains or losses arising on re-measurement recognized in other comprehensive income, except for impairment gains or losses and foreign exchange gains or losses. Interest calculated using the effective interest method is recognized in the Restated Consolidated statement of profit and loss in investment income.

Measured at Fair Value Through Profit or Loss (FVTPL)

Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. Gains or losses arising on re-measurement are recognised in the Restated Consolidated statement of profit and loss. The net gains or loss recognised in Restated Consolidated statement of profit and loss incorporates any dividend or interest earned on the financial assets and is included in the "Other income" line item.

Refer Note 45.5 for disclosure related to Fair value measurement of financial instruments.

Impairment of Financial Assets

Impairment of Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of each reporting period. Ind AS 109 requires expected credit losses to be measured through a loss allowance.

l. Financial liabilities

Financial liabilities are recognised when the Group and its Joint Venture becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition of financial liabilities (other than financial liabilities at fair value through profit or loss) are deducted from the fair value measured on initial recognition of financial liability. They are measured at amortised cost using the effective interest method.

The Group and its Joint Venture derecognises financial liabilities when, and only when, the Group and its Joint Venture 's obligations are discharged, cancelled, or have expired.

For disclosure related to Fair value measurement of financial instruments (Refer Note No. 45.5)

m. Trade Acceptances

The Group and its joint ventures enter into supplier payment arrangements (acceptances) whereby lenders such as banks and other financial institutions make payments to supplier's banks for purchase of raw materials. The banks and financial institutions are subsequently repaid by the Group and its joint ventures at a later date and Interest borne by the Group and its joint ventures on such arrangements is accounted as finance cost. Payments by the Group and its joint ventures is treated as cash flows from operating activity.

n. Cash and bank balances

Cash and Cash Equivalents includes Cash on hand, balances with banks and fixed deposits with original maturity less than 3 months. Short-term and liquid investments being subject to insignificant risk of change in value, are also included as part of cash and cash equivalents.

o. Bank balances other than cash and cash equivalents

The Group and its joint ventures consider balances and deposits with banks having maturity of more than three months but less than 12 months and balances which have restrictions on repatriation, to be bank balances other than Cash & Cash Equivalents.

p. Inventories

Inventories are valued after providing for obsolescence, as under:

Raw materials, components, construction materials, stores, spares and loose tools at lower of cost as per First in First out method (FIFO) or net realisable value. However, these items are considered to be realisable at cost if the finished products in which they will be used, are expected to be sold at or above cost.

Semi-finished goods- Work-in-progress and finished goods, are valued at lower of cost or net realisable value. Cost includes direct materials as aforesaid and allocated production Overheads.

Net realizable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

q. Earnings per equity share (EPS)

Basic earnings per share are computed by dividing profit or loss for the period of the Group and its joint ventures by dividing weighted average number of equities shares outstanding during the period.

The Group and its joint ventures do not have dilutive potential equity shares in any period presented.

r. Equity share capital

Equity share capital, an equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

s. Retirement and other Employee Benefits

<u>Short-term employee benefits:</u>

Employee benefits such as salaries, wages, short-term compensated absences, bonus, ex-gratia and performance-linked rewards falling due wholly within twelve months of rendering the service are classified as short-term employee benefits and are recognised as expense in the period in which the employee renders the service.

<u>Long-term employee benefits:</u>

<u>Post-employment benefits:</u>

Defined contribution plans

The Group and its Joint Venture makes contribution towards provident fund and employees state insurance as defined contribution plan. The contributions to the respective fund are made in accordance with the relevant statute and are recognised as expense when employees have rendered service entitling them to the contribution. The contributions to defined contribution plan, recognised as expense in the Statement of Profit and Loss.

Defined benefit plans

The contribution towards employees benefit scheme is made to Lumino Industries Ltd Employee Gratuity Fund which is managed & certified by Life Insurance Corporation of India and HDFC Life. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit 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 obligation. Actuarial gains and losses arising from experience adjustments and other changes in actuarial assumptions are charged or credited to Other Comprehensive Income (OCI) in the period in which they arise. These obligations are valued annually by independent qualified actuaries.

The retirement benefit obligation recognised in the balance sheet represents the present value of the defined benefit obligation as reduced by the fair value plan assets.

Compensated Absences

Liabilities recognised in respect of other long-term employee benefits such as annual leave and sick leave are measured at the present value of the estimated future cash outflows expected to be made by the Group and its Joint Venture in respect of services provided by employees up to the reporting date. The expected costs of these benefits are accrued over the period of employment using the same accounting methodology as used for defined benefit retirement plans. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to the statement of profit and loss in the period in which they arise. These obligations are valued annually by independent qualified actuaries.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

t. Operating Segment

The Group and its Joint Venture ’s operating business segments are organized and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets. All operating segments operating results are reviewed regularly by the Chief Operating Decision Maker (CODM) (Chief Financial Officer) to make decisions about resources to be allocated to the segments and assess their performance. The analysis of geographical segments is based on the areas in which major operating divisions of the Group and its Joint Venture operate.

u. Provisions, contingent liabilities and contingent assets

Provisions are recognised only when:

The Group and its Joint Venture 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.

Provision is measured using the cash flows estimated to settle the present obligation and when the effect of time value of money is material, the carrying amount of the provision is the present value of those cash flows.

Contingent liability is disclosed in case of a present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation; and a present obligation arising from past events, when no reliable estimate is possible.

Contingent assets are not recognised in the re-stated financial information. Provisions, contingent liabilities and contingent assets are reviewed at each Balance Sheet date. Where the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under such contract, the present obligation under the contract is recognised and measured as a provision.

v. Commitments

Commitments are future liabilities for contractual expenditure, classified and disclosed as follows:

Estimated amount of contracts remaining to be executed on capital account and not provided for; uncalled liability on shares and other investments partly paid; funding related commitment to subsidiary, associate and joint venture companies; and other non-cancellable commitments, if any, to the extent they are considered material and relevant in the opinion of management.

Other commitments related to sales/procurements made in the normal course of business are not disclosed to avoid excessive details.

w. Statement of Cash Flows

Cash flows are reported using the indirect method, whereby the profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Group and its Joint Venture are segregated**.**

2.5 Key uses of estimates, judgements and assumptions

The preparation of the Restated Consolidated financial information in conformity with recognition and measurement principles of Ind AS requires the Management to make estimates and assumptions that affect the reported balance of assets and liabilities, disclosure relating to contingent liabilities as at the date of the Restated Consolidated financial information and the reported amount of income and expense for the period. Estimates and underlying assumptions are reviewed on ongoing basis. Revision of accounting estimates are recognised in the period in which the estimates are revised and future period affected. In particular, information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognised in the Restated Consolidated financial information are included in the following notes.

Defined Benefit Plans

The cost of the employment benefits such as gratuity and leave obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities, involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

Provisions and contingent liabilities

The Group and its joint ventures estimate the provisions that have present obligations as a result of past events and it is probable that outflow of resources will be required to settle the obligations. These provisions are reviewed at the end of each reporting period and are adjusted to reflect the current best estimates. The Group and its joint ventures use significant judgements to assess contingent liabilities.

Leases

The Group and its joint ventures evaluate if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgement. The Group and its joint ventures use significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate. The Group and its joint ventures determine the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Group and its joint ventures is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Group and its joint ventures is reasonably certain not to exercise that option. In assessing whether the Group and its joint ventures is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Group and its Joint Ventures to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Group and its joint ventures revise the lease term if there is a change in the non-cancellable period of a lease. The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

Revenue

In case of revenue from operations under EPC Projects, the determination of revenue under percentage of completion method necessarily involves making estimates, some of which are of a technical nature, concerning, where relevant, the percentage of completion, costs to completion, the expected revenue from the project or activity and foreseeable losses to completion. Estimates of project income, as well as project costs, are reviewed periodically. The effect of changes, if any, to estimates is recognised in the financial statements for the year in which such changes are determined.

Recognition of Current Tax & Deferred Tax

The Group and its Joint Venture uses judgements based on the relevant rulings in the areas of allocation of revenue, costs, allowances, and disallowances which is exercised while determining the provision for income tax. Deferred income tax expense is calculated based on the differences between the carrying value of assets and liabilities for financial reporting purposes and their respective tax basis that are considered temporary in nature. Valuation of deferred tax assets is dependent on management's assessment of future recoverability of the deferred benefit. Expected recoverability may result from expected taxable income in the future, planned transactions or planned tax optimizing measures. Economic conditions may change and lead to a different conclusion regarding recoverability.

Useful lives of property, plant and equipment and intangible assets

Management reviews its estimate of the useful lives of depreciable/ amortisable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of the equipment, software and other plant and equipment. This reassessment may result in change in depreciation expense in future periods.

2.6 Standards issued but not effective

In exercise of the powers conferred by section 133 read with section 469 of the Companies Act, 2013 (18 of 2013), the Central Government in consultation with the National Financial Reporting Authority have issued certain amendments to the Indian Accounting Standards (Ind AS) that have not yet become effective for the Group and its joint ventures reporting periods at the date of these financial statements. The Companies (Indian Accounting Standards) Second Amendment Rules, 2025, notified on August 13, 2025, include amendments that are effective for annual reporting periods beginning on or after April 01, 2026:

Ind AS 1 — Presentation of Financial Statements: Further amendments on classification of liabilities as current or non-current, including requirements relating to breaches of loan covenants, grace periods, and disclosure of related risks (paragraphs 74, 75, 75A and 76).

Ind AS 10 — Events after the Reporting Period: Consequential amendments aligning terminology and treatment with Ind AS 1

Ind AS 12 — Income Taxes: Certain disclosure requirements relating to international tax reform (Pillar Two model rules), including qualitative and quantitative information on exposure to Pillar Two income taxes.

The Group and its joint ventures are in the process of evaluating the requirements of these amendments and their impact on the consolidated financial statements. The impact, if any, will be given effect to in the period of initial application.

3 PROPERTY, PLANT AND EQUIPMENT **(₹ in Millions)**

Particulars	Year Ended 31st March, 2026										
	Gross Carrying Amount					Accumulated Depreciation				Net Carrying Amount	
	As at 1st April 2025	Additions	Foreign Currency Gain /(Loss)	Disposals	As at 31st March 2026	As at 1st April 2025	Depreciation charged during the period	Deductions	As at 31st March 2026	As at 31st March 2026	As at 31st March 2025
Freehold Land	217.84	3.46	-	-	221.30	-	-	-	-	221.30	217.84
Factory Building	29.21	4.59	-	-	33.80	12.09	1.76	-	13.85	19.95	17.12
Plant & Equipment	580.20	175.83	-	0.52	755.51	279.74	115.92	0.50	395.16	360.35	300.46
Furniture & Fittings	44.19	8.67	(0.10)	0.83	52.13	31.69	4.56	0.42	35.83	16.30	12.50
Vehicles	76.85	0.12	-	3.44	73.53	44.61	9.51	2.71	51.41	22.12	32.24
Office Equipments	13.77	5.09	0.00 #	0.03	18.83	8.80	3.55	0.02	12.33	6.50	4.97
Computer & Printer	19.83	6.81	0.00 #	-	26.64	14.91	4.89	-	19.80	6.84	4.92
Total	**981.89**	**204.57**	**(0.10)**	**4.82**	**1,181.74**	**391.84**	**140.19**	**3.65**	**528.38**	**653.36**	**590.05**

Particulars	Year Ended 31st March, 2025										
	Gross Carrying Amount					Accumulated Depreciation				Net Carrying Amount	
	As at 1st April 2024	Additions	Foreign Currency Gain /(Loss)	Disposals	As at 31st March 2025	As at 1st April 2024	Depreciation charged during the year	Deductions	As at 31st March 2025	As at 31st March 2025	As at 31st March 2024
Freehold Land	94.94	173.92	-	51.02	217.84	-	-	-	-	217.84	94.94
Factory Building	25.70	3.51	-	-	29.21	9.96	2.13	-	12.09	17.12	15.74
Plant & Equipment	463.15	119.75	-	2.70	580.20	161.31	120.33	1.90	279.74	300.46	301.84
Furniture & Fittings	41.67	2.57	(0.05)	-	44.19	27.85	3.84	-	31.69	12.50	13.82
Vehicles	51.37	25.51	-	0.03	76.85	36.72	7.91	0.02	44.61	32.24	14.65
Office Equipments	11.37	2.43	0.00 #	0.03	13.77	5.97	2.86	0.03	8.80	4.97	5.40
Computer & Printer	16.67	3.16	0.00 #	-	19.83	10.93	3.98	-	14.91	4.92	5.74
Total	**704.87**	**330.85**	**(0.05)**	**53.78**	**981.89**	**252.74**	**141.05**	**1.95**	**391.84**	**590.05**	**452.13**

Particulars	Year Ended 31st March, 2024										
	Gross Carrying Amount					Accumulated Depreciation				Net Carrying Amount	
	As at 1st April 2023	Additions	Foreign Currency Gain /(Loss)	Disposals	As at 31st March 2024	As at 1st April 2023	Depreciation charged during the year	Deductions	As at 31st March 2024	As at 31st March 2024	As at 31st March 2023
Freehold Land	41.09	66.59	-	12.74	94.94	-	-	-	-	94.94	41.09
Factory Building	24.11	1.59	-	-	25.70	7.78	2.18	-	9.96	15.74	16.33
Plant & Equipment	295.20	173.35	-	5.40	463.15	101.95	60.57	1.21	161.31	301.84	193.25
Furniture & fixtures	37.17	4.56	(0.06)	-	41.67	23.90	3.95	-	27.85	13.82	13.27
Vehicles	50.47	4.11	-	3.21	51.37	30.55	6.26	0.09	36.72	14.65	19.92
Office Equipments	6.54	4.83	0.00 #	-	11.37	3.38	2.59	-	5.97	5.40	3.16
Computer & Printer	10.56	6.11	0.00 #	-	16.67	6.01	4.92	-	10.93	5.74	4.55
Total	**465.14**	**261.14**	**(0.06)**	**21.35**	**704.87**	**173.57**	**80.47**	**1.30**	**252.74**	**452.13**	**291.57**

 # Below rounding off norms of the company

Notes:

3.1 For details of hypothecation (Refer Note no 22.1 & Note No 26.1)

3.2 The Group and its Joint Venture has not revalued its Property, Plant & Equipment during the year ended 31st March 2026 and previous years ended 31st March, 2025 and 31st March, 2024.

3.3 The Group and its Joint Venture has performed an assessment of its Property Plant and Equipment for possible trigering events or circumstances for an indication of impairment and has concluded that there were no triggering events or circumstances.

3.4 The Group and its Joint Venture do not have any Immovable Property whose title deeds are not held in the name of the company as at 31st March 2026 and previous years ended 31st March, 2025 and 31st March, 2024.

4 Capital work-in-progress **(₹ in Millions)**

Particulars	As at 31st March 2026	As at 31st March 2025	As at 31st March 2024
Balance at the beginning of the year	**109.45**	**46.80**	**86.49**
Add: Addition during the year	539.46	127.60	34.21
Less: Capitalise during the year	170.59	64.95	73.90
Balance at the end of the period/year	**478.32**	**109.45**	**46.80**

4.1 Capital Work in Progress (CWIP) ageing schedule (₹ in Millions)

CWIP	Amount for the year ended 31st March 2026					Amount for the year ended 31st March 2025				
	Less than 1 year	1-2 years	2-3 Years	More than 3 years	Total	Less than 1 year	1-2 years	2-3 Years	More than 3 years	Total
Projects in Progress	456.37	9.78	6.09	6.08	478.32	97.28	6.09	6.08	-	109.45
	456.37	9.78	6.09	6.08	478.32	97.28	6.09	6.08	-	109.45
Projects temporarily suspended	-	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-	-	-
Total	**456.37**	**9.78**	**6.09**	**6.08**	**478.32**	**97.28**	**6.09**	**6.08**	**-**	**109.45**

CWIP	Amount for the year ended 31st March 2024				
	Less than 1 year	1-2 years	2-3 Years	More than 3 years	Total
Projects in progress	-	-	-	-	-
Plant and Machinery	34.21	12.16	0.43	-	46.80
	34.21	12.16	0.43	-	46.80
Projects temporarily suspended					
Plant and Machinery	-	-	-	-	-
	-	-	-	-	-
Total	**34.21**	**12.16**	**0.43**	**-**	**46.80**

4.2 Details of expenditure on New / Expansion projects pending allocation and included in Capital work in progress-

(₹ in Millions)

Particulars	As at 31st March 2026	As at 31st March 2025	As at 31st March 2024
Salaries, Wages & Allowances	4.65	-	-
Interest expenses	44.47	-	-
Miscellaneous Expenses	6.48	-	-
Professional Fees / Consultancy	5.23	-	-
Total for the period/year	**60.83**	**-**	**-**
Total Balance before allocation to Property, plant and equipment during the year	-	-	-
Less: Transfer / Allocated to Property, plant and equipment during the year	60.83	-	-
Balance pending allocation included in CWIP	-	-	-

4.3 CWIP during the year comprises of Plant & Machinery and new manufacturing facility which is normal Capital Expenditure.

4.4 The Group and its Joint Venture has performed an assessment of its Capital Work-in-progress for possible triggering events or circumstances for an indication of impairment and has concluded that there were no such triggering events or circumstances.

4.5 Capital work in progress, appearing as on balance sheet date completion is not overdue and its cost has not exceeded compared to its original plan.

5 Intangible Assets (₹ in Millions)

Particulars	Year Ended 31st March, 2026									
	Gross Carrying Amount				Accumulated Depreciation				Net Carrying Amount	
	As at 1st April 2025	Additions	Disposals	As at 31st March 2026	As at 1st April 2025	Amortization during the period	Deductions	As at 31st March 2026	As at 31st March 2026	As at 31st March 2025
Computer Software	13.57	0.34	-	13.91	11.99	0.62	-	12.61	1.30	1.58
Total	**13.57**	**0.34**	**-**	**13.91**	**11.99**	**0.62**	**-**	**12.61**	**1.30**	**1.58**

Particulars	Year Ended 31st March, 2025									
	Gross Carrying Amount				Accumulated Depreciation				Net Carrying Amount	
	As at 1st April 2024	Additions	Disposals	As at 31st March 2025	As at 1st April 2024	Amortization during the year	Deductions	As at 31st March 2025	As at 31st March 2025	As at 31st March 2024
Computer Software	12.45	1.12	-	13.57	11.32	0.67	-	11.99	1.58	1.13
Total	**12.45**	**1.12**	**-**	**13.57**	**11.32**	**0.67**	**-**	**11.99**	**1.58**	**1.13**

Particulars	Year Ended 31st March 2024									
	Gross Carrying Amount				Accumulated Depreciation				Net Carrying Amount	
	As at 1st April 2023	Additions	Disposals	As at 31st March 2024	As at 1st April 2023	Amortization during the year	Deductions	As at 31st March 2024	As at 31st March 2024	As at 31st March 2023
Computer Software	12.14	0.31	-	12.45	10.05	1.27	-	11.32	1.13	2.09
Total	**12.14**	**0.31**	**-**	**12.45**	**10.05**	**1.27**	**-**	**11.32**	**1.13**	**2.09**

Notes:

5.1 The Group and its Joint Venture has not revalued its Intangible Assets during the year ended 31st March, 2026 and previous years ended 31st March, 2025 and 31st March, 2024.

5.2 The Group and its Joint venture has performed an assessment of its Intangible Assets for possible triggering events or circumstances for an indication of impairment and has concluded that there were no such triggering events or circumstances.

6 Right-of-use assets **(₹ in Millions)**

Particulars	Year Ended 31st March, 2026									
	Gross Carrying Amount				Accumulated Depreciation				Net Carrying Amount	
	As at 1st April, 2025	Additions	Disposals	As at 31st March 2026	As at 1st April, 2025	Depreciation charged during the period	Deductions	As at 31st March 2026	As at 31st March 2026	As at 31st March 2025
Land	87.58	-	-	87.58	21.65	3.66	-	25.31	62.27	65.93
Building	123.79	61.98	65.21	120.56	34.30	19.70	13.04	40.96	79.60	89.49
Total	**211.37**	**61.98**	**65.21**	**208.14**	**55.95**	**23.36**	**13.04**	**66.27**	**141.87**	**155.42**

Particulars	Year Ended 31st March, 2025									
	Gross Carrying Amount				Accumulated Depreciation				Net Carrying Amount	
	As at 1st April, 2024	Additions	Disposals	As at 31st March 2025	As at 1st April, 2024	Depreciation charged during the year	Deductions	As at 31st March 2025	As at 31st March 2025	As at 31st March 2024
Land	86.32	1.26	-	87.58	17.98	3.67	-	21.65	65.93	68.34
Building	75.22	48.57	-	123.79	16.43	17.87	-	34.30	89.49	58.79
Total	**161.54**	**49.83**	**-**	**211.37**	**34.41**	**21.54**	**-**	**55.95**	**155.42**	**127.13**

Particulars	Year Ended 31st March 2024									
	Gross Carrying Amount				Accumulated Depreciation				Net Carrying Amount	
	As at 1st April, 2023	Additions	Disposals	As at 31st March 2024	As at 1st April, 2023	Depreciation charged during the year	Deductions	As at 31st March 2024	As at 31st March 2024	As at 31st March 2023
Land	86.32	-	-	86.32	14.38	3.60	-	17.98	68.34	71.93
Building	79.63	37.95	42.36	75.22	39.70	16.80	40.07	16.43	58.79	39.93
Total	**165.95**	**37.95**	**42.36**	**161.54**	**54.08**	**20.40**	**40.07**	**34.41**	**127.13**	**111.86**

6.1 Lease deeds of right-of-use assets are held in the name of the company.

6.2 The Group and its Joint Venture has not revalued its Right-of-Use Assets during the year ended 31st March, 2026 and previous years ended 31st March, 2025 and 31st March, 2024.

6.3 The Group and its Joint Venture has performed an assessment of its Right of Use Assets for possible triggering events or circumstances for an indication of impairment and has concluded that there were no such triggering events or circumstances.

7 NON-CURRENT ASSETS: FINANCIAL ASSETS: INVESTMENTS (₹ in Millions)

Particulars	Numbers	As at March 31, 2026	Numbers	As at March 31, 2025	Numbers	As at March 31, 2024
Investment - designated at fair value through OCI						
Investment in equity instrument of Other entities, unquoted						
DRP Realtors Pvt. Ltd.	46,000	19.23	46,000	19.04	46,000	18.72
Shanti Infra Build Pvt ltd	11,600	1.16	11,600	1.13	11,600	0.41
Investment in Others (At Cost)						
Lumino Jupiter Solar LLP *(Refer Note 7.5)*	-	0.03	-	0.03	-	0.03
Investment in Joint Venture						
LIL-PCSCPL-JV	-	0.09	-	-	-	-
Lumino SMC JV	-	16.69	-	13.71	-	5.38
		37.20		**33.91**		**24.54**

	Aggregate amount of Quoted and Market value of Quoted Investments are given below:	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
7.1	Agrregate Cost of Quoted Investments	NA	NA	NA
7.2	Agrregate Market value of Quoted Investments	NA	NA	NA
7.3	Aggregate Cost of unquoted investments	0.58	0.58	0.58
7.4	Aggregate amount of impairment in the value of investments	Nil	Nil	Nil

7.5 The Parent Company had executed a Limited Liability Partnership Agreement with Jupiter Green Energy Pvt Ltd (building and developing renewable energy assets in India) on 5th December 2018, to jointly carry out business activities in the field of EPC Turnkey Projects related to renewable energy. Pursuant to this, an LLP was incorporated on 5th December, 2018, wherein as on 31st March, 2026, previous year ended 31st March 2025 and previous year ended 31st March 2024, the Company holds 15% partnership Interest in the LLP.

8 NON-CURRENT ASSETS: FINANCIAL ASSETS: LOANS (₹ in Millions)

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Unsecured, considered good			
(a) Loan to related parties (Refer Note 45.11)	-	-	62.29
(b) Loan to others	-	-	40.16
	-	**-**	**102.45**

8.1 The Group and its Joint Venture does not have any loans which are either credit impaired,dispuated or where there is a significant increae in credit risk.

8.2 No loans receivables are due from directors or other officers of the company either severally or jointly with any other person.

8.3 Details of loans given, investment made and guarantee given covered under section 186(4) of the Companies Act. 2013 are tabulated below- (₹ in Millions)

Name	Relationship	Purpose of Loan	Rate of Interest	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Shanti Health Services Pvt Ltd	Enterprises over which KMP	Business Purpose	9% - 10%	-	-	31.97
Brijdham Infrastructure Pvt. Ltd	and/or their relatives have	Business Purpose	9.00%	-	-	21.26
Shanti Infra Build Pvt Ltd.	significant influence.	Business Purpose	7.75%- 9%	-	-	9.06
Balaji Hero LLP	None	Business Purpose	12.00%	-	-	0.57
Sandeep Agarwal	None	Business Purpose	9.00%	-	-	35.93
Arun Kr. Suhasaria	None	Business Purpose	9.00%	-	-	3.66
Total				**-**	**-**	**102.45**

Details of investments made have been given as part of Note '7' and Note '13'.

9 NON-CURRENT ASSETS: FINANCIAL ASSETS: OTHERS (₹ in Millions)

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Security Deposit			
- Unsecured considered good (Refer Note No. 9.1)	17.62	7.97	12.32
Other Balance :			
Balance with Banks			
- Deposits having maturity of more than 12 months [Refer Note No. 26.1.(c)]	173.17	151.11	132.19
Other Financial Assets			
- Earnest Money Deposit	-	-	0.78
Contract assets [Refer Note 34(iii)]			
- Retention Money*	156.70	61.26	-
Interest Accrued on Deposits	10.04	6.11	4.40
	357.53	**226.45**	**149.69**

* These amounts are receivable on fulfilment of certain condition as per terms of the contract

9.1 Other Information :

Security Deposit Paid to			
- Directors or others officer of the company either severally or jointly with any other person (Refer Note - 45.11)	0.98	0.89	0.81
- Firms or private companies in which director is a partner or a director or member	-	-	-
	0.98	**0.89**	**0.81**

10 DEFERRED TAX ASSETS (NET) **(₹ in Millions)**

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Deferred Tax Assets	336.84	239.01	76.79
Deferred Tax Liabilities	42.80	44.57	37.54
Net Deferred Tax Asset	**294.04**	**194.44**	**39.25**

10.1 Movement in Deferred Tax Liabilities/ (Assets) during the year ended 31st March, 2025 and 31st March, 2026

(₹ in Millions)

Particulars	As at 31st March, 2024	Recognised in Profit & loss	Recognised in other comprehensive income	As at 31st March, 2025	Recognised in Profit & loss	MAT Credit utilised	Recognised in other comprehensive income	As at 31st March, 2026
Deferred tax assets in relation to:								
Expected credit loss	**-**	-	-	**-**	-	-	-	**-**
Provisions for retirement benefits	**1.59**	3.24	1.47	**6.30**	0.07	-	1.67	**8.04**
Carried forwards of un-used tax losses	**-**	-	-	**-**	-	-	-	**-**
Lease liabilities	**38.50**	8.62	-	**47.12**	(3.88)	-	-	**43.24**
Property, Plant & Equipment and Intangible Assets	**16.63**	14.50	-	**31.13**	12.57	-	-	**43.70**
Business Combination expenses allowable u/s 35DD of the Income tax Act.	**0.47**	(0.16)	-	**0.31**	(0.24)	-	-	**0.07**
MAT Credit *	**-**	-	-	**-**	50.68	(50.68)	-	**-**
Provision for Expense	**20.55**	59.97	-	**80.52**	132.06	-	-	**212.58**
Provision for Doubtful Debt	**-**	16.13	-	**16.13**	-	-	-	**16.13**
Provision deductible for tax purposes in future period	**-**	57.49	-	**57.49**	(44.42)	-	-	**13.07**
Others	**(0.95)**	0.95	-	**-**	-	-	-	**-**
Total	**76.79**	**160.74**	**1.47**	**239.01**	**146.84**	**(50.68)**	**1.67**	**336.84**
Deferred tax liabilities in relation to:								
Right-of-use assets	**31.99**	7.12	-	**39.11**	(3.41)	-	-	**35.70**
Fair valuation of financial assets & financial liabilities	**5.55**	(1.06)	0.97	**5.46**	2.47	-	(0.83)	**7.10**
Total	**37.54**	**6.06**	**0.97**	**44.57**	**(0.94)**	**-**	**(0.83)**	**42.80**
Deferred Tax Liabilities/(Assets) (Net) Total	**39.25**	**154.68**	**0.50**	**194.44**	**147.78**	**(50.68)**	**2.50**	**294.04**

Movement in Deferred Tax Liabilities/ (Assets) during the year ended 31st March, 2024 **(₹ in Millions)**

Particulars	As at 31st March, 2023	Recognised in Profit & loss	Recognised in other comprehensive income	As at 31st March, 2024
Deferred tax assets in relation to:				
Expected credit loss	**0.56**	(0.56)	-	**-**
Provisions for retirement benefits	**1.57**	(0.28)	0.30	**1.59**
Carried forwards of un-used tax losses	**0.28**	(0.28)	-	**-**
Lease liabilities	**34.32**	4.18	-	**38.50**
Property, Plant & Equipment and Intangible Assets	**12.30**	4.33	-	**16.63**
Business Combination expenses allowable u/s 35DD of the Income tax Act.	**0.63**	(0.16)	-	**0.47**
Provision for Expense	**-**	20.55	-	**20.55**
Others	**0.99**	(1.94)	-	**(0.95)**
Total	**50.65**	**25.84**	**0.30**	**76.79**
Deferred tax liabilities in relation to:				
Right-of-use assets	**28.15**	3.84	-	**31.99**
Fair valuation of financial assets & financial liabilities	**5.23**	0.25	0.07	**5.55**
On account of Retention	**0.15**	(0.15)		**-**
Others	**-**	(0.10)	0.10	**-**
Total	**33.53**	**3.84**	**0.17**	**37.54**
Deferred Tax Liabilities/(Assets) (Net) Total	**17.12**	**22.00**	**0.13**	**39.25**

** Relates to utilisation of MAT credit in final assessment for AY 2018-19, completed during the year.*

11 OTHER NON-CURRENT ASSETS **(₹ in Millions)**

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Capital Advances			
- Unsecured, considered good	146.11	197.25	40.44
Advance other than capital advance			
- Prepaid expenses			
Lease rental	3.53	3.82	4.11
Other Expenses	83.76	17.35	23.43
	233.40	**218.42**	**67.98**

12 CURRENT ASSETS: INVENTORIES **(₹ in Millions)**

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Raw Materials	505.03	353.81	480.76
Semi-finished goods	873.49	604.89	324.75
Finished Goods	1,064.24	1,110.88	549.91
Construction material and tools	94.51	88.77	136.84
Stores, consumables & packing material	150.24	116.00	92.61
Stock in Trade	-	-	2.15
Stock in Transit*	953.22	316.61	201.50
	3,640.73	**2,590.96**	**1,788.52**

*Stock in transit consists of finished goods of ₹ 444.94 Millions (Previous year ended 31/03/2025 - ₹ 308.93 Millions and previous year ended 31/03/2024- ₹ 201.50 Millions) and raw material in transit ₹ 508.27 Millions (Previous year ended 31/03/2025-₹ 7.69 Millions and Previous year ended 31/03/2024 - Nil)

During the year ended 31st March 2026, the Parent Company has made a reversal of provision ₹ 22.77 Millions (Provision during the previous year ended 31/03/2025- ₹ 30.67 Millions and during the year ended 31/03/2024 - Nil) towards slow moving or non- moving inventories. As on date the inventory is reduced by ₹ 7.91 Millions (As at 31/03/2025-₹ 30.67 Millions, and as at 31/03/2024 - Nil) towards provision for slow moving or non moving inventories.

12.1 Refer note no. 26.1 for information on inventories pledged as securities by the Parent Company.

13 CURRENT ASSETS: FINANCIAL ASSETS: INVESTMENTS (₹ in Millions)

	Numbers	As at March 31, 2026	Numbers	As at March 31, 2025	Numbers	As at March 31, 2024
Investment - carried at fair value through Profit & loss						
(Quoted, fully paid-up)	-	-	11,191	20.28	12,340	19.46
Investment in equity instrument of other entities (Quoted, fully paid-up)	-	-	1,44,303	47.65	-	-
Investment in mutual funds (Quoted, fully paid-up)	-	-	14,43,355	46.21	4,95,750	827.14
Investment in 7.18% GOI SGS 2037 (Quoted) (Refer Note 26.1)	20,00,000	201.60	20,00,000	208.72	-	-
		201.60		**322.86**		**846.60**

		As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
13.1	Aggregate cost of quoted investments	201.18	309.16	834.58
13.2	Aggregate market value of quoted investments	201.60	322.86	846.60
13.3	Aggregate amount of unquoted investments	NA	NA	NA
13.4	Aggregate amount of impairment in the value of investments	NA	NA	NA

14 CURRENT ASSETS: FINANCIAL ASSETS: TRADE RECEIVABLES (₹ in Millions)

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Secured, Considered good	-	-	-
Unsecured, Considered good	8,948.58	7,211.64	4,595.23
Significant increase in credit risk	-	-	-
Credit Impaired	64.11	64.11	-
	9,012.69	7,275.75	4,595.23
Less: Allowances^	64.11	64.11	-
	8,948.58	**7,211.64**	**4,595.23**

^ Trade receivables of the Group and its Joint Venture were primarily due from Public Sector Undertakings (PSUs) and which were considered to have a very low risk of default. Furthermore, the Group and its Joint Venture had not recognised bad debts in the previous years. Drawing on historical data, the nature of the Group and its Joint Venture's customers, management has assessed that there was no anticipated credit loss on these receivables. However, the Group and its Joint Venture is making specific provisions on a case-to-case basis as approved by the management.

Refer note: 26.1 for details of Trade Receivables pledged as security.

14.1 Trade receivables Ageing Schedule (₹ in Millions)

As on March 31st, 2026

Particulars	Not Due	Upto 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed							
Considered good	1,741.01	4,983.72	1,741.30	452.29	30.26	-	8,948.58
Which have significant increase in credit risk	-	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-	-
Disputed							-
Considered good	-	-	-	-	-	-	-
Which have significant increase in credit risk	-	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	64.11	64.11
Gross Trade Receivables	**1,741.01**	**4,983.72**	**1,741.30**	**452.29**	**30.26**	**64.11**	**9,012.69**
Less: Allowances^							64.11
Net Trade Receivabels							**8,948.58**

As on March 31st, 2025

Particulars	Not Due	Upto 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed							
Considered good	1,714.02	5,288.40	151.78	55.33	2.11	-	7,211.64
Which have significant increase in credit risk	-	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-	-
Disputed							-
Considered good	-	-	-	-	-	-	-
Which have significant increase in credit risk	-	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	64.11	64.11
Gross Trade Receivables	**1,714.02**	**5,288.40**	**151.78**	**55.33**	**2.11**	**64.11**	**7,275.75**
Less: Allowances^							64.11
Net Trade Receivabels							**7,211.64**

As on March 31, 2024

Particulars	Not Due	Upto 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed							
Considered good	2,262.38	2,157.01	95.88	75.98	3.98	-	4,595.23
Which have significant increase in credit risk	-	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-	-
Disputed							
Considered good	-	-	-	-	-	-	-
Which have significant increase in credit risk	-	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-	-
Gross Trade Receivables	**2,262.38**	**2,157.01**	**95.88**	**75.98**	**3.98**	**-**	**4,595.23**
Less: Allowances^							-
Net Trade Receivabels							**4,595.23**

14.2 Ageing of Trade Receivable has been given from Transaction Date.

14.3 Refer Note No. 9 & 17 for Contract Assets which is classified as financial asset because the contractual right to consideration is depended on completition of contractual milestone.

15 CURRENT ASSETS: FINANCIALS ASSETS: CASH AND CASH EQUIVALENTS **(₹ in Millions)**

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Balances with banks in Current Account	1.36	44.94	172.67
Balances with banks in Savings Account	0.00 #	0.00 #	0.01
Balances with banks in Cash Credit Account (Debit Balance)	741.69	308.37	-
Balances with banks in Bank Overdraft Account (Debit Balance)	168.36	-	-
Deposit with original maturity less than three months	-	420.50	-
Cash on hand	6.89	6.86	6.89
	918.30	**780.67**	**179.57**

 # Below rounding off norms of the company

15.1 Foreign currency balance with bank as on March 31st, 2026 - ETB 4880.00 (March 31st, 2025 - ETB 4880.00 and March 31, 2024 - ETB 4,639.52) has been shown as bank balance after converting the same at the year end currency rate as required by Ind AS 21: The effect of changes in foreign exchange rates amounting to ₹ Nil (Previous year ended March 31st, 2025 and March 31st, 2024- Nil)

15.2 Foreign currency balance with bank as on March 31st, 2026 - RWF 1,96,41,439.85 (March 31st, 2025 with bank - RWF 45,69,35,339 and March 31, 2024 - RWF 12,05,46,290) & USD 28,382.88 (March 31,2025- USD 225.42 and March 31, 2024 - USD 7,425.32) and cash on hand - RWF 7,41,629.00 (March 31, 2025 - RWF 10,774.41 and March 31, 2024 - RWF 24,58,484.47) has been shown after converting the same at the year end currency rate as required by Ind AS 21.The effect of changes in foreign exchange rates amounting to ₹ (0.22) Millions (Previous year ended March 31st, 2025 - ₹ (1.99) Millions and March 31st, 2024- ₹ (0.77) Millions).

16 CURRENT ASSETS: FINANCIALS ASSETS - OTHER BANK BALANCES **(₹ in Millions)**

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Balances with Banks			
Deposit with original maturity more than 3 months having remaining maturity of less than 12 months from the reporting date [Refer Note No. 26.1.(c)]	1,589.34	1,490.19	1,143.96
Deposit with original maturity less than three months [Refer Note No. 26.1.(c)]	-	1.09	1.05
	1,589.34	**1,491.28**	**1,145.01**

17 CURRENT ASSETS: FINANCIAL ASSETS - OTHERS **(₹ in Millions)**

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Security deposit			
Unsecured,Considered good	2.64	5.23	3.29
Other Financial Assets			
Earnest Money Deposit	84.84	9.36	88.40
Contract Assets			
Unbilled Revenue	-	-	134.76
Retention Money*	2,930.59	2,420.09	1,257.29
Interest Accrued on			
Bank Deposit	96.73	66.87	47.87
Investment in 7.18% GOI SGS 2037	2.66	2.66	-
Derivatives Assets :			
On Foreign Exchange Forward Contracts	-	0.69	-
On Commodity Forward Contracts	58.72	-	21.99
Other Receivable	4.86	1.46	2.43
	3,181.04	**2,506.36**	**1,556.03**

* These amounts are receivable on fulfilment of certain condition as per terms of the contract.

18 CURRENT TAX ASSETS (NET) **(₹ in Millions)**

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Advance tax, TDS & TCS	59.19	516.54	527.76
Less: Provision for income tax	30.51	471.18	471.10
Current Tax Assets Total	**28.68**	**45.36**	**56.66**

19 CURRENT ASSETS: OTHERS **(₹ in Millions)**

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Unsecured, considered good			
Balances with Government authorities :			
GST, VAT and others taxes/ duties	237.90	154.70	124.20
Others advances :			
Balance with Others	51.86	30.18	31.10
Prepaid expenses*	213.70	144.70	93.11
Advance to suppliers against goods & services	527.72	362.35	320.88
Advances to Employees	9.58	10.17	3.73
Export benefit receivable	2.70	5.65	2.67
	1,043.46	**707.75**	**575.69**

* Includes ₹ 93.06 Millions (FY 2024-25- ₹ 67.30 Millions and FY 2023-24 - Nil) towards expenses against proposed Initial Public Offer (IPO) work which will be allocated between the selling shareholders and the Parent Company wherein the parent Company portion will be adjusted against the Securities Premium on completion of IPO.

20 **SHARE CAPITAL** (₹ in Millions)

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
A. Authorised capital			
35,00,00,000 Equity Shares of ₹ 5/- each (P.Y. 29,60,00,000 equity shares of ₹5/- each)	1,750.00	1,480.00	423.95
2,40,00,000 Preference Shares of ₹ 5/- each (P.Y. 2,40,00,000 preference shares of ₹5/- each)	120.00	120.00	120.00
	1,870.00	**1,600.00**	**543.95**
B. Issued, subscribed & paid up capital			
24,35,78,096 Equity Shares of ₹ 5/- each fully paid up (P.Y. 24,35,78,096 equity shares of ₹5/- each fully paid up)	1,217.89	1,217.89	304.47
	1,217.89	**1,217.89**	**304.47**

C. Statement of reconciliation of shares outstanding at the beginning and at the end of the reporting period:

Authorised Share Capital	As at March 31, 2026		As at March 31, 2025		As at March 31, 2024	
	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount
Outstanding Equity Share at the beginning of the year	29,60,00,000	1,480.00	4,23,95,000	423.95	4,23,95,000	423.95
Add: Adjustment for Sub- Division of Equity share (Refer Note- I)	-	-	4,23,95,000	-	-	-
Add: Increased in EGM dated 25th November,2024	-	-	21,12,10,000	1,056.05	-	-
Add: Increased in EGM dated 8th August,2025	5,40,00,000	270.00	-	-	-	-
Outstanding at the end of the Year	**35,00,00,000**	**1,750.00**	**29,60,00,000**	**1,480.00**	**4,23,95,000**	**423.95**
Outstanding Preference Share at the beginning of the year	2,40,00,000	120.00	1,20,00,000	120.00	1,20,00,000	120.00
Add: Adjustment for Sub- Division of Preference share (Refer Note I)	-	-	1,20,00,000	-	-	-
Outstanding at the end of the year	**2,40,00,000**	**120.00**	**2,40,00,000**	**120.00**	**1,20,00,000**	**120.00**

Issued, subscribed & paid up capital	As at March 31, 2026		As at March 31, 2025		As at March 31, 2024	
	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount
Outstanding Equity Share at the beginning of the year	24,35,78,096	1,217.89	3,04,47,262	304.47	3,04,47,262	304.47
Add: Split to Face Value of ₹ 5 per share from Face value of ₹ 10 per share (Refer Note- I)	-	-	3,04,47,262	-	-	-
Add: Bonus shares issued and allotted to the shareholders (Refer Note- J)	-	-	18,26,83,572	913.42	-	-
Outstanding at the end of the year	**24,35,78,096**	**1,217.89**	**24,35,78,096**	**1,217.89**	**3,04,47,262**	**304.47**

D. Rights, preferences and restrictions attached to Equity shares :

The Parent Company has only one class of equity shares having a par value of ₹ 5/- per share. Each holder of equity shares is entitled to one vote per share. The Parent Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Parent Company, the holders of equity shares will be entitled to receive remaining assets of the Parent Company, after distribution of preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

E. List of shareholders holding more than 5% shares in the company

Name of the Shareholder	As at March 31, 2026		As at March 31, 2025		As at March 31, 2024	
	No. of Shares	% Holding	No. of Shares	% Holding	No. of Shares	% Holding
Devendra Goel	11,94,31,856	49.03%	11,94,31,856	49.03%	1,19,21,899	39.16%
Jay Goel	8,65,60,000	35.54%	8,65,60,000	35.54%	1,08,20,000	35.54%
Rashmi Goel	2,25,44,904	9.26%	2,25,44,904	9.26%	45,68,113	15.00%
RAG Private Family Trust	1,40,00,000	5.75%	1,40,00,000	5.75%	-	-
Purushottam Dass Goel (HUF)	-	-	-	-	22,70,833	7.46%

F. The Company does not have any holding company.

G. Aggregate number and class of shares allotted as fully paid up pursuant to contract(s) without payment being received in cash.

Shares worth ₹140.03 Millions out of the issued, subscribed & paid up capital was allotted on 22nd March, 2022, pursuant to the composite scheme of arrangement sanctioned by the Hon'ble NCLT which became effective from 22nd Dec, 2021 and appointed date of this scheme of arrangement was 1st April, 2019. The consideration is paid through non-cash equity swap transactions in which 1,40,03,257 numbers of equity shares of the company issued at the value of ₹10/- each subsequently to which 2,18,87,400 number of shares were cancelled.

H. 42,90,000 number of equity shares of ₹10/- each were bought back and extinguished during the year 2019-20.

I. Details of Splitting of shares

During the year ended i.e. 31st March, 2025 equity and preference shares have been split through extra-ordinary general meeting dated 14th November, 2024 to Face value of ₹ 5/- each from Face value ₹ 10/- each.

J. Details of bonus shares issued

During the year ended 31st March,2023, the Parent Company has issued fully paid-up bonus shares in the ratio of 2 (two) equity shares for every 3 (three) equity shares held, outstanding on the record date i.e. September 1, 2022, thereby increasing the issued, subscribed and paid up share capital from Rs. 182.68 Millions to Rs. 304.47 Millions. The paid-up capital on account of Bonus issue of Rs. 121.79 Millions has been appropriated from general reserve.

During the year ended 31st March 2025, the Parent Company has issued fully paid-up bonus shares in the ratio of 3 (three) equity shares for every 1 (one) equity shares held, outstanding on the record date i.e. November 23rd, 2024, thereby increasing the issued, subscribed and paid up share capital from ₹ 304.473 Millions to ₹ 1,217.89 Millions. The paid-up capital on account of Bonus issue has been appropriated from Capital Redemption reserve for ₹ 42.90 Millions , from Securities Premium account for ₹ 293.22 Millions, from General reserve for ₹ 97.75 Millions and ₹ 479.55 Millions from Retained earnings.

K. There are no calls unpaid by the Directors/Officers.

L. The company has not forfieted any shares.

M. There are no securities as on 31st March 2026 (31st March 2025 and 31st March 2024 - Nil) that are convertible into Equity/Preference Shares.

N. Shareholding of promoters

20 SHARE CAPITAL (Cont.)

Disclosure of shareholding of promoters is as follows:

As at March 31, 2026

Promoter name	No. of Share at the beginning of the period (Face value ₹ 5/- per share)	Change during the period (Face value ₹ 5/- per share)	Adjustment for subdivision (refer note 20 I)	Adjustment for Bonus (refer note 20 J)	Change during the period (Face value ₹ 5/- per share)	No. of Share at the period of the year (Face value ₹ 5/- per share)	% of Total Shares (Face value ₹ 5/- per share)	% change during the period
Purushottam Dass Goel	8,00,000	-	-	-	-	8,00,000	0.33%	0.00%
Devendra Goel	11,94,31,856	-	-	-	-	11,94,31,856	49.03%	0.00%
Jay Goel	8,65,60,000	-	-	-	-	8,65,60,000	35.54%	0.00%

As at 31st March, 2025

Promoter name	No. of Share at the beginning of the year (Face value ₹ 10/- per share)	Change during the year (Face value ₹ 10/- per share)	Adjustment for subdivision (refer note 20 I)	Adjustment for Bonus (refer note 20 J)	Change during the year (Face value ₹ 5/- per share)	No. of Share at the end of the year (Face value ₹ 5/- per share)	% of Total Shares (Face value ₹ 5/- per share)	% change during the year
Purushottam Dass Goel (w.e.f 23/11/2024)	-	-	-	-	8,00,000	8,00,000	0.33%	100.00%
Devendra Goel	1,19,21,899	30,37,082	1,49,58,981	8,97,53,886	(2,39,992)	11,94,31,856	49.03%	400.89%
Jay Goel	1,08,20,000	-	1,08,20,000	6,49,20,000	-	8,65,60,000	35.54%	300.00%

As at 31st March, 2024

Promoter name	No. of Share at the beginning of the year (Face value ₹ 10/- per share)	Change during the year (Face value ₹ 10/- per share)	Adjustment for subdivision (refer note 20 I)	Adjustment for Bonus (refer note 20 J)	Change during the year (Face value ₹ 10/- per share)	No. of Share at the end of the year (Face value ₹ 10/- per share)	% of Total Shares (Face value ₹ 10/- per share)	% change during the year
Devendra Goel	1,01,31,097	17,90,802	-	-	-	1,19,21,899	39.16%	17.68%
Jay Goel	77,72,602	30,47,398	-	-	-	1,08,20,000	35.54%	39.21%

21 OTHER EQUITY (₹ in Millions)

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Capital redemption reserve	-	-	42.90
Capital reserve on business combinations	53.17	53.17	53.17
Securities Premium Account	-	-	293.22
General Reserve	-	-	97.75
Retained earning	6,008.42	4,413.40	3,651.51
Other Comprehensive Income	17.63	20.00	16.66
	6,079.22	**4,486.57**	**4,155.21**

21.1 Movement of Other Equity (₹ in Millions)

Particulars		As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Capital redemption reserve				
Balance at the beginning of the year		-	42.90	42.90
Add: Addition during the year		-	-	-
Less: Issue of bonus share		-	(42.90)	-
Balance at the end of the year	(a)	**-**	**-**	**42.90**
Capital reserve on business combinations				
Balance at the beginning of the year		53.17	53.17	53.17
Add: Addition during the year on account of inter company cancellation of shares under the scheme of arrangements.		-	-	-
Balance at the end of the year	(b)	**53.17**	**53.17**	**53.17**
Securities Premium				
Balance at the beginning of the year		-	293.22	293.22
Add: Addition during the year		-	-	-
Less: Issue of bonus share		-	(293.22)	-
Balance at the end of the year	(c)	**-**	**-**	**293.22**
General Reserve				
Balance at the beginning of the year		-	97.75	97.75
Add: Addition during the year		-	-	-
Less: Issue of bonus share		-	(97.75)	-
Balance at the end of the year	(d)	**-**	**-**	**97.75**
Retained Earnings				
Balance at the beginning of the year		4,413.40	3,651.51	2,786.35
Add/(Less): Adjustment*		-	(0.06)	-
Restated balance at the beginning of the year		**4,413.40**	**3,651.45**	**2,786.35**
Add/(Less): Profit/(loss) for the year		1,599.99	1,245.86	866.07
Less: Issue of bonus share		-	(479.55)	-
Add/(Less) : Transfer from remeasurement of defined benefits plans from OCI		(4.97)	(4.36)	(0.91)
Add/(Less) : Transfer from equity instruments from OCI		-	-	-
Balance at the end of the year	(e)	**6,008.42**	**4,413.40**	**3,651.51**
Equity instruments through OCI				
Balance at the beginning of the year		19.77	18.88	18.68
Add/(Less): Changes arising from fair value of equity instruments through Other Comprehensive Income (net of taxes)		0.19	0.89	0.20
Less: Transfer to retained earnings		-	-	-
Balance at the end of the year	(f)	**19.96**	**19.77**	**18.88**
Remeasurement of Defined Benefits Plans through OCI				
Balance at the beginning of the year		-	-	-
Add/(Less): Changes during the year on Remeasurement of Defined Benefit Plans		(4.97)	(4.36)	(0.91)
Less: Transfer to retained earnings		4.97	4.36	0.91
Balance at the end of the year	(g)	**-**	**-**	**-**
Foreign currency translation reserve through OCI				
Balance at the beginning of the year		0.23	(2.22)	(2.52)
Add/(Less): Changes during the year (Net of taxes)		(2.56)	2.45	0.30
Balance at the end of the year	(h)	**(2.33)**	**0.23**	**(2.22)**
Other Equity Total	(a+b+c+d+e+f+g+h)	**6,079.22**	**4,486.57**	**4,155.21**

** Represent rounding off adjustment*

21.2 Nature/ Purpose of each reserve

Capital Reserve: Capital reserve comprise of reserve arising consequent to business combination in earlier years, in accordance with applicable accounting standards & in terms of relevant scheme sanctioned by NCLT.

Capital Redemption Reserve: Capital redemption reserve is created consequent to buy-back of equity shares. This reserve shall be utilised in accordance with the provisions of the Companies Act, 2013.

Securities Premium: The amount received in excess of face value of the Equity shares is recognised in Securities Premium Reserve. This reserve is utilised in accordance with the provisions of the Companies Act 2013.

General Reserve: General reserve is created out of retained earnings and being used for appropriation purpose.

Retained Earnings: Retained earnings represents the undistributed profit/ amount of accumulated earnings of the company.

Equity instruments through Other Comprehensive Income: This reserve represents the cumulative gains and losses arising on revaluation of equity instruments measured at fair value through other comprehensive income, net of amounts reclassified to retained earnings when those equity instruments are disposed off.

Foreign currency translation reserve through OCI: Exchange differences relating to the translation of the results and net assets of foreign operations from their functional currencies to presentation currency (i.e.₹) are recognised directly in the other comprehensive income and accumulated in foreign currency translation reserve.

22 NON-CURRENT LIABILITIES: FINANCIAL LIABILITIES: BORROWINGS **(₹ in Millions)**

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Secured Loan:			
From Banks			
Rupee Working Capital Loan	89.90	948.75	301.91
Less: Current Maturities of loan	51.84	858.85	103.16
	38.06	**89.90**	**198.75**
Rupee Term Loan	229.99	-	-
Less: Current maturities of loan	-	-	-
	229.99	**-**	**-**
Vehicle Loans	14.59	20.69	4.41
Less: Current maturities of loan	5.20	6.10	3.07
	9.39	**14.59**	**1.34**
Unsecured Loan:			
From related parties (Refer Note 45.11)	-	-	-
	277.44	**104.49**	**200.09**

22.1 Nature of securities details for the borrowings balances are :

i) Vehicle Loan from banks is hypothecated against the Motor cars purchased under the respective hire purchase agreements.

ii) Refer Note 26.1 for the security details of Rupee Working Capital Loan

iii) Rupee Term Loan is secured against First Pari Passu on the movable assets and Land & Building created out of the term loan along with personal guarantee of Mr. Devendra Goel (Director) and Mr. Jay Goel (Director).

22.2 Terms of repayment :

Lender of loan	Rate of interest %	Amount outstanding		No. of monthly/qurarterly instalments outstanding as at 31st March, 2026	Period	Details of security offered
		Current	Non-current			
Vehicle Loan						
Bank of Baroda	9.00%	2.64	7.37	41	Sept, 24 To Sept, 29	Refer Note 22.1(i)
Bank of Baroda	9.00%	2.55	2.02	21	Jan, 25 To Dec, 27	Refer Note 22.1(i)
Rupee Working Capital Loan						
Yes bank	8.45%	1.25	-	6	Dec, 22 to Sep, 26	Refer Note 26.1
IDFC bank	9.25%	20.14	-	6	Oct, 22 to Sep, 26	Refer Note 26.1
IDFC bank	9.25%	30.45	38.06	27	July, 24 to June, 28	Refer Note 26.1
Rupee Term Loan						
HDFC Bank Ltd	8.10%	-	229.99	18	Dec, 27 to March, 32	Refer Note 22.1(iii)

Lender of loan	Rate of interest %	Amount outstanding		No. of monthly instalments outstanding as at 31st March, 2025	Period	Details of security offered
		Current	Non-current			
Vehicle Loan						
HDFC bank	7.30%	1.35	-	5	June, 22 to Aug, 25	Refer Note 22.1(i)
Bank of Baroda	9.00%	2.41	10.01	53	Sept, 24 To Sept, 29	Refer Note 22.1(i)
Bank of Baroda	9.00%	2.34	4.58	33	Jan, 25 To Dec, 27	Refer Note 22.1(i)
Rupee Working Capital Loan						
Canara bank	7.95%	21.20	-	11	March, 22 to Feb, 26	Refer Note 26.1
RBL bank	9.40%	14.42	-	12	April, 22 to March, 26	Refer Note 26.1
Yes bank	8.45%	2.50	1.25	18	Dec, 22 to Sep, 26	Refer Note 26.1
IDFC bank	9.25%	40.28	20.14	18	Oct, 22 to Sep, 26	Refer Note 26.1
IDFC bank	8.70%	750.00	-	4	Dec, 24 to Mar, 26	Refer Note 26.1
IDFC bank	9.25%	30.45	68.51	39	July, 24 to June, 28	Refer Note 26.1

Lender of loan	Rate of interest %	Amount outstanding		No. of monthly instalments outstanding as at 31st March, 2024	Period	Details of security offered
		Current	Non-current			
Vehicle Loan						
HDFC bank	7.30%	3.07	1.34	17	June, 22 to Aug, 25	Refer Note 22.1(i)
Rupee Working Capital Loan						
Canara bank	9.25%	23.12	21.20	23	March, 22 to Feb, 26	Refer Note 26.1
RBL bank	9.40%	14.42	14.43	24	April, 22 to March, 26	Refer Note 26.1
Yes bank	8.45%	2.50	3.75	30	Dec, 22 to Sep, 26	Refer Note 26.1
IDFC bank	9.25%	40.28	60.41	30	Oct, 22 to Sep, 26	Refer Note 26.1
IDFC bank	9.25%	22.84	98.96	48	July, 24 to June, 28	Refer Note 26.1

22.3 The Group and its Joint Venture does not have any default in repayment of loan and interest as on balance sheet date.

23 NON-CURRENT LIABILITIES: FINANCIAL LIABILITIES: LEASE LIABILITY (₹ in Millions)

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Unsecured			
Balance at the beginning of the year	187.26	152.97	136.37
Add: Addition/ modification during the year	61.28	49.84	39.35
Add: Finance costs accrued during the year	17.53	19.24	16.60
Less: Deduction during the year	(57.87)	-	(4.93)
Less: Payment of lease liabilities	(36.34)	(34.80)	(34.42)
Balance at the end of the year	171.86	187.25	152.97
Less: Current maturities of lease liabilities	21.57	17.83	7.79
Non- Current Balance at the end of the year	**150.29**	**169.42**	**145.18**

23.1 Refer Note 45.8 for other disclosures of Ind AS-116 - leases

24 NON-CURRENT LIABILITIES: OTHER FINANCIAL LIABILITIES (₹ in Millions)

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Security Deposit Payable	29.37	28.37	28.37
	29.37	**28.37**	**28.37**

25 NON-CURRENT LIABILITIES: PROVISIONS (₹ in Millions)

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Provision for employee benefits			
Provision for gratuity (Funded- Net)	10.34	10.11	6.31
	10.34	**10.11**	**6.31**

25.1 Refer Note 45.4 for other disclosures of Ind AS-19 - employee benefits

26 CURRENT LIABILITIES: FINANCIAL LIABILITIES - BORROWINGS (₹ in Millions)

Particulars		As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
(I) Loan repayable on demand				
Secured Borrowings:				
From bank under consortium basis				
- Cash credit		167.80	52.23	24.96
- Bank overdraft facility [Refer Note 26.1 (e)]		306.16	334.86	2.77
	(a)	**473.96**	**387.09**	**27.73**
II. Other short term borrowings				
Secured Borrowings:				
From bank under consortium basis				
- Packing credit loan		-	-	75.00
- Rupee Working Capital Loan		2,189.54	990.91	-
Unsecured borrowings:				
- Invoice Discounting		23.63	21.11	-
- Rupee Working Capital Loan		820.00	1,819.73	-
	(b)	**3,033.17**	**2,831.75**	**75.00**
III. Current maturities of long-term debt				
Secured:				
- Rupee Working Capital Loan		51.84	858.85	103.16
- Vehicle Loan		5.20	6.10	3.07
	(c)	**57.03**	**864.95**	**106.23**
	(a+b+c)	**3,564.17**	**4,083.79**	**208.96**

26.1 **Nature of security given:**

Secured loan has been availed by the Parent Company on the basis of fund based and non-fund based facilities from various banks under consortium banking arrangements and are secured against:

Primary security

(a) Pari passu charge on inventories and book debts and on entire current assets of the company including present and future.

Collateral security

(a) Equitable Mortgage (EMT) of factory land & building in the name of the Parent Company and Mr. Devendra Goel (Director) situated at Jalan industrial estate complex, Jamalpur, Domjur with a total area of 407.925 decimal.

(b) Equitable Mortgage (EMT) of office units at 12/3 and 12/4 in " Merlin Acropolis" in the name of M/s. Brijdham Infrastructure Pvt. Ltd. and M/s. DRP Realtors Pvt. Ltd with a total super built up area of respectively 5194 & 4740 Sqft. approx.

(c) FDR pledged except Fixed Deposit of Rs 213.75 Millions (31st March'2025- Rs 495.76 Millions and 31st March'2024- Rs 257.71 Millions)

(d) Hypothecation of plant & machinery and other miscellaneous assets.

(e) Bank Overdraft facility taken against pledge of Fixed Deposit and Government Securities.

Guarantee:

(a) Personal guarantee of Mr. Devendra Goel and Mr. Jay Goel (Director) and Mr. Deepak Goel (Relative of director).

(b) Corporate guarantee of M/s. DRP Realtors Pvt. Ltd &. M/s Brijdham Infrastructures Pvt Ltd, whose property value is offered as collateral security to the extent of the market value of the properties, whose market value is Rs. 136.40 Millions and Rs. 146.0 Millions respectively.

Others:

(a) Interest on working Capital Facilities from banks carries interest ranging from 6.21% to 8.75% per annum.

(b) The Parent Company has not availed borrowings based on the security of current assets of any Group company and its Joint Venture.

26.2 Borrowings secured against current assets - Based on the requirements of Amended Schedule III

Reconciliation of quarterly statements (including revised) submitted to bank with books of accounts along with reasons for differences is as given below:

(₹ in Millions)

Quarter ended	Name of banks	Particulars of Securities Provided	Amount as per books of accounts	Amount as reported in monthly statement	Differences	Reasons for differences
March 2026	Canara Bank, Bank of Baroda, Union Bank, Yes Bank, Indian Bank, HDFC Bank, RBL Bank, State Bank of India,Punjab & Sind Bank, IDFC Bank, Exim Bank, ICICI Bank, Axis Bank and Punjab National Bank	Inventory and Trade Receivable*	12,710.73	12,310.63	400.10	i) Differences in inventories are mainly on account of stock-in-transit and inventories of stores, consumables, and packaging materials, which were not considered by the banks and hence were not submitted to bank. ii) Differences in trade receivables are mainly on account of adjustments relating to Ind AS, taxes, and ineligible debtors, which were not considered by the banks in the quarterly statements.
December 2025		Inventory and Trade Receivable*	13,716.73	13,256.47	460.26	
September 2025		Inventory and Trade Receivable*	11,422.27	11,032.32	389.95	
June 2025		Inventory and Trade Receivable*	12,208.99	11,968.54	240.45	
March 2025		Inventory and Trade Receivable*	11,993.46	11,858.04	135.42	
December 2024		Inventory and Trade Receivable*	12,722.09	12,598.74	123.34	
September 2024		Inventory and Trade Receivable*	11,156.16	11,168.31	(12.16)	
June 2024		Inventory and Trade Receivable*	9,963.25	9,949.24	14.01	
March 2024		Inventory and Trade Receivable*	7,361.28	7,060.94	300.34	i) Differences in Inventories is mainly on account of Value of Inventories of stores, consumables & packaging material details has not been considered by the banks and hence not submitted. ii) Differences in trade receivables is mainly on account of TDS, TCS and miscellaneous items & the related parties debtors, bill discounting debtors which are not considered by the banks and hence not submitted.
December 2023		Inventory and Trade Receivable*	7,153.50	6,940.77	212.74	
September 2023		Inventory and Trade Receivable*	6,142.96	5,993.61	149.35	
June 2023		Inventory and Trade Receivable*	4,577.83	4,374.15	203.68	

** For reporting under this clause, Trade receivables includes retention which is classified as Financial Asset and is net off advances from customer which is classified as Other current liabilities in books of account.*

27 CURRENT LIABILITIES: FINANCIAL LIABILITIES - LEASE LIABILITY

(₹ in Millions)

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Lease Liabilities	21.57	17.83	7.79
	21.57	**17.83**	**7.79**

27.1 Refer Note 45.8 for other disclosures of Ind as-116 - leases

28 TRADE PAYABLES

(₹ in Millions)

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Total outstanding dues of micro and small enterprises	639.18	355.60	383.02
Total outstanding dues of creditors other than micro and small enterprises	1,915.54	645.78	979.59
	2,554.72	**1,001.38**	**1,362.61**

28.1 Ageing schedule

Particulars	Outstanding as on March 31, 2026 from date of transaction						
	Unbilled	Not Due #	Upto 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Undisputed:							
MSME	328.98	81.96	228.02	0.22	-	-	639.18
Others	515.69	495.36	901.98	2.51	-	-	1,915.54
Disputed:							
MSME	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-
Total	**844.67**	**577.32**	**1,130.00**	**2.73**	**-**	**-**	**2,554.72**

Particulars	Outstanding as on March 31, 2025 from date of transaction						
	Unbilled	Not Due #	Upto 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Undisputed:							
MSME	178.52	72.42	104.66	-	-	-	355.60
Others	141.44	50.25	452.57	0.88	0.64	-	645.78
Disputed:							
MSME	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-
Total	**319.96**	**122.67**	**557.23**	**0.88**	**0.64**	**-**	**1,001.38**

Particulars	Outstanding as on March 31, 2024 from date of transaction						
	Unbilled	Not Due #	Upto 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Undisputed:							
MSME	12.27	3.73	367.02	-	-	-	383.02
Others	69.38	109.01	766.21	24.80	9.11	1.08	979.59
Disputed:							
MSME	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-
Total	**81.65**	**112.74**	**1,133.23**	**24.80**	**9.11**	**1.08**	**1,362.61**

\# Not due represents retention money which is payable on fulfilment of certain condition as per terms of the contract.

28.2 Refer Note 45.10 for disclosure requirement under Sec 22 of The Micro, Small and Medium Enterprises Development Act, 2006

29 TRADE ACCEPTANCE (₹ in Millions)

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Acceptances	1,376.74	1,141.32	1,263.62
Bill Discounting*	4,577.92	3,300.26	2,750.02
	5,954.66	**4,441.58**	**4,013.64**

* As at 31st March 2026, Bill discounting includes an amount of ₹ 2,095.03 Millions (31st March 2025: ₹ 2,072.27 Millions and 31st March 2024: ₹ 2,750.02 Millions) payable to micro and small enterprise through A-Treds and M1 Exchange.

29.1 The Parent Company has entered into supplier payment arrangements whereby banks and other financial institutions make payments to certain suppliers for goods/services (supplies) procured by the Parent Company. The payment for these supplies is subsequently made by the parent Company on the respective due dates. Applying the indicators provided in Ind AS 7, which became effective from this financial year, the Parent Company has disclosed the amounts outstanding on these facilities as a separate line item under Financial Liabilities as "Trade Acceptances". Further, for the purpose of cash flow statement, the supplies have been treated as a part of Operating Activities. The interest cost specifically incurred by the Parent Company on these facilities has been treated as financing cost. Accordingly, previous year figures have been regrouped, rearranged and reclassified to align with the current year presentation and to improve the understandability of the financial statements.

During the current financial year, management reassessed the financial statement presentation of Supplier Finance Arrangements (SFAs) to explicitly reflect their dual nature as both operational working capital obligations and structured financing setups. Consequently, in accordance with Ind AS 1 Presentation of Financial Statements, Ind AS 7 Statement of Cash Flows, and Ind AS 8 Accounting Policies, Changes in Accounting Estimates and Errors, outstanding SFA obligations have been reclassified from 'Borrowings' into a separate line item under Financial Liabilities, and their corresponding cash settlements have been shifted from 'Financing Activities' to 'Operating Activities'. This voluntary change in presentation provides a more faithful and relevant representation of the Parent Company's operational leverage and liquidity dependencies by acknowledging this dual characteristic. It ensures that while the structured funding mechanism is transparently isolated on the balance sheet, the final cash outflows directly originating from core inventory and raw material procurement are accurately captured within operational metrics rather than being classified as pure financial debt. In line with statutory requirements, comparative financial information for the reported prior period has been restated, resulting in no impact on the reported net profit, earnings per share, or total equity of the Parent Company for any of the periods presented."

(₹ in Millions)

	29.2 Discloures related to supplier finance arrangements (Trade acceptance)	**As at March 31, 2026**
a)	The terms and conditions of the arrangements-	
	The facility of vendor bill discounting availed by the Company through Treds and Banks are unsecured. Letter of credit (LC) facility availed by the Company is secured by pledging fixed deposits with	
b)	The carrying amounts of liabilities under supplier finance arrangement (Trade Acceptances)	5,954.66
c)	Liabilities under supplier finance arrangement which have received payment from the finance provider	5,954.66
d)	Range of payment due dates:	
	a. Liabilities under supplier finance arrangement	90 to 180 days
	b. The range of payment due dates for the comparable trade payables that are not a part of supplier payment arrangement	30 to 90 days

30 CURRENT LIABILITIES: OTHER FINANCIAL LIABILITIES (₹ in Millions)

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Creditors for capital expenditure			
- Total outstanding dues of micro and small Enterprises	4.77	4.25	-
- Total outstanding dues of creditors other than micro and small Enterprises	5.70	2.50	4.88
Derivative liabilities			
- Foreign exchange forward contracts	0.26	-	0.07
- Commodity forward contracts	-	1.18	-
Security Deposit Payable	-	14.28	-
Others financial liabilities	60.07	70.43	42.74
	70.80	**92.64**	**47.69**

30.1 Refer Note 45.10 for disclosure requirement under Sec 22 of The Micro, Small and Medium Enterprises Development Act, 2006

31 OTHER CURRENT LIABILITIES (₹ in Millions)

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Others contractual liabilities :			
Contract Liabilities Refer Note: 34(iii)	489.88	685.22	832.84
Advance from customers	1,176.47	290.50	283.14
Others payable :			
Statutory Dues Payable	70.16	258.86	56.24
Other payable	51.94	51.94	-
	1,788.45	**1,286.52**	**1,172.22**

31.1 Contract liabilities represents unearned revenue which is amount due to customers which primarily relates to invoices raised on customers on achievement of milestones in respect of supply contract and operational and maintenance services, for which the revenue shall be recognised based on the completion of the performance obligations over the period of time.

32 CURRENT LIABILITIES: PROVISIONS (₹ in Millions)

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Provision for employee benefits			
Provision for leave	8.36	5.46	3.78
	8.36	**5.46**	**3.78**

32.1 Refer Note 45.4 for other disclosures of Ind AS-19 - employee benefits

33 CURRENT TAX LIABILITIES - (NET) (₹ in Millions)

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Provision for income tax	640.60	1,369.65	1,090.08
Less: Advance tax, TDS & TCS	619.13	1,129.10	991.99
	21.47	**240.55**	**98.09**

34 Revenue from Operations (₹ in Millions)

Particulars		For the Year ended 31st March 2026	For the Year ended 31st March 2025	For the Year ended 31st March 2024
Sale of Product and Services				
Supply of Manufactured goods & Others		10,905.29	5,707.58	3,153.95
EPC Projects & other services *		9,455.20	13,419.59	10,885.50
	(a)	**20,360.49**	**19,127.17**	**14,039.45**
Other Operating Revenue				
Export Benefits		0.98	8.07	4.95
Sale of scrap		47.32	30.17	22.77
Job work		1.94	14.27	5.98
	(b)	**50.24**	**52.51**	**33.70**
	Total (a+b)	**20,410.73**	**19,179.68**	**14,073.15**

* Supply of Manufactured goods & others excludes sale of manufactured goods amounting to ₹ 3,285.20 Million made through EPC Projects during the current year (Previous year year ended 31st March 2025 - ₹ 6,707.30 Million and 31st March 2024 - ₹ 6,045.67 Million).

	Particulars	March 2026	March 2025	March 2024
(i)	**Disaggregated revenue information (Net of GST):**			
	(A) Primary geographical market wise:			
	- Domestic			
	Manufacturing	10,666.54	5,604.92	3,153.95
	EPC Projects & other services	9,324.92	12,667.70	10,834.68
	- Export			
	Manufacturing	238.75	102.65	-
	EPC Projects & other services	130.28	751.90	50.82
		20,360.49	**19,127.17**	**14,039.45**
	(B) Major product/ service line wise:			
	Manufacturer of cables, conductors & other allied products	10,905.29	5,707.58	3,153.95
	EPC Projects & other services	9,455.20	13,419.59	10,885.50
		20,360.49	**19,127.17**	**14,039.45**
	(C) Timing of revenue recognition wise as per Ind AS 115 into over a period of time and at a point in time (Net of GST):			
	- At a point in time	10,905.29	5,707.58	3,153.95
	- Over a period	9,455.20	13,419.59	10,885.50
		20,360.49	**19,127.17**	**14,039.45**
(ii)	**Reconciliation of revenue recognised with Contract price (Net of GST):**			
	Gross revenue recognised during the year	20,360.59	19,129.44	14,049.52
	Less: Discount paid/ payable to Customer	0.10	2.27	10.07
		20,360.49	**19,127.17**	**14,039.45**
(iii)	**Contract Balances**			
	Movement in Contract Asset are as follows:			
	Balance at the beginning of the year	2,481.36	1,392.05	689.32
	Invoices raised that were included in the contract assets balance at the beginning of the year	-	(134.76)	(202.23)
	Increase due to revenue recognised during the year and receivable transfer to Contract Asset	941.50	1,406.89	1,179.58
	Transfer from Contract Asset recognised at the beginning of the year to receivables	(335.56)	(182.82)	(409.38)
	Invoices not raised but performance obligation is satisfied	-	-	134.76
	Allowance for expected credit losses	-	-	-
	Balance at the end of the year	**3,087.29**	**2,481.36**	**1,392.05**
	Movement in Contract Liability are as follows:			
	Revenue recognised that was included in the contract liability balance at the beginning of the year	685.23	832.84	34.16
	Revenue booked during the year	(467.15)	(819.38)	(12.21)
	Reversal of revenue for which revenue to be recognised over the period of time	271.81	671.77	810.89
	Balance at the end of the year	**489.89**	**685.23**	**832.84**

35 Other Income (₹ in Millions)

Particulars	For the Year ended 31st March 2026	For the Year ended 31st March 2025	For the Year ended 31st March 2024
Interest income on financial assets carried at amortised cost			
On loans	-	7.61	9.76
On bank deposit	116.33	107.48	78.04
Unwinding income on fair valuation of security deposit	0.29	0.18	0.98
On others	0.23	2.61	9.31
Interest income on financial assets carried at FVTPL			
On GOI Bond	14.36	14.27	-
Dividend Income			
Dividend from shares	0.08	0.11	0.09
Other non-operating income			
Excess liabilities written back (Net)	13.92	20.06	52.25
Interest received on income tax refund	-	-	6.07
Other miscellaneous income	2.27	2.89	3.90
Net gains (losses) on fair value changes			
- Gain/(loss) on fair valuation of investments measured at fair value through profit & loss (Net)	(7.12)	4.70	7.33
- Gain/(loss) on fair valuation of derivative instruments measured at fair value through profit and loss (Net)	16.87	(0.49)	21.91
Realised gain/(loss) on derivative instruments (Net)	273.49	102.48	(42.83)
Other Gains and Losses			
- Gain/(loss) on disposal of Subsidiary	-	-	-
- Share of profit from LLP	0.57	1.84	0.73
- Gain/(loss) on foreign exchange fluctuation (Net)	22.41	13.21	5.30
- Gain/(loss) on sale of investments measured at fair value through profit & loss (Net)	21.28	9.05	19.87
- Gain/(loss) on sale/ discard of Property, Plant & Equipment (Net)	1.71	1.14	(3.06)
- Gain/(loss) on modification of lease (Net)	5.71	-	1.24
- Bad debt recovery	-	-	-
- Reversal of expected credit loss	-	-	2.24
	482.40	**287.13**	**173.12**

36 Cost of materials consumed (₹ in Millions)

Particulars	For the Year ended 31st March 2026	For the Year ended 31st March 2025	For the Year ended 31st March 2024
Cost of Material Consumed	11,433.55	10,520.30	7,706.66
	11,433.55	**10,520.30**	**7,706.66**

37 Erection, sub-contracting and other project expenses (₹ in Millions)

Particulars	For the Year ended 31st March 2026	For the Year ended 31st March 2025	For the Year ended 31st March 2024
Construction material	3,058.83	3,801.41	3,062.60
Erection & subcontracting charges	1,528.72	983.17	530.31
Consumable stores expense	120.96	245.67	50.48
	4,708.51	**5,030.25**	**3,643.39**

38 Changes in Inventories of finished goods, semi- finished goods and work-in-progress (₹ in Millions)

Particulars		For the Year ended 31st March 2026	For the Year ended 31st March 2025	For the Year ended 31st March 2024
Finished Goods				
Opening stock		1,110.88	549.91	189.77
Closing stock		1,064.24	1,110.88	549.91
	(a)	**46.64**	**(560.97)**	**(360.12)**
Semi-finished goods				
Opening stock		604.89	324.75	464.80
Closing stock		873.49	604.89	324.75
	(b)	**(268.60)**	**(280.14)**	**140.05**
Work-in-progress				
Opening stock		-	-	3.38
Closing stock		-	-	-
	(c)	**-**	**-**	**3.38**
Stock in Trade				
Opening stock		-	2.15	2.15
Closing stock		-	-	2.15
	(d)	**-**	**2.15**	**-**
Stock in Transit (Finished Goods)				
Opening stock		308.93	201.51	-
Closing stock		444.94	308.93	201.51
	(e)	**(136.01)**	**(107.42)**	**(201.51)**
Construction material and tools				
Opening stock		88.77	136.84	119.81
Closing stock		94.51	88.77	136.84
	(f)	**(5.74)**	**48.07**	**(17.03)**
	(a+b+c+d+e+f)	**(363.71)**	**(898.32)**	**(435.23)**

39 Employee benefits expense (₹ in Millions)

Particulars		For the Year ended 31st March 2026	For the Year ended 31st March 2025	For the Year ended 31st March 2024
Salaries, wages and bonus	(Refer Note- 4.2)	771.90	620.38	465.15
Directors Remuneration		63.00	82.40	104.99
Contribution to provident, gratuity and other funds		37.48	27.20	21.42
Staff welfare expense		34.93	33.51	22.66
		907.31	**763.49**	**614.22**

39.1 Refer Note 45.4 for other disclosures of Ind AS-19 - employee benefits

40 Finance costs (₹ in Millions)

Particulars		For the Year ended 31st March 2026	For the Year ended 31st March 2025	For the Year ended 31st March 2024
Interest expense on:				
Bank borrowings and others	(Refer Note- 4.2)	642.47	640.42	345.75
Other borrowing cost:		-		
Interest on lease liabilities		17.53	19.24	16.60
Interest on others		-	0.47	-
		660.00	**660.14**	**362.35**

41 Depreciation and amortization expenses (₹ in Millions)

Particulars	For the Year ended 31st March 2026	For the Year ended 31st March 2025	For the Year ended 31st March 2024
Depreciation on Property, Plant & Equipments	140.19	141.05	80.47
Amortisation of Intangible Assets	0.62	0.67	1.27
Amortisation on right-of-use assets	23.36	21.54	20.40
	164.17	**163.26**	**102.14**

41.1 For details refer Note 3 to 6

42 Other expenses (₹ in Millions)

Particulars		For the Year ended 31st March 2026	For the Year ended 31st March 2025	For the Year ended 31st March 2024
Stores, spare & tools consumed		68.14	64.72	33.76
Bank charges and commission		139.33	109.42	122.26
Fork Lift charges		6.63	3.85	3.67
Packing drum expenses		49.52	28.72	24.14
Power & fuel		120.34	104.79	80.90
Job work expenses		2.10	11.96	3.44
Repairs & Maintenance				
- Buildings		-	1.23	1.29
- Plants & Machinery		9.65	14.64	12.23
- Others		56.19	33.35	34.83
Inspection & testing charges		36.28	23.19	15.76
Carriage outward and delivery cost		191.92	161.69	182.96
Cash Rebate		9.62	25.06	69.41
Clearing and forwarding charges		27.60	48.01	27.83
Commission & Brokerage		24.38	7.11	10.94
Insurance charges		69.26	53.34	76.69
Rent expenses		73.49	54.67	35.04
Advertisement & sales promotion expenses		16.89	16.64	20.96
Stationery and printing		9.26	9.14	5.50
Telephone, postage and telegrams		7.22	7.28	5.27
Auditors Remuneration	(Refer Note 42.1)	4.48	4.42	1.57
Rates, taxes & duties		81.60	294.55	115.85
Legal and professional charges	(Refer Note- 4.2)	90.80	76.75	51.96
Loss on fair valuation measured through fair value through profit and loss (Net):				
- On investments		-	-	-
Loss On derivative instruments measured through fair value through profit and loss (Net):		-	-	-
Loss on sale/ discard of Property, Plant & Equipment (Net)		-	-	-
Loss on sale of investments measured at amortized cost (Net)		-	-	-
Director's sitting fees		4.60	1.98	0.14
Corporate social responsibility expenses	(Refer Note 45.2)	17.05	12.10	2.32
Provision for Doubtful Debt		-	64.11	-
Travelling & conveyance expenses		103.93	102.86	88.48
Miscellaneous expenses	(Refer Note- 4.2 & 45.1.6)	115.32	199.01	65.99
		1,335.60	**1,534.59**	**1,093.19**

42.1 Auditors remuneration includes : (₹ in Millions)

Particulars	For the Year ended 31st March 2026	For the Year ended 31st March 2025	For the Year ended 31st March 2024
Payment to auditors			
Statutory Audit fees	4.04	4.04	1.20
Out of pocket expenses	0.08	-	-
Tax Audit Fees	0.30	0.30	0.30
Cost Audit fees	0.07	0.08	0.07
	4.49	**4.42**	**1.57**

43 Tax Expense (₹ in Millions)

Particulars	For the Year ended 31st March 2026	For the Year ended 31st March 2025	For the Year ended 31st March 2024
Current Tax	640.60	595.18	315.54
Income tax for earlier years	(44.78)	1.32	(0.33)
Deferred Tax	(147.78)	(154.68)	(22.00)
	448.04	**441.82**	**293.21**

43.1 Refer note 10 and 45.9 for disclosure under income tax.

44 Other Comprehensive Income (₹ in Millions)

	Particulars		For the Year ended 31st March 2026	For the Year ended 31st March 2025	For the Year ended 31st March 2024
1.1	**Items that will not be reclassified to profit or loss**				
A.	Remeasurement of the defined benefit plans		(6.64)	(5.83)	(1.21)
	Less: Tax expense on the above		1.67	1.47	0.30
B.	Equity instruments through Other Comprehensive Income		0.22	1.04	0.27
	Less: Tax expense on the above		(0.03)	(0.15)	(0.07)
		(a)	**(4.78)**	**(3.47)**	**(0.71)**
1.2	**Items that will be reclassified to profit or loss**				
A.	Gain/(loss) arising from translating the financial statements of a foreign operation		(3.42)	3.27	0.40
	Less: Tax expense on the above		0.86	(0.82)	(0.10)
		(b)	**(2.56)**	**2.45**	**0.30**
		(a+b)	**(7.34)**	**(1.02)**	**(0.41)**

45 OTHER DISCLOSURES:

45.1 Contingent liabilities and commitments (to the extent not provided for)

(a) Contingent Liabilities :

(₹ in Millions)

Particulars	As at 31st March, 2026	As at 31st March, 2025	As at 31st March, 2024
(i) Claims against the Company not acknowledged as debts :			
(a) Claims by customers/suppliers and other third parties.	9.38	9.66	6.97
(b) Claims against the Company not acknowledged as debts - Representation have been filed before the respective authorities against;			
- Customs duty under appeal/litigation	94.67	-	94.97
- Income Tax under appeal/ litigation	-	174.80	155.35
- GST under appeal/ litigation	143.60	24.34	0.54
- High Court-Patna relating to Civil Writ Jurisdiction	0.94	0.94	0.94

i) The amounts shown in above represent the best possible estimates arrived at on the basis of available information. The uncertainties and timing of the cash flows are dependent on the outcome of different legal processes which have been invoked by the Group and its joint ventures or the claimants, as the case may be and, therefore, cannot be estimated accurately. The Group and its joint ventures does not expect any reimbursement in respect of above contingent liabilities.
ii) One of the claim with respect to (a) above the Company has made counter claims/ has a right to recover money in the event of claims crystallizing amounting to ₹8.72 Millions (Previous year ended 31/03/2025 and 31/03/2024- ₹ 8.72 Millions).
iii) The Parent Company has received several demand orders under WBGST and CGST Act. The management firmly believes that the Company has a strong case and such demand is not tenable as per law. The Company has filed appeal against this orders.

(b) Capital and other commitments

(₹ in Millions)

Particulars	As at 31st March, 2026	As at 31st March, 2025	As at 31st March, 2024
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	279.14	177.59	174.99

45.2 Corporate social responsibility (CSR) expenditure

45.2.1 Details of CSR expenditure:

(₹ in Millions)

Particulars	For the year ended 31st March, 2026	For the year ended 31st March, 2025	For the year ended 31st March, 2024
(i) Gross amount required to be spent by the company during the period/year	20.40	8.95	2.36
(ii) Amount spent during the period/year :			
(a) Construction/ acquisition of any asset*			
- in cash/ bank	11.00	2.50	-
- yet to be paid in cash/ bank	-	-	-
(b) On purposes other than (a) above			
- in cash/ bank	6.05	9.60	2.32
- yet to be paid in cash/ bank	-	-	-
(iii) Previous year excess spent adjusted with current year requirement to be spent	3.50	0.35	0.39
(iv) Unspent amount during the year	-	-	-
(v) Reason for shortfall	-	-	-

** The assets are not owned by the Company*

45.2.2 Nature of CSR expenditure:

(₹ in Millions)

Particulars	For the year ended 31st March, 2026	For the year ended 31st March, 2025	For the year ended 31st March, 2024
(a) Promoting healthcare including preventive healthcare	11.00	-	0.30
(b) Promoting education, including special education and employment enhancing vocational training and livelihood enhancement projects.	4.55	8.60	1.42
(c) Protection of national heritage, art and culture including restoration of building and sites of historical importance and works of art.	-	-	0.60
(d) Animal Welfare	0.55	0.50	-
(e) Construction and expansion of a Food distribution centre, Goshala and Cultural Centre for the propagation of its charitable objectives.	0.60	2.50	-
(f) Eradicating hunger, poverty and malnutrition.	0.35	-	-
(g) Training to promote rural sports, nationally recognised sports, paralympic sports and Olympic sports.	-	0.50	-
	17.05	**12.10**	**2.32**

45.2.3 Details of excess amount spent

(₹ in Millions)

Particulars	For the year ended 31st March, 2026	For the year ended 31st March, 2025	For the year ended 31st March, 2024
Opening (Excess)/Shortage Balance	**(3.50)**	**(0.35)**	**(0.39)**
Gross to be spent durring the period/year	20.40	8.95	2.36
Actual Spent	17.05	12.10	2.32
(Excess)/Shortage balance to be carried forward	**(0.15)**	**(3.50)**	**(0.35)**

45.3 Earning per Share

Basic earnings per share is computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. Diluted earning per share is computed by dividing the profit after tax by the weighted average number of equity share considered for deriving basic earning per share and also the weighted average number of equity share that could have been issued upon conversion of all dilutive potential equity share. The diluted potential equity share are adjusted for the proceeds receivable had the shares been actually issued at fair value which is the average market value of the outstanding share.

In terms of Ind AS- 33 on "Earning Per Share" the calculation of EPS is given below:

Particulars	For the year ended 31st March, 2026	For the year ended 31st March, 2025	For the year ended 31st March, 2024
Nominal Value of Equity Shares (Rs.)	5.00	5.00	5.00
Profit after tax (₹ in Millions)	1,599.99	1,245.86	866.07
Less: Non-controlling interest share in profit & loss	-	-	-
Profit attributable to owners of the Holding Company (₹ In Millions)	1,599.99	1,245.86	866.07
Weighted average number of Equity shares (Nos.) - (Refer note below)	24,35,78,096	24,35,78,096	24,35,78,096
Basic and Diluted Earning per Share (₹) #	**6.57**	**5.11**	**3.56**

45.3.1

The earning per share for Split and Bonus has been adjusted for previous years after calculating EPS by considering impact of increase in shares in accordance with IND AS-33 Earning Per Share [Refer Note 20(J)&(I)].

The Parent Company does not have any potential dilutive equity shares.

45.4 Employee Benefit Plans

As per Ind AS - 19 " Employee Benefits", the disclosures of Employee Benefits are as follows:

45.4.1 Defined Contribution Plan

The Parent Company makes contribution towards provident fund and employees state insurance as defined contribution plan. The contributions to the respective fund are made in accordance with the relevant statute and are recognised as expense when employees have rendered service entitling them to the contribution. The contributions to defined contribution plan, recognised as expense in the Statement of Profit and Loss are as under :

(₹ in Millions)

Defined Contribution Plan :	For the year ended 31st March, 2026	For the year ended 31st March, 2025	For the year ended 31st March, 2024
Contribution to Provident and other funds:			
Employer's Contribution to Provident Fund	23.26	17.80	13.97
Employer's Contribution to Pension Scheme	1.00	0.84	0.63
Workmen and Staff Welfare Fund:			
Employee State Insurance Corporation	0.60	0.70	0.48

45.4.2 Defined Benefit Plan :

Gratuity

The contribution towards employees benefit scheme is made to Lumino Industries Ltd. Employee Gratuity Fund which is managed & certified by Life Insurance Corporation of India and HDFC Life Group Unit Linked Future Secure Plan (Life Insurance Corporation of India in FY 2022-23). The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit 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 obligation.

Leave

The Leave scheme followed by Lumino Industries Limited allows only availment of accumulated leave during the period of service and does not provide for any lump sum payment made on exit either by way of retirement, death, disability or voluntary withdrawal.

The present value of the defined benefit obligation, and the related current service cost and past service cost, were measured using the projected unit credit method.

Interest rate risk	The defined benefit obligation calculated uses a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase.
Salary risk	Higher than expected increases in salary will increase the defined benefit obligation.
Demographic risk	This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, discount rate and vesting criteria. It is important not to overstate withdrawals because in the financial analysis the retirement benefit of a short career employee typically costs less per year as compared to a long service employee.
Regulatory Risk	Gratuity benefit is paid in accordance with the requirements of the Payment of Gratuity Act, 1972 (as amended from time to time) and New Labour Code. There is a risk of change in regulations requiring higher gratuity payouts.

45.4.3 Amounts recognised in the Restated Consolidated Statement of Assets and Liabilities **(₹ in Millions)**

Particulars	As at 31st March, 2026	As at 31st March, 2025	As at 31st March, 2024
a. Present Value of Defined Benefit Obligation			
- Wholly Funded	68.48	48.50	35.20
b. Fair Value of Plan Assets	58.14	38.39	28.89
Amount to be recognised in Balance sheet - (Asset)/Liability	**10.34**	**10.11**	**6.31**
Net Liability/ (Asset) - Current	**-**	**-**	**-**
Net Liability/ (Asset) - Non Current	**10.34**	**10.11**	**6.31**

45.4.4 Change in Defined Benefit Obligations **(₹ in Millions)**

Particulars	For the year ended 31st March, 2026	For the year ended 31st March, 2025	For the year ended 31st March, 2024
Defined Benefit Obligation, Beginning of Period	48.50	35.20	28.43
Current Service Cost	10.66	6.61	5.23
Interest Cost	3.08	2.38	1.97
Past Service Cost-Plan amendments	0.23	-	-
Actuarial (Gains)/ Losses - experience	6.98	4.63	0.62
Actuarial (Gains)/ Losses - Financial assumptions	(0.34)	1.20	0.33
Actual Benefits Paid	(0.63)	(1.52)	(1.38)
Defined Benefit Obligation, end of period/year	**68.48**	**48.50**	**35.20**

45.4.5 Change in Fair Value of Plan Assets (₹ in Millions)

Particulars	For the year ended 31st March, 2026	For the year ended 31st March, 2025	For the year ended 31st March, 2024
Change in Fair Value of Plan Assets during the Period			
Fair value of Plan Assets, Beginning of Period	38.39	28.89	22.24
Interest income on plan assets	2.99	2.24	1.76
Employer contributions	17.39	8.78	6.53
Return on Plan assets greater/(lesser) that discount rate	-	-	(0.26)
Benefits paid	(0.63)	(1.52)	(1.38)
Fair value of plan assets at the end of the period/year	**58.14**	**38.39**	**28.89**

45.4.6 Expenses recognised in Statement of Profit & Loss (₹ in Millions)

Particulars	For the year ended 31st March, 2026	For the year ended 31st March, 2025	For the year ended 31st March, 2024
Current service cost	10.66	6.61	5.23
Past Service Cost-Plan amendments	0.23	-	-
Net interest on net defined benefit Liability / (Asset)	0.09	0.14	0.21
Total Expense/ (Income) included in "Employee Benefit Expense"	**10.98**	**6.75**	**5.44**

45.4.7 Expenses recognised in Other Comprehensive Income (₹ in Millions)

Particulars	For the year ended 31st March, 2026	For the year ended 31st March, 2025	For the year ended 31st March, 2024
Actuarial (Gains)/ Losses			
Due to Defined Benefit Obligations experience	6.98	4.63	0.62
Due to Defined Benefit Obligations assumption changes	(0.34)	1.20	0.33
Return on Plan assets greater/(lesser) that discount rate	-	-	0.26
Actuarial (Gains)/ Losses recognised in Other Comprehensive Income	**6.64**	**5.83**	**1.21**

45.4.8 Sensitivity Analysis (₹ in Millions)

Particulars	For the year ended 31st March, 2026		For the year ended 31st March, 2025		For the year ended 31st March, 2024	
Defined Benefit Obligation (Base)	68.48		48.50		35.20	
Sensitivity Analysis	**Decrease**	**Increase**	**Decrease**	**Increase**	**Decrease**	**Increase**
Effect on Defined Benefit Obligation due to 1% change in Discount rate	3.57	(3.24)	2.58	(2.34)	17.36	(1.58)
Effect on Defined Benefit Obligation due to 1% change in salary escalation rate	(2.72)	2.84	(1.99)	2.06	(1.35)	1.40

45.4.9 Significant Actuarial Assumptions

Particulars	For the year ended 31st March, 2026	For the year ended 31st March, 2025	For the year ended 31st March, 2024
Discount Rate	6.50%	6.40%	6.90%
Salary escalation rate	13.00%	13.00%	13.00%
Withdrawl rate			
-for age upto 30 years	25.00%	25.00%	25.00%
-for age above 30 years	20.00%	20.00%	20.00%
Demographic assumptions			
Mortality table (L.I.C.)	Indian assured lives mortality 2006-08 Ultimate		
Withdrawal Rate	Age below 30 : 25% Age of 30 and above : 20%		
Retirement Age	60 Years	60 Years	60 Years

45.4.10 Major Categories of Plan Assets

Particulars	For the year ended 31st March, 2026	For the year ended 31st March, 2025	For the year ended 31st March, 2024
Assets under schemes of Insurance - Conventional products	100%	100%	100%

45.4.11 Expected benefits payment for the year ending (₹ in Millions)

Particulars	As at 31st March, 2026	As at 31st March, 2025	As at 31st March, 2024
March 31, 2025	-	-	6.13
March 31, 2026	-	7.57	5.09
March 31, 2027	10.65	6.33	4.72
March 31, 2028	8.25	5.66	4.23
March 31, 2029	9.46	6.07	4.26
March 31, 2030	9.66	6.53	-
March 31, 2031	8.30	-	-
March 31, 2029 to March 31, 2033	-	-	-
March 31, 2030 to March 31, 2034	-	-	15.02
March 31, 2031 to March 31, 2035	-	20.77	-
March 31, 2032 to March 31, 2036	28.83	-	-

45.4.12 The Gratuity and contribution to defined contribution plans have been recognised under " Contribution to provident, gratuity and other funds" clubbed with " Salaries and wages" under Note No.39-Employee benefits expenses.

45.4.13 On 21 November 2025, the Government of India notified the four Labour Codes - the Code on Wages, 2019, the Industrial Relations Code, 2020, the Code on Social Security, 2020, and the Occupational Safety, Health and Working Conditions Code, 2020 - consolidating 29 existing labour laws. The Ministry of Labour & Employment published draft Central Rules and FAQs to enable assessment of the financial impact due to changes in regulations.

The Parent Company has re-assessed its liability for Gratuity and Leave Encashment using this revised wage base. The resulting increase in the Present Value of Defined Benefit Obligation (PVDBO) has been recognized as a past service cost. In accordance with the ICAI FAQ on Labour codes, the total impact of INR 0.23 Million has been debited to the Statement of Profit and Loss for the period ended 31 March 2026. The Parent Company continues to monitor the developments relating to the implementation of the Labour Codes and will review the estimates as further clarification and Rules are notified.

45.5 FAIR VALUE MEASUREMENT

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group and its Joint Venture takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in the financial statement is determined on such a basis, leasing transactions and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Inventories or value in use in Impairment of Assets.

45.5.1 Financial instruments

The estimated fair value of the Group and its Joint Venture financial instruments is based on market prices and valuation techniques. Valuations are made with the objective to include relevant factors that market participants would consider in setting a price, and to apply accepted economic and financial methodologies for the pricing of financial instruments. References for less active markets are carefully reviewed to establish relevant and comparable data.

Categories of financial instruments (Non-Current & Current)

As at 31st March, 2026 **(₹ in Millions)**

Particulars	Refer Note No.	Carrying Value			
		At Cost	Amortised Cost	FVTOCI	FVTPL
Financial Assets					
Investments in LLP	7	0.03	-	-	-
Investments	7 &13	16.78	-	20.39	201.60
Cash and Cash equivalent (include other bank balances)	15 &16	-	2,507.64	-	-
Trade Receivables	14	-	8,948.58	-	-
Loans	8	-	-	-	-
Other Financial Assets	9 &17	-	3,479.85	-	58.72
Total Financial Assets		**16.81**	**14,936.07**	**20.39**	**260.32**
Financial Liabilities					
Borrowings	22 & 26	-	3,841.61	-	-
Trade Payable	28	-	2,554.72	-	-
Trade Acceptance	29	-	5,954.66	-	-
Lease liabilities	23 & 27	-	171.86	-	-
Other Financial Liabilities	24 & 30	-	99.91	-	0.26
Total Financial Liabilities		**-**	**12,622.76**	**-**	**0.26**

As at 31st March, 2025 **(₹ in Millions)**

Particulars	Refer Note No.	Carrying Value			
		At Cost	Amortised Cost	FVTOCI	FVTPL
Financial Assets					
Investments in LLP	7	0.03	-	-	-
Investments	7 &13	13.71	-	20.17	322.86
Cash and Cash equivalent (include other bank balances)	15 &16	-	2,271.95	-	-
Trade Receivables	14	-	7,211.64	-	-
Loans	8	-	-	-	-
Other Financial Assets	9 &17	-	2,732.12	-	0.69
Total Financial Assets		**13.74**	**12,215.71**	**20.17**	**323.55**
Financial Liabilities					
Borrowings	22 & 26	-	4,188.28	-	-
Trade Payable	28	-	1,001.38	-	-
Trade Acceptance	29	-	4,441.58		
Lease liabilities	23 & 27	-	187.25	-	-
Other Financial Liabilities	24 & 30	-	119.83	-	1.18
Total Financial Liabilities		**-**	**9,938.32**	**-**	**1.18**

As at 31st March, 2024 **(₹ in Millions)**

Particulars	Refer Note No.	Carrying Value			
		At Cost	Amortised Cost	FVTOCI	FVTPL
Financial Assets					
Investments in LLP	7	0.03	-	-	-
Investments	7 &13	5.38	-	19.13	846.60
Cash and Cash equivalent (include other bank balances)	15 &16	-	1,324.58	-	-
Trade Receivables	14	-	4,595.23	-	-
Loans	8	-	102.45	-	-
Other Financial Assets	9 &17	-	1,683.73	-	21.99
Total Financial Assets		**5.41**	**7,705.99**	**19.13**	**868.59**
Financial Liabilities					
Borrowings	22 & 26	-	409.05	-	-
Trade Payable	28	-	1,362.61	-	-
Trade Acceptance	29	-	4,013.64	-	-
Lease liabilities	23 & 27	-	152.97	-	-
Other Financial Liabilities	24 & 30	-	75.99	-	0.07
Total Financial Liabilities		**-**	**6,014.26**	**-**	**0.07**

Note:
FVTPL: Fair Value through Profit & Loss
FVTOCI: Fair Value through Other Comprehensive Income

45.5.2 Fair Value Measurement & Hierarchy

The fair values of the financial assets and liabilities is the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The Group and its Joint Venture has established the following fair value hierarchy that categories the values into 3 heads. The inputs to valuation technique used to measure the fair value of the financial instruments are:

Level 1: Quoted prices (unadjusted) in the active markets for identical assets or liabilities that the entity can access at the measurement date.

Level 2: Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly i.e. fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximises the use of observable market data and rely as little as possible on Company specific estimates. If all the significant inputs required to fair value an instrument are observable, the instruments is included in level 2.

Level 3: Unobservable inputs for the assets or liability i.e. if one or more of the significant inputs is not based on observable market data, the instruments is included in level 3.

The following tables provide the fair value hierarchy of the Company's assets and liabilities measured at fair value on a recurring basis:

Financial assets and financial liabilities measured at fair value on a recurring basis as at March 31st, 2026 **(₹ in Millions)**

Particulars	Refer Note No.	Level 1	Level 2	Level 3
Financial Assets				
Investments measured at FVTOCI	7 & 13	-	-	20.39
Investments measured at FVTPL	7 & 13	201.60	-	-
Derivative Instrumets	17	58.72	-	-
Financial Liabilities				
Derivative Instrumets	30	0.26	-	-

Financial assets and financial liabilities measured at fair value on a recurring basis as at March 31st, 2025 **(₹ in Millions)**

Particulars	Refer Note No.	Level 1	Level 2	Level 3
Financial Assets				
Investments measured at FVTOCI	7 & 13	-	-	20.17
Investments measured at FVTPL	7 & 13	322.86	-	-
Derivative Instrumets	17	0.69	-	-
Financial Liabilities				
Derivative Instrumets	30	1.18	-	-

Financial assets and financial liabilities measured at fair value on a recurring basis as at March 31, 2024 **(₹ in Millions)**

Particulars	Refer Note No.	Level 1	Level 2	Level 3
Financial Assets				
Investments measured at FVTOCI	7 & 13	-	-	19.13
Investments measured at FVTPL	7 & 13	846.60	-	-
Derivative Instrumets	17	21.99	-	-
Financial Liabilities				
Derivative Instrumets	30	0.07	-	-

45.6 Financial risk management objectives and policies

The Group and its Joint Venture uses derivative financial instruments such as forward, swap, options etc. to hedge against interest rate and foreign exchange rate risks, including foreign exchange fluctuation related to highly probable forecast sale. The realized gain / loss in respect of hedged foreign exchange contracts which has expired / unwinded during the year are recognized in the consolidated statement of profit and loss and included in other operating revenue / other expense as the case may be. However, in respect of foreign exchange forward contracts period of which extends beyond the balance sheet date, the fair value of outstanding derivative contracts is marked to market and resultant net loss/gain is accounted in the consolidated statement of profit and loss. Company does not hold derivative financial instruments for speculative purposes.

The Group and its Joint Venture principal financial liabilities other than derivatives comprise long-term and short-term borrowings, capital creditors and trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets other than derivatives include trade and other receivables, cash and cash equivalents and deposits that derive directly from its operation.

The Group and its Joint Venture is exposed to market, credit, liquidity and regulatory risks. The Company's senior management oversees the management of these risks. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below :

(A) 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 : commodity risk, interest rate risk, foreign currency risk.

(i) **Commodity Price Risk**

Group and its Joint Venture is affected by the price volatility of certain commodities, primarily, Aluminum,Steel, Copper,XLPE and PVC compound. Its operating activities require the on-going purchase of these materials. The company has arrangement to pass-through the increase/decrease in Aluminium, Copper and Steel price through price variance clause in majority of the contract. Steel, XLPE and PVC compound being not a material item, hence price sensitivity is not disclosed.

Derivative instruments are used to preserve conversion margins and manage time differences associated with metal price lag related to base aluminium and copper price.The company has following open derivative positions to cover the commodity price risk-

(₹ in Millions)

Commodity Risk	Price Index	Open Positions of Financial Derivative Instruments					
		As at March 31, 2026		As at March 31, 2025		As at March 31, 2024	
		USD	INR	USD	INR	USD	INR
Aluminium	LME	6,48,866.00	61.42	(20,037.00)	(1.71)	2,26,221.75	18.86
Copper	LME	(25,542.00)	(2.42)	9,537.50	0.82	38,077.75	3.17
Aluminium	MCX	-	0.02	-	-	-	-
Copper	MCX	-	(0.29)	-	(0.28)	-	(0.05)
Total		**6,23,324.00**	**58.72**	**(10,499.50)**	**(1.18)**	**2,64,299.51**	**21.98**

The table below summarises gain/(loss) impact of a 10% increase/decrease in commodity price on the Company's equity and profit for the year:

(₹ in Millions)

Commodity Risk	Price Index	Impact on profit before tax			Impact on equity		
		As at March 31, 2026	As at March 31, 2025	As at March 31, 2024	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Aluminium	LME/MCX	6.14	(0.17)	1.89	4.60	(0.13)	1.41
Copper	LME/MCX	(0.27)	0.05	0.32	(0.20)	0.04	0.24

Decrease in prices by 10% will have equal and opposite impact in financial statements. Sensitivity analysis has been computed by stress testing the market price of the underlying price index on the outstanding derivative position as on the reporting date by assuming all other factors constant.

(ii) **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 Company's exposure to the risk of changes in market interest rates relates primarily to the Parent Company's long term debt obligations with floating interest rates.

For details of the Parent Company's short-term and long-term borrowings, including interest rate profiles, refer to note 22 and 26 respectively of this Ind AS financial statements.

Impact of increase/decrease in benchmark interest rates on the Parent Company's equity and statement of Profit and Loss for the year are as given below:

(₹ in Millions)

Particulars	As at 31st March, 2026	As at 31st March, 2025	As at 31st March, 2024
Fixed rate borrowings	436.01	94.03	29.38
Variable rate borrowings	3,405.60	4,094.24	379.67
Total borrowings	**3,841.61**	**4,188.27**	**409.05**

The sensitivity analyses below have been determined based on the exposure to interest rates at the end of the reporting period. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

(₹ in Millions)

Particulars	Impact on profit before tax			Impact on equity		
	As at 31st March, 2026	As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2026	As at 31st March, 2025	As at 31st March, 2024
Interest Rates - increase by 50 basis points	(17.03)	(20.47)	(1.90)	(12.74)	(15.32)	(1.42)
Interest Rates - decrease by 50 basis points	17.03	20.47	1.90	12.74	15.32	1.42

(iii) **Foreign currency risk**

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Parent Company's exposure to the risk of changes in foreign exchange rate relates primarily to the Company's operating activities (when revenue or expense is denominated in a foreign currency). Further,the Parent Company has foreign currency risk on import of input materials, capital commitment and also borrow funds in foreign currency for its business. The Parent Company evaluates the impact of foreign exchange rate fluctuations by assessing its exposure to exchange rate risks. Certain transactions of the Parent Company act as a natural hedge as a portion of both assets and liabilities are denominated in similar foreign currencies, for the remaining exposers to foreign exchange risks, the Company adopts a policy of selective hedging based on risk perception of management using derivative, whenever required, to mitigate or eliminate the risks.

The Group and its Joint Venture exposure to foreign currency risk at the end of the reporting period expressed in INR Millions are as follows:

(a) Unhedged Foreign Currency Exposure (₹ in Millions)

Particulars	As at 31st March, 2026		As at 31st March, 2025		As at 31st March, 2024	
	USD	INR Value	USD	INR Value	USD	INR Value
Financial assets						
Trade receivables	13,04,014.00	123.43	23,39,803.00	200.24	23,49,855.74	193.98
Forward contracts - Sell foreign currency	11,06,725.00	105.28	23,39,803.00	200.24	13,00,000.00	108.43
Net exposure to foreign currency risk (assets)	1,97,289.00	18.15	-	-	**10,49,855.74**	**85.55**
Financial liabilities	-	-	-	-	-	-
Net exposure to foreign currency risk (liabilities)	-	-	-	-	-	-
Net exposure to foreign currency risk	**1,97,289.00**	**18.15**	-	-	**10,49,855.74**	**85.55**

(b) The sensitivity of profit or loss to changes in the exchange rates arises mainly from foreign currency denominated financial instruments:

(₹ in Millions)

Sensitivity analysis between Indian Rupee and U.S. dollars	Impact on profit before tax			Impact on equity		
	As at 31st March, 2026	As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2026	As at 31st March, 2025	As at 31st March, 2024
INR appreciates by 0.5%*	(0.09)	-	(0.43)	(0.07)	-	(0.32)
INR depreciates by 0.5%*	0.09	-	0.43	0.07	-	0.32

* Holding all other variables constant

(c) Derivative Financial Instruments

Outstanding position and fair value of various derivative financial instruments (Non designated as Cash Flow hedge) is given below:

(₹ in Millions)

Particulars	As at 31st March, 2026		As at 31st March, 2025		As at March 31, 2024	
	Foreign Currency (USD)	INR Value	Foreign Currency (USD)	INR Value	Foreign Currency (USD)	INR Value
Forward Contract to Sell	11,06,725.00	105.28	23,70,500.00	203.80	13,00,000.00	108.43
Mark to Market Gain/(Loss) on Forward Contract to Sell	-	(0.26)	-	0.69	-	(0.07)
Forward Contract to Buy	-	-	-	-	-	-
Mark to Market Gain/(Loss) on Forward Contract to Buy	-	-	-	-	-	-

Hedges of foreign currency risk and derivative financial instruments

The Parent Company has established risk management policies to hedge the volatility in cashflows arising from exchange rate fluctuations in respect of firm commitments and highly probable forecast transactions, through foreign exchange forward, futures and options contracts.The proportion of forecast transactions that are to be hedged is decided based on the size of the forecast transaction and market conditions.As the counterparty for such transactions are highly rated banks, the risk of their non-performance is considered to be insignificant. The Parent Company uses derivatives to hedge its exposure to foreign exchange rate fluctuations. The changes in the fair value of such hedges are recognised in the Statement of Profit and Loss.

(B) Liquidity risk

The Group and its Joint Venture determines its liquidity requirement in the short, medium and long term. Its objective is to maintain optimum levels of liquidity to meet its cash and collateral requirements at all times. The Company relies on a mix of borrowings and excess operating cash flows to meet its needs for funds. The current committed lines of credit are sufficient to meet its short to medium/ long term expansion needs. The Company monitors rolling forecasts of its liquidity requirements to ensure it has sufficient cash to meet operational needs.

Maturity Analysis

The following are the remaining contractual maturities of financial liabilities

(₹ in Millions)

Particulars	Carrying Values	Less than 1 Year	1 year to 5 years	More than 5 years	Total
As at 31 March 2026					
Borrowings	3,841.61	3,564.17	277.44	-	3,841.61
Trade Payables	2,554.72	2,554.72	-	-	2,554.72
Trade Acceptance	5,954.66	5,954.66	-	-	5,954.66
Other Financial Liabilities	100.17	70.80	29.37	-	100.17
	12,451.16	**12,144.35**	**306.81**	**-**	**12,451.16**
As at 31 March 2025					
Borrowings	4,188.28	4,083.79	104.49	-	4,188.28
Trade Payables	1,001.38	1,001.38	-	-	1,001.38
Trade Acceptance	4,441.58	4,441.58	-	-	4,441.58
Other Financial Liabilities	121.01	92.64	28.37	-	121.01
	9,752.25	**9,619.39**	**132.86**	**-**	**9,752.25**
As at 31 March 2024					
Borrowings	409.05	208.96	200.09	-	409.05
Trade Payables	1,362.61	1,362.61	-	-	1,362.61
Trade Acceptance	4,013.64	4,013.64	-	-	4,013.64
Other Financial Liabilities	76.06	47.69	28.37	-	76.06
	5,861.36	**5,632.90**	**228.46**	**-**	**5,861.36**

For Lease Liability maturity profile refer note no. 45(8.3)

(C) Credit risk management

The credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the company. Majority of the Group and its Joint Venture transaction are earned in cash or cash equivalents. The trade receivable comprise of mainly of receivables from Corporate customers, Public Sector undertakings, State/Central Governments and hence no issues of credit worthiness.

Customer credit risk is managed by the Company subject to the Company's established policy, procedures and control relating to customer credit risk management. Outstanding customer receivables are regularly monitored. The maximum exposure to credit risk at the reporting date is the carrying value of trade receivable disclosed in note no.14

(₹ in Millions)

Particulars	As at 31st March, 2026	As at 31st March, 2025	As at 31st March, 2024
Opening Balance	64.11	-	(2.24)
Provision created during the period/year	-	64.11	-
Credit Impaired during the period/year	-	-	-
Reversed during the period/year	-	-	2.24
Closing Balance	**64.11**	**64.11**	**-**

(D) Regulatory risk

The Group and its Joint Venture performance may be impacted due to change in Regulatory Environment. The Parent Company is closely monitoring the regulatory developments and risks thereof and proactively implementing course correction for proper compliance commensurate with new regulatory requirements.

45.7 CAPITAL MANAGEMENT

The Group and its Joint Venture objective to manage its capital is to ensure continuity of business while at the same time provide reasonable returns to its various stakeholders but keep associated costs under control. In order to achieve this, requirement of capital is reviewed periodically with reference to operating and business plans that take into account capital expenditure and strategic investments. The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. Apart from internal accrual, sourcing of capital is done through judicious combination of equity and borrowing, both short term and long term. The Group and its Joint venture is not subject to any externally imposed capital requirements. The Group and its Joint venture monitors capital using a debt equity ratio.

For the purpose of calculation:

Net Debt = Total borrowings- Cash and Cash Equivalents
Equity = Equity Share capital + Other Equity

Gearing Ratio is as follows

Particulars	As at 31st March, 2026	As at 31st March, 2025	As at 31st March, 2024
Net Debt	2,923.31	3,407.61	229.48
Total Equity	7,297.11	5,704.46	4,459.68
Net Debt Equity ratio	**0.40**	**0.60**	**0.05**

45.8 LEASES

Lease commitments

(a) The Parent Company has taken certain parcels of land and building on lease which has been classified as "Right of Use" assets and amortised over the lease term, where the original lease term ranges from 5 - 25 years. Amortisation charges from right of use assets is included under Depreciation And Amortisation Expenses.

(Refer Note 41) in the Statement of Profit & Loss

(b) Further, to above, the Parent Company has certain lease arrangements on short term basis and lease of low value assets, expenditure on which amounting to ₹ 73.49 Millions (March 31st, 2025 : ₹ 54.67 Millions and March 31st, 2024 : ₹ 35.04 Millions) has been recognised under line item "Rent Expenses " under "Other Expenses" in the Statement of Profit & Loss. The interest expenses on lease liabilities has amounting to ₹ 17.53 Millions (March 31st, 2025 : ₹ 19.24 Millions and March 31st, 2024 : ₹ 16.60 Millions) has been grouped under "Finance Cost" in the Statement of Profit & Loss.

(c) None of the assets taken on lease, both long term and short term, has been let out on sub-lease basis. The total cash outflow for the leases during the period amounts to ₹ 109.82 Millions (March 31st, 2025 : ₹ 89.47 Millions and March 31st, 2024 : ₹ 69.46 Millions)

45.8.1 The current and non current portion of lease liabilities

(₹ in Millions)

Particulars	As at 31st March, 2026	As at 31st March, 2025	As at 31st March, 2024
Current lease liabilities	21.57	17.83	7.79
Non current lease liabilities	150.29	169.42	145.18
Total	**171.86**	**187.25**	**152.97**

45.8.2 Following are the changes in the carrying value of Lease liabilities

(₹ in Millions)

Particulars	As at 31st March, 2026	As at 31st March, 2025	As at 31st March, 2024
Opening Balance	187.26	152.97	136.37
Add: Addition during the year	61.28	49.84	39.35
Add: Finance costs accrued during the year	17.53	19.24	16.60
Less: Deduction during the year	(57.87)	-	(4.93)
Less: Payment of lease liabilities	(36.34)	(34.80)	(34.42)
Closing Balance	**171.86**	**187.25**	**152.97**

45.8.3 Details of contractual maturities of lease liabilities on an undiscounted basis.

(₹ in Millions)

Particulars	As at 31st March, 2026	As at 31st March, 2025	As at 31st March, 2024
Upto 1 year	37.32	35.36	22.42
More than 1 year but upto 5 years	117.28	118.40	85.47
More than 5 years	126.64	174.40	193.16
Total undiscounted Lease Liabilities	**281.24**	**328.16**	**301.05**

45.8.4 Amount recognised in statement of Profit & Loss

(₹ in Millions)

Particulars	As at 31st March, 2026	As at 31st March, 2025	As at 31st March, 2024
Interest on lease liability	17.53	19.24	16.60
Amortisation on right-of-use assets	23.36	21.54	20.40
	40.89	**40.78**	**37.00**

45.8.5 Incremental rate of borrowing applied to lease liability recognised in the Balance Sheet	**8% - 10%**	**8% - 10%**	**8% - 10%**

45.9 Reconciliation of Income Tax Expenses with the Accounting Profit

Particulars		For the Year ended 31st March 2026	For the Year ended 31st March 2025	For the Year ended 31st March 2024
Profit before tax		2,047.70	1,693.10	1,159.55
Enacted corporate tax rate as per Income Tax Act, 1961		25.17%	25.17%	25.17%
Tax on Accounting Profit	(A)	**515.37**	**426.12**	**291.84**
Adjustments for :				
Corporate Social Responsibilty		4.29	3.05	0.58
Tax Impact of Permanent allowances / disallowances / Others		6.59	13.42	4.61
MAT Credit Recognised		(50.68)	-	-
Income Tax of earlier years		(44.78)	1.32	(0.33)
Impact of Ind AS adjustment & Others		17.44	(1.25)	(0.79)
Effect of lower tax rate on short term capital gains		(0.18)	(0.84)	(2.70)
Net Adjustments	(B)	**(67.32)**	**15.70**	**1.37**
Tax Expenses recognised in the Statement of Profit & Loss	C = (A+B)	**448.04**	**441.82**	**293.21**

45.10 DISCLOSURE REQUIREMENTS UNDER SEC 22 OF THE MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006 IS GIVEN BELOW#:

Based on the information/documents available with the company , information as per the requirements of sec 22 of the Micro, Small and Medium Enterprises Development Act, 2006 with respect to trade payables and payables to suppliers of capital goods are as follows;

(₹ in Millions)

	Particulars	Trade Payables	Payables to Suppliers of Capital Goods
	March 31, 2026		
(a)	Principal amount remaining unpaid as at 31st March 2026	639.18	4.77
(b)	Interest amount remaining unpaid as at 31st March 2026	Nil	Nil
(c)	Interest paid in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 along with the amount of the payment made to the supplier beyond the appointed day during the year	Nil	Nil
(d)	Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro, Small and Medium Enterprises Development Act, 2006.	Nil	Nil
(e)	Interest accrued and remaining unpaid at 31st March 2026; and	Nil	Nil
(f)	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.	Nil	Nil
	March 31, 2025		
(a)	Principal amount remaining unpaid as at 31st March 2025	355.60	4.25
(b)	Interest amount remaining unpaid as at 31st March 2025	0.47	Nil
(c)	Interest paid in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 along with the amount of the payment made to the supplier beyond the appointed day during the year	Nil	Nil
(d)	Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro, Small and Medium Enterprises Development Act, 2006.	Nil	Nil
(e)	Interest accrued and remaining unpaid at 31st March 2025; and	0.47	Nil
(f)	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.	Nil	Nil
	March 31, 2024		
(a)	Principal amount remaining unpaid as at 31st March 2024	383.02	Nil
(b)	Interest amount remaining unpaid as at 31st March 2024	Nil	Nil
(c)	Interest paid in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 along with the amount of the payment made to the supplier beyond the appointed day during the year	Nil	Nil
(d)	Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro, Small and Medium Enterprises Development Act, 2006.	Nil	Nil
(e)	Interest accrued and remaining unpaid at 31st March 2024; and	Nil	Nil
(f)	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.	Nil	Nil

#Amount undpaid to micro and small enterprises on account of unbilled dues and retention money (not due) has not been considered for the purpose of interest calculation.

45.11 Related Party Discloure pursuant to IND AS - 24

A) Names of related parties and related party relationship with whom there is transaction in the current year

Relationship	**Name of the parties**
Key Management Personnels (KMP)/Directors	Devendra Goel - Managing Director
	Jay Goel - Whole Time Director
	Amit Bajaj - Whole Time Director upto 09.12.2024
	Hari Ram Agarwal - Non Executive Independent Director upto 20.12.2024
	Kanchan Jalan - Non Executive Independent Director upto 19.12.2024
	Priti Agarwal - Non Executive Independent Director upto 19.12.2024
	Purushottam Dass Goel - Non Executive Director from 23.11.2024
	Hemant Sultania - Non Executive Independent Director from 20.12.2024
	Amitabh Mathur - Non Executive Independent Director from 20.12.2024
	Shalu Laxmanraj Bhandari - Non Executive Independent Director from 20.12.2024
Key Management Personnels (KMP)	Hemant Bhuwania - Chief Financial Officer (Appointed from 14th July,2025)
	Ajay Kumar Luharuka - Joint Chief Financial Officer (Re-designated as Joint CFO w.e.f 14th July,2025)
	Vivek Jain - Company Secretary (Appointed w.e.f 1st January,2026)
	Roshaan Dave - Company Secretary (Resigned w.e.f 1st January,2026)
Relative of KMP	Rohit Goel - Son of Mr. Devendra Goel
	Rashmi Goel - Wife of Mr. Devendra Goel
	Deepak Goel- Brother of Mr. Devendra Goel
	Sunil Kumar Luharuka - Brother of Mr. Ajay Kumar Luharuka
	Archana Luharuka - Wife of Mr. Ajay Kumar Luharuka
	Sarika Bajaj - Wife of Mr. Amit Bajaj
Joint Venture	Lumino SMC JV
	LIL-PCSCPL-JV
	SIPS-LUMINO-ZETWERK (JV EPC - 4)
Enterprise where KMP along with relatives have significant influence or Control	Purushottam Dass Goel (HUF)
	Shanti Devi Goel Charitable Trust
	Shanti Health Services Private Limited
	Lumino Power Infrastructure Private Limited
	Lumino Industries Limited Employees Gratuity Fund
	Brijdham Infrastructure Private Limited
	DRP Realtors Private Limited
	Lumino Finvest Private Limited
	Shanti Infrabuild Private Limited
	Jagannath Concrete Poles
	P.S Enterprise
	Lumino Jupiter Solar LLP
	Screenzy Digital Commercials Pvt Ltd

B) Summary of transactions with the related parties

(₹ in Millions)

Nature of Transaction	**Name of Related Party**	**For the Year ended 31st March 2026**	**For the Year ended 31st March 2025**	**For the Year ended 31st March 2024**
Advance given for purchase of goods/services	Jagannath Concrete Poles	-	-	13.01
	Lumino Finvest Private Limited	-	2.10	-
	Rashmi Goel	-	0.76	-
Refund of advance given for purchase of goods/services	Lumino Finvest Private Limited	-	2.10	-
	Jagannath Concrete Poles	-	-	11.74
	Rashmi Goel	-	0.76	-
Advance to Employee	Ajay Kumar Luharuka	-	2.00	-
	Roshaan Daave	-	0.15	-
Advance to Employee Adjusted	Ajay Kumar Luharuka	-	0.30	0.30
	Archana Luharuka	-	0.15	0.15
	Roshaan Daave	-	0.01	-
Expenses Incurred towards Advertisement & Publicity	Screenzy Digital Commercials Pvt Ltd	-	-	7.50
Contribition to Gratuity Fund	Lumino Industries Ltd.- Employees Gratuity Fund	17.39	8.78	6.53
Conveyance Reimbursment	Ajay Kumar Luharuka	0.66	0.63	0.63
	Hemant Bhuwania	0.66	-	-
	Archana Luharuka	-	0.23	0.30
	Amit Bajaj	-	0.42	0.60
	Amitab Mathur	-	0.00 #	-
	Roshaan Daave	-	0.02	0.01
Corporate Social Responsibility Expenses	Shanti Devi Goel Charitable Trust	-	-	0.30
Director Remuneration	Devendra Goel	36.00	45.92	49.63
	Jay Goel	27.00	32.04	49.63
	Amit Bajaj	-	4.43	5.74
Director Commission	Hemant Sultania	0.15	-	-
	Amitabh Mathur	0.48	-	-
	Shalu Laxmanraj Bhandari	0.43	-	-
Director Sitting Fees	Hari Ram Agarwal	-	0.05	0.05
	Kanchan Jalan	-	0.05	0.05
	Priti Agarwal	-	0.03	0.04
	Hemant Sultania	1.23	0.55	-
	Amitabh Mathur	1.05	0.40	-
	Shalu Laxmanraj Bhandari	1.03	0.48	-
	Purushottam Dass Goel	0.25	0.43	-

 # Below rounding off norms of the company

B) Summary of transactions with the related parties (Cont.) (₹ in Millions)

Nature of Transaction	Name of Related Party	For the Year ended 31st March 2026	For the Year ended 31st March 2025	For the Year ended 31st March 2024
Education Sponsorship	Rohit Goel	-	-	13.01
Health Care Services for Employees	Shanti Health Services Pvt. Ltd.	-	0.50	0.39
Interest Expenses	Lumino Finvest Private Limited	-	-	1.03
	Purushottam Dass Goel	-	-	2.50
Interest Income	Brijdham Infrastructure Pvt. Ltd.	-	1.96	1.52
	Lumino Power Infrastructure Pvt Ltd	-	0.62	1.27
	Rashmi Goel	-	-	0.31
	Shanti Health Services Pvt. Ltd.	-	2.49	2.47
	Shanti Infrabuild Private Limited	-	0.79	0.63
Loan Given	Lumino Power Infrastructure Pvt Ltd	-	33.30	392.50
Loan given received back	Brijdham Infrastructure Pvt. Ltd.	-	21.26	2.05
	Lumino Power Infrastructure Pvt Ltd	-	33.30	392.50
	Rashmi Goel	-	-	25.32
	Shanti Health Services Pvt. Ltd.	-	31.97	9.50
	Shanti Infrabuild Private Limited	-	9.06	0.76
Loan Taken	Lumino Finvest Private Limited	-	-	56.37
	Jay Goel	-	-	30.00
Purchases of Raw Material	P.S. Enterprise	1,747.02	2,704.48	1,791.56
	Jagannath Concrete Poles	0.31	3.82	11.25
Rent Expenses	Devendra Goel	9.91	9.91	9.91
	Rashmi Goel	-	-	12.38
	Purushottam Dass Goel (HUF)	-	0.30	0.71
	DRP Realtors Private Limited	4.83	3.98	-
	Brijdham Infrastructure Pvt Ltd	5.30	8.40	-
	Shanti Infrabuild Private Limited	0.89	1.32	1.20
	Purushottam Dass Goel	-	0.15	-
Repayment of Loan Taken	Jay Goel	-	-	30.00
	Lumino Finvest Private Limited	-	-	56.37
	Purushottam Dass Goel	-	-	85.52
Salaries & Wages	Ajay Kumar Luharuka	6.53	5.39	4.22
	Hemant Bhuwania	9.05	-	-
	Rashmi Goel	-	-	22.12
	Vivek Jain	0.49	-	-
	Roshaan Daave	1.09	1.20	1.07
	Sunil Kumar Luharuka	0.83	0.79	0.82
	Archana Luharuka	-	1.25	1.42
	Sarika Bajaj	-	0.57	0.68
	Rohit Goel	2.88	2.16	-
Sale of Goods	P.S. Enterprise	-	-	262.54
	Shanti Devi Goel Charitable Trust	-	0.42	-
	Shanti Health Services Pvt. Ltd	-	0.00 #	0.01
Sale of Services	P.S. Enterprise	2.29	16.83	7.06
	Lumino Jupiter Solar LLP	-	-	10.97
Security Deposit Refund	Rashmi Goel	-	4.69	-

C) Summary of Outstanding balances with the related parties

(₹ in Millions)

Nature of Transaction	Name of Related Party	For the Year ended 31st March 2026	For the Year ended 31st March 2025	For the Year ended 31st March 2024
Advance given for purchase of goods/services	Jagannath Concrete Poles	-	-	23.01
	Lumino Power Infrastructure Pvt Ltd	-	-	-
	P.S. Enterprise	214.06	185.77	212.05
Advance to Employee	Ajay Kumar Luharuka	2.00	2.00	0.30
	Roshaan Daave	-	0.14	-
	Archana Luharuka	-	-	0.15
Director Sitting Fees and Commision	Amit Bajaj	-	-	0.04
	Hari Ram Agarwal	-	-	0.04
	Kanchan Jalan	-	-	0.04
	Priti Agarwal	-	-	0.04
	Hemant Sultania	0.14	0.16	-
	Amitabh Mathur	0.43	-	-
	Shalu Laxmanraj Bhandari	0.38	0.11	-
	Purushottam Dass Goel	-	0.09	-
Investments in Equity Instrument	DRP Realtors Private Limited	19.23	19.04	18.72
	Shanti Infrabuild Private Limited	1.16	1.13	0.41
Investment in Others (At Cost)	Lumino Jupiter Solar LLP	0.03	0.03	0.03
Loans and Advances	Brijdham Infrastructure Pvt. Ltd.	-	-	21.26
	Shanti Health Services Pvt. Ltd.	-	-	31.97
	Shanti Infrabuild Private Limited	-	-	9.06
Plan Assets	Lumino Industries Limited Employees Gratuity Fund	55.04	38.39	28.89
Salary & Director Remuneration Payable	Ajay Kumar Luharuka	-	-	0.29
	Hemant Bhuwania	-	-	-
	Amit Bajaj	-	-	0.39
	Roshaan Daave	-	-	0.08
	Sunil Kumar Luharuka	-	-	0.04
	Archana Luharuka	-	-	0.06
	Sarika Bajaj	-	-	0.06
	Devendra Goel	-	2.50	2.70
	Rashmi Goel	-	-	1.25
	Jay Goel	-	1.75	2.70
Security Deposit	Devendra Goel	0.98	0.89	0.81
Trade Payables	Lumino Jupiter Solar LLP	-	-	12.19
	Shanti Health Services Pvt. Ltd.	-	0.01	-
	Screenzy Digital Commercials Pvt Ltd	-	-	8.70
	Jagannath Concrete Poles	-	-	5.34
Trade Receivables	P.S. Enterprise	-	-	0.70

D) Key Management Personnel Compensation:

(₹ in Millions)

Particulars	For the Year ended 31st March 2026	For the Year ended 31st March 2025	For the Year ended 31st March 2024
Short-term employee benefits	78.95	88.02	110.05
Post-employment benefits #	1.20	0.59	0.61
Total	**80.15**	**88.61**	**110.66**

Does not include gratuity and leave as these are provided in the books of accounts on the basis of actuarial valuation for the company as a whole and hence individual amount cannot be determind.

E) Guarantee:

• Personal Guarantee has been given on behalf of the Company by Mr. Devendra Goel (Director), Mr. Jay Goel (Director) & Mr. Deepak Goel (Relative of Director) to the extent of their net worth.

• Corporate guarantee of M/s. DRP Realtors Pvt. Ltd &. M/s Brijdham Infrastructures Pvt Ltd, whose property value is offered as collateral security to the extent of the market value of the properties, whose market value is Rs. 136.40 Millions and Rs. 146.00 Millions respectively.

F) The Company's transactions with the related parties are in the normal course of business and on terms equivalent to those that prevail in arm's length transactions. The stated balances of financial assets and liabilities are unsecured and to be settled in cash. The above transactions are as per approval of Audit Committee.

G) Related Party Relationship is as identified by the Company and relied upon by the auditors.

45.12 Ratio Analysis and its elements

Ratio	Numerator	Denominator	As at 31st March, 2026	As at 31st March, 2025	% change from 31st March, 2025 to 31st March, 2026	Explanation for variance in ratio by more than 25%
Current Ratio (Times)	Current Assets	Current Liabilities	1.40	1.40	(0.26%)	NA
Debt-Equity (Times)	Total Debt	Total Shareholder's Equity	0.53	0.73	(28.30%)	Decrease in debt during the current year
Debt-Service Coverage ratio (Times)	Net Profit after tax + Depreciation and amortization + Interest + Loss/Profit on sale of Fixed Assets	Debt Service : Finance Costs (+) Current Lease Liabilities (+) Current maturities of Long Term Debt	3.28	1.34	144.73%	Decrease in debt during the current year
Return on Equity ratio (Percentage)	Net Profit for the year after tax (-) Preference Dividend (if any)	Average shareholder equity	24.61%	24.51%	0.40%	NA
Inventory Turnover ratio (Times)	Sales	Average Inventory	6.55	8.76	(25.18%)	Increase in inventory at year end
Trade Receivable Turnover ratio (Times)	Net Credit Sales: Gross Credit Sales (-) Sales Return	Average Trade Receivable	2.53	3.25	(22.22%)	NA
Trade Payable Turnover ratio (Times)	Net Credit Purchases: Gross Credit Purchases (-) Purchase Return	Average Trade Payable (+) Trade Acceptace	2.20	2.69	(17.91%)	NA
Net Capital Turnover ratio (Times)	Revenue from operations	Working Capital	3.67	4.27	(14.20%)	NA
Net Profit ratio (Percentage)	Net Profit for the period/year after tax	Revenue from operations	7.84%	6.50%	20.63%	NA
Return on Capital Emloyed (Percentage)	Profit before interest and taxes	Capital Employed (Net Worth + Total Debt +Deferred Tax Liability)	24.22%	23.63%	2.51%	NA
Return on Investment ** (Percentage)	Gain/Loss on change in fair valuation of investment + Gain/Loss on sale of investment + Gain/Loss on associate + Dividend Received	(Opening Investment+Closing Investment) /2	9.80%	4.88%	100.74%	Due to gain on sale of investments

Ratio	Numerator	Denominator	As at 31st March, 2025	As at 31st March, 2024	% change from March 31, 2024 to March 31, 2025	Explanation for variance in ratio by more than 25%
Current Ratio (Times)	Current Assets	Current Liabilities	1.40	1.55	(9.78%)	NA
Debt-Equity (Times)	Total Debt	Total Shareholder's Equity	0.73	0.09	700.48%	Increase in debt during the current year
Debt-Service Coverage ratio (Times)	Net Profit after tax + Depreciation and amortization + Interest + Loss/Profit on sale of Fixed Assets	Debt Service : Finance Costs (+) Current Lease Liabilities (+) Current maturities of Long Term Debt	1.34	2.79	(51.98%)	Increase in debt during the current year
Return on Equity ratio (Percentage)	Net Profit for the year after tax (-) Preference Dividend (if any)	Average shareholder equity	24.51%	21.51%	13.98%	NA
Inventory Turnover ratio (Times)	Sales	Average Inventory	8.76	9.33	(6.16%)	NA
Trade Receivable Turnover ratio (Times)	Net Credit Sales: Gross Credit Sales (-) Sales Return	Average Trade Receivable	3.25	3.95	(17.71%)	NA
Trade Payable Turnover ratio (Times)	Net Credit Purchases: Gross Credit Purchases (-) Purchase Return	Average Trade Payable (+) Trade Acceptace	2.69	2.54	5.61%	Due to increase in purchases during the current year without corresponding increase in trade payable
Net Capital Turnover ratio (Times)	Revenue from operations	Working Capital	4.27	3.67	16.27%	NA
Net Profit ratio (Percentage)	Net Profit for the year after tax	Revenue from operations	6.50%	6.16%	5.56%	NA
Return on Capital Emloyed (Percentage)	Profit before interest and taxes	Capital Employed (Net Worth + Total Debt + Deferred Tax Liability)	23.63%	31.01%	(23.82%)	NA
Return on Investment ** (Percentage)	Gain/Loss on change in fair valuation of investment + Gain/Loss on sale of investment + Gain/Loss on associate + Dividend Received	(Opening Investment+Closing Investment) /2	4.88%	5.92%	(17.53%)	NA

45.13 Segment Reporting:

The CODM evaluates the Group and its joint venture's performance and allocates resources based on an analysis of various performance indicators by Business segments. The CODM of the Group and its joint venture evaluates the segments based on their revenue growth, operating income and return on capital employed. No operating segments have been aggregated in arriving at the Business segment of the Group and its joint venture.

The Group and its joint venture has identified two reportable segments viz. Manufacturing and EPC division. Segments have been identified and reported taking into account nature of products and services, the differing risks and returns and the internal business reporting segments.

Revenue and Expenses have been identified to a segment on the basis of relationship to operating activities of the segment. Revenue and Expenses which relate to enterprise as a whole and are not allocable to a segment on reasonable basis have been disclosed as “Unallocable”.

Segment Assets and Segment Liabilities represent Assets and Liabilities in respective segments. Investments, tax related assets and other assets and liabilities that cannot be allocated to a segment on reasonable basis have been disclosed as “Unallocable”

Basis for Change in Segment Reporting-

Effective March 31, 2026, the Group and its joint venture reorganized its segment reporting to align with a change in the internal financial information reviewed by the Chief Operating Decision Maker (CODM).

Previously, reportable segments were determined based on contract type:

Manufacturing: Direct sale of goods to customers.

EPC Contracts: A bundled segment comprising manufactured goods, third-party "bought-out" items, and services.

Revised Management Approach:

The CODM now monitors performance based on the nature of the economic activity rather than the legal contract form. This allows for a granular assessment of the manufacturing plant’s operational efficiency separate from project-specific service execution. Management has determined that product manufacturing and service execution represent distinct economic activities. Accordingly, these components are now measured and reported separately, even when they originate from a single legal customer contract. This allows management to isolate the operational efficiency of the manufacturing plants from the project-specific risks of EPC execution and to provide better visibility into production margins Consequently, the business is now organized into:

Manufacturing Segment: Includes all proprietary manufactured product sales, whether sold directly or delivered as part of an EPC contract.

EPC Segment: Focused strictly on project management, engineering design, site services, and the supply of third-party "bought-out" items.

In accordance with Ind AS 108, segment information for the previous period has been restated to conform to this revised functional organization, ensuring consistency in the comparative analysis.

Revenue Attribution and Ind AS 115 Alignment-

For external financial reporting under Ind AS 115, revenue from certain EPC contracts is recognized as a single performance obligation satisfied over time. However, for segment reporting purposes, the CODM bifurcates this revenue and attributable cost based on the underlying nature of the components (Manufacturing vs. EPC).

This internal allocation for segment disclosure does not alter the timing or measurement of revenue recognition at the entity level. Revenue from manufactured goods used in EPC contracts is attributed to the Manufacturing segment’s external revenue to reflect the segment's economic contribution to the total contract value.

(A) Business segment

(₹ in Millions)

Particulars	Manufacturing			EPC			Unallocable Corporate Income/(Expenses)			Total		
	For the Year ended 31st March 2026	For the Year ended 31st March 2025	For the Year ended 31st March 2024	For the Year ended 31st March 2026	For the Year ended 31st March 2025	For the Year ended 31st March 2024	For the Year ended 31st March 2026	For the Year ended 31st March 2025	For the Year ended 31st March 2024	For the Year ended 31st March 2026	For the Year ended 31st March 2025	For the Year ended 31st March 2024
External Revenue	14,234.48	12,460.03	9,231.51	6,176.25	6,719.65	4,841.64	-	-	-	20,410.73	19,179.68	14,073.15
							-	-	-	-	-	-
Revenue from external customers	**14,234.48**	**12,460.03**	**9,231.51**	**6,176.25**	**6,719.65**	**4,841.64**	-	-	-	**20,410.73**	**19,179.68**	**14,073.15**
Segment Result	1,852.66	1,487.69	1,085.35	855.37	860.12	436.28	-	-	-	2,708.03	2,347.82	1,521.63
Less: Finance cost	-	-	-	-	-	-	(660.00)	(660.14)	(362.35)	(660.00)	(660.14)	(362.35)
Profit before taxation										**2,048.03**	**1,687.68**	**1,159.28**
Less: Current tax	-	-	-	-	-	-	640.60	595.18	315.54	640.60	595.18	315.54
Less: Income tax for earlier years	-	-	-	-	-	-	(44.78)	1.32	(0.33)	(44.78)	1.32	(0.33)
Less: Deferred tax	-	-	-	-	-	-	(147.78)	(154.68)	(22.00)	(147.78)	(154.68)	(22.00)
Profit after taxation										**1,599.99**	**1,245.86**	**866.07**
Non cash expenditure												
Depreciation	157.03	156.80	95.39	7.14	6.46	6.75	-	-	-	164.17	163.26	102.14
Other information	-	-	-	-	-	-	-	-	-	-	-	
Capital expenditure	561.35	390.65	209.54	12.44	3.98	12.21	-	-	-	573.79	394.63	221.75

Capital Expenditure consists of addition on to Property, Plant and Equipment, Capital work-in-progress (net of capitalized) and Intangible assets.

Lumino Industries Ltd
CIN -U14293WB2005PLC102556
Annexure VI- Notes to the Restated Consolidated Financial Information

Segment Assets and Liabilities	Manufacturing			EPC			Unallocated			Total		
	As at 31st March, 2026	As at 31st March, 2025	As at March 31, 2024	As at 31st March, 2026	As at 31st March, 2025	As at March 31, 2024	As at 31st March, 2026	As at 31st March, 2025	As at March 31, 2024	As at 31st March, 2026	As at 31st March, 2025	As at March 31, 2024
Segment Asset	14,412.91	14,620.24	8,953.57	7,013.12	2,326.56	2,704.91	-	-	-	21,426.03	16,946.80	11,658.48
Unallocated Corporate Assets	-	-	-	-	-	-	322.72	239.80	95.93	322.72	239.80	95.93
Total Asset	**14,412.91**	**14,620.24**	**8,953.57**	**7,013.12**	**2,326.56**	**2,704.91**	**322.72**	**239.80**	**95.93**	**21,748.75**	**17,186.60**	**11,754.41**
Segment Liability	9,501.58	8,054.04	4,527.60	4,909.89	3,171.98	2,659.00	-	-	-	14,411.47	11,226.02	7,186.60
Unallocated Corporate Liability	-	-	-	-	-	-	40.17	256.12	108.13	40.17	256.12	108.13
Total Liability	**9,501.58**	**8,054.04**	**4,527.60**	**4,909.89**	**3,171.98**	**2,659.00**	**40.17**	**256.12**	**108.13**	**14,451.64**	**11,482.14**	**7,294.73**

(B) Geographical Segment
Secondary Segment Reporting (Geographical Segments)

(₹ in Millions)

Segment Revenue	For the Year ended 31st March 2026	For the Year ended 31st March 2025	For the Year ended 31st March 2024
- Domestic	20,041.70	18,325.14	14,022.33
- International	369.03	854.54	50.82
Total	**20,410.73**	**19,179.68**	**14,073.15**

(₹ in Millions)

Segment Asset	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
- Domestic	21,619.52	16,917.76	11,737.40
- International	129.23	268.84	17.01
Total	**21,748.75**	**17,186.60**	**11,754.41**

(C) Information about major customers

Details of revenue from transaction with single customer comprising of more than 10% of Company and its Joint Venture's total "Revenue from Operations" is given below :

For the Period/ year ended	Manufacturing		EPC	
	No. of external customer	Amount	No. of external customer	Amount
- 31st March, 2026	-	-	-	-
- 31st March, 2025	-	-	3	10,408.91
- 31st March, 2024	-	-	3	8,962.48

45.14 Other Statutory Information

i) The Group and its Joint Venture does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.

ii) The Group and its Joint Venture have not traded or invested in Crypto currency or Virtual Currency during the financial year.

iii) The Group and its Joint Venture have 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 Group shall:

I. Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries); or

II. Provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

Further, the Group has not advanced or lent or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

I. Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company (Ultimate Beneficiaries) or

II. Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

iv) Relationship with struck off companies

Disclosure related to relationship of the Group and its Joint Venture with the Companies which is struck off under Section 248 of the Companies Act, 2013 or Section 530 of Companies Act, 1956 are as follows:

(₹ in Millions)

Sl.No.	Name of the struck off Company	Nature of transactions with struck off Company	Balance outstanding as at 31st March, 2026	Balance outstanding as at 31st March, 2025	Balance outstanding as at 31st March, 2024	Relationship with the struck off Company, if any
1	Pramod & Associates Pvt Ltd	Purchase of Services	-	-	0.06	Vendor

None of the above struck off companies are related parties.

v) The Group and its Joint Venture does not have any 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.

vi) The Group and its Joint Venture has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

vii) The Group and its Joint Venture is in compliance with the number of layers prescribed under clause (87) of section 2 of the Companies Act, 2013 read with the Companies (Restriction on number of Layers) Rules, 2017 (as amended).

viii) The Group and its Joint Venture does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

ix) The Parent Company has not entered into any scheme of arrangement which has an accounting impact on the current year or previous financial years. However, the scheme of arrangement has been approved by Hon'ble NCLT, which became effective from 22nd Dec, 2021 and having appointed date as 1st April, 2019. Accordingly, there is no accounting impact on the financial statement of the current or previous years presented here except as explained in note no. 20(G) .

x) The borrowings obtained by the Group and its Joint Ventures from banks and financial institutions have been applied for the purposes for which such loans were was taken.

xi) During the year ended 31st March, 2026 the Group and its Joint Ventures did not provide any Loans or advances which remains outstanding (repayable on demand or without specifying any terms or period of repayment) to specified persons (₹ Nil as at 31st March, 2025 and ₹ Nil as at 31st March, 2024).

45.15 For details of Investments covered under section 186(4) of the Companies Act, 2013, refer note no. 7.

45.16 Pursuant to the Hon'ble Calcutta High Court Judgement dated January 30th, 2025 allowing all the appeals of the State Government directed against the impugned judgement and order of the learned Single Judge dated June 24, 2013 and setting aside such impugned judgement and order of the tribunal, the Parent Company has recognised the provision for Entry Tax amounting to ₹ 176.48 millions (including ₹ 112.23 millions towards interest for delay in payment of said entry tax) for the period April 2013 to June 2017 during the previous year ended March 31st 2025. During the current financial year, pursuant to the settlement scheme announced by the Directorate of Commercial Taxes, West Bengal, the Company settled the aforesaid liability by making payment of ₹ 59.34 millions. Consequently, the excess provision amounting to ₹ 117.14 millionns relating to Entry Tax and interest thereon has been written back and credited to Statement of Profit or Loss.

45.17 i) During the previous financial year ended 31st March, 2025, the Parent Company has made certain advances to a vendor for procurement of power transformer on December 31, 2024 amounting to USD 65,881/- and on February 11, 2025 the Company further paid USD 36,379/-. Subsequently the company came to know that emails offering purported promotional discounts were dispatched by the miscreants from email id using a different domain than the intended vendor's domain. The Parent Company lodged an FIR on February 18, 2025 against the above matter. Considering the remote chance of recoverability of said payments the Company has written off the advance paid to on March 31, 2025 amounting to ₹ 5.64 millions (USD 65,881/-) & ₹ 3.16 millions (USD 36,379/-) paid on February 11, 2025 and shown as Miscellaneous expenses under the head ''Other Expenses''.

ii. During the financial year ended 31st March, 2025, it also came to the attention of the Parent Company that an amount of ₹ 0.55 Millions approx has been siphoned from the Company's account fraudulently by the two employees. The company had logged an FIR against both the employees on February 19, 2025. Consequently during the current financial year the amount has been recovered from the said employees.

45.18 During the financial year ended 31st March,2026, one of the client of the Parent Company i.e WBSEDCL issued a notification dated 02.02.2026 vide office order no 2546 for the temporary suspension of works in respect of the contracts issued under RDSS. The order primarily relates to downward revision in the quantity of work to be executed under the respective contracts. The management has assessed the implications of the said order and is of the view that the same does not have any material adverse impact on the Company's normal business operations and financial statement.

45.19 Particulars of subsidiaries and joint ventures included in consolidation financail statements

A

Particulars	Country of Incorporation	% Voting Power		
		For the year ended 31st March, 2026	For the year ended 31st March, 2025	For the year ended 31st March, 2024
Subsidiaries Held Directly				
Lumino Green Energy Private Limited *(w.e.f 09.05.2025)*	India	100.00%	-	-
RJ Green Energy Private Limited *(w.e.f 28.03.2026)*	India	100.00%	-	-
Subsidiaries of Lumino Green Energy Private Limited				
Lumino Renewable Energy Private Limited *(w.e.f 29.09.2025)*	India	100.00%	-	-
Lumino Solar Energy Private Limited *(w.e.f 25.11.2025)*	India	100.00%	-	-
Joint Ventures*				
Lumino SMC JV	India	90%	90%	90%
LIL-PCSCPL-JV *(w.e.f 02/12/2025)*	India	98%	-	-

**The Company's interests in the above entity (AOP) are accounted for using equity method in the consolidated financial statements.*

Note:

a) SIPS-LUMINO-ZETWERK (JV EPC - 4) (Share - 27%)- As per the terms and conditions of the agreement, the Parent Company will not claim any profit and shall not be liable to make good of any loss, suffered by the Joint Venture, hence the same has not been consolidated in the Consolidated Financial Statement.

b) LIL-ASPL-JV (Share - 98%)- The Parent Company has entered into joint venture agreement with Acqua Tech Solution Private Limited on 16th February,2026 however it has not commenced operations nor undertaken any transactions up to the end of the financial year. Accordingly, it has not been consolidated in the Consolidated Financial Statements.

c) Non of the above entities are material to the Group, hence no financial information has been disclosed.

B Additional information as required by paragraph 2 of the General Instruction for preparation of Consolidated Financial Statements to the Schedule III to the Companies Act, 2013.

As at 31-03-2026 **(₹ in Millions)**

Name of Enterprise	Net Assets (Total Assets minus Total Liabilities)		Share of Profit & Loss		Other Comprehensive Income		Total Comprehensive Income	
	As% of Consolidated Net Assets	Amount	As% of Consolidated Profit/Loss	Amount	As% of Consolidated OCI	Amount	As% of Consolidated TCI	Amount
Parent Company								
Lumino Industries Limited	100.08%	7,302.62	99.98%	1,599.83	100.00%	(7.34)	99.98%	1592.49
Indian Subsidiaries								
Lumino Green Energy Private Limited	0.01%	0.45	0.00%	(0.05)	0.00%	-	0.00%	(0.05)
RJ Green Energy Private Limited	0.00%	0.06	0.00%	(0.04)	0.00%	-	0.00%	(0.04)
Subsidiaries of Lumino Green Energy Private Limited								
Lumino Renewable Energy Private Limited	0.00%	0.07	0.00%	(0.03)			0.00%	(0.03)
Lumino Solar Energy Private Limited	0.00%	0.06	0.00%	(0.04)			0.00%	(0.04)
Indian Joint Venture								
Lumino SMC JV	0.23%	16.69	0.02%	0.33	0.00%	-	0.02%	0.33
LIL-PCSCPL-JV	0.00%	0.09	0.00%	(0.01)			0.00%	(0.01)
Total eliminations on Consolidation	(0.31%)	(22.94)	0.00%	-				
Total	**100.00%**	**7297.11**	**100.00%**	**1599.99**	**100.00%**	**(7.34)**	**100.00%**	**1592.65**

As at 31-03-2025

Name of Enterprise	Net Assets (Total Assets minus Total Liabilities)		Share of Profit & Loss		Other Comprehensive Income		Total Comprehensive Income	
	As% of Consolidated Net Assets	Amount	As% of Consolidated Profit/Loss	Amount	As% of Consolidated OCI	Amount	As% of Consolidated TCI	Amount
Parent Company								
Lumino Industries Limited	100.10%	5,710.14	100.43%	1,251.28	100.00%	(1.02)	100.44%	1250.26
Indian Joint Venture								
Lumino SMC JV	0.24%	13.71	(0.43%)	(5.42)	0.00%	-	(0.44%)	(5.42)
Total eliminations on Consolidation	(0.34%)	(19.39)	-	-	-	-	-	-
Total	**100.00%**	**5704.46**	**100.00%**	**1245.86**	**100.00%**	**(1.02)**	**100.00%**	**1244.84**

As at 31-03-2024

Name of Enterprise	Net Assets (Total Assets minus Total Liabilities)		Share of Profit & Loss		Other Comprehensive Income		Total Comprehensive Income	
	As% of Consolidated Net Assets	Amount	As% of Consolidated Profit/Loss	Amount	As% of Consolidated OCI	Amount	As% of Consolidated TCI	Amount
Parent Company								
Lumino Industries Limited	100.01%	4,459.95	100.03%	866.34	100.00%	(0.41)	-40.65%	865.93
Indian Joint Venture								
Lumino SMC JV	0.12%	5.38	(0.03%)	(0.27)	-	-	(0.03%)	(0.27)
Total eliminations on Consolidation	(0.13%)	(5.65)	-	-	-	-	-	-
Total	**100.00%**	**4,459.68**	**100.00%**	**866.07**	**100.00%**	**(0.41)**	**100.00%**	**865.66**

**Pursuant to para 25 of Ind AS 110 " Consolidated Financial Statements", the company has derecognise its asset and liabilities of Subsidiaries due to sale of Subsidiaries and lost of control during the previous year.*

45.20 During the year ended 31st March, 2026, the Company has reclassified and regrouped following comparative figures of 31st March, 2025 and 31st March, 2024. These reclassifications and regroupings are primarily to confirm to the current years classification

(₹ in Millions)

Note No.	Note Description	Previously Reported Amount as at 31.03.2025	Revised Amount	Change	Purpose
26	Current financial liabilities- Borrowings	8,525.37	4,083.79	4,441.58	Refer note 29.1
29	Trade Acceptance	-	4,441.58	(4,441.58)	
	Net cash generated from operating activities	(2,813.87)	(2,385.93)	(427.94)	
	Net cash generated from financing activities	3,542.71	3,114.77	427.94	

(₹ in Millions)

Note No.	Note Description	Previously Reported Amount as at 31.03.2024	Revised Amount	Change	Purpose
26	Current financial liabilities- Borrowings	4,222.60	208.96	4,013.64	Refer note 29.1
29	Trade Acceptance	-	4,013.64	(4,013.64)	
	Net cash generated from operating activities	(921.72)	1,009.07	(1,930.79)	
	Net cash generated from financing activities	988.25	(942.54)	1,930.78	

During the previous year ended 31st March, 2025, the Company has reclassified and regrouped following Re-audited Comparative Figures of 31st March, 2024 and 31st March, 2023 . These reclassifications and regroupings are primarily to confirm to the current years classification, which do not have material impact on the Financial Statements.

(₹ in Millions)

Note No.	Note Description	Previously Reported Amount as at 31.03.2024	Revised Amount	Change	Purpose
7	Investments	20.64	24.54	(3.90)	For better presenatation
30	Other Financial Liabilities	43.79	47.69	3.90	For better presenatation
17	Other Financial Assets	1,572.93	1,556.03	(16.90)	For better presenatation
29	Trade Payable	1,379.51	1,362.61	16.90	For better presenatation
35	Other Income	197.10	173.12	(23.98)	For better presenatation
42	Other Expenses	1,117.17	1,093.19	23.98	For better presenatation
36	Cost of Material Consumed	7,505.15	7,706.66	(201.51)	For better presenatation
38	Changes in Inventories	(233.72)	(435.23)	201.51	For better presenatation

45.21 The Group and its joint venture has used an accounting softwares for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software except that, the audit trail feature is not enabled at the database level in all the softwares. Further, there was no instance of audit trail feature being tampered with and the same has been preserved by the Group and its joint venture as per the statutory requirements for record retention, where such feature is enabled.

45.22 The Re-stated Consolidated financial statements have been approved by Board of Directors of the Company in their meeting held on August 8th, 2026.

As per our report of even date

For Singhi & Co.	**For SDP & Associates**	**For and on behalf of the Board of Directors**	
Chartered Accountants	**Chartered Accountants**		
Firm Registration No.302049E	**Firm Registration No.322176E**		
____________________	______________________	________________________	_______________________
Rahul Bothra	**Pranita Dalmia**	**Devendra Goel**	**Jay Goel**
Partner	**Partner**	**(Managing Director)**	**(Director)**
Membership No. 067330	**Membership No. 062175**	**DIN: 00673447**	**DIN: 08190426**
		________________________	_______________________
Place : Kolkata		**Hemant Bhuwania**	**Vivek Jain**
Date : 8th August, 2026		**(Chief Financial Officer)**	**(Company Secretary)**

Lumino Industries Ltd
CIN No- U14293WB2005PLC102556
Annexure- VII : Statement of adjustment to restated financial information
(All amounts are in INR Millions, unless otherwise stated)

Summarized below are the restatement adjustments made to the Audited Consolidated Financial Statements for the years ended March 31, 2026 , March 31, 2025 and March 31, 2024 and their impact on equity and the profit/loss of the Group:

(i) Reconciliation between audited equity and restated equity

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Total equity (as per audited Financial statements)	7,297.11	5,704.46	4,463.12
Add : Adjustment to Retained Earnings on account of previous year error on accounting of Deferred Tax	-	-	-
Total equity (as per reaudited Financial statements)	**7,297.11**	**5,704.46**	**4,463.12**
Adjustment			
(i) Audit qualifications	-	-	-
(ii) Adjustments due to change in accounting policy / prior period items / other adjustments	-	-	(3.44)
(iii) Deferred tax impact on adjustments in (i) and (ii), as applicable	-	-	-
(iv) Adjustment on account of Deferred Tax error	-	-	-
Total adjustments (i + ii + iii)			
Total Equity as per restated consolidated summary statement of assets and liabilities	**7,297.11**	**5,704.46**	**4,459.68**

(ii) Reconciliation between audited profit and restated profit

Particulars	For the year ended 31st March, 2026	For the year ended 31st March, 2025	For the year ended 31st March, 2024
Total Comprehensive Income for the year (as per audited Financial statements)	1,592.65	1,244.84	866.66
Restatement adjustments			
(i) Audit qualifications	-	-	-
(ii) Adjustments due to change in accounting policy / prior period items / other adjustment	-	-	(1.00)
(iii) Deferred tax impact on adjustments in (i) and (ii), as applicable	-	-	-
(iv) Adjustment on account of Deferred Tax error	-	-	-
Total adjustments (i + ii + iii)			
Total Restated Comprehensive Income for the year	**1,592.65**	**1,244.84**	**865.66**

For Singhi & Co.
Chartered Accountants
Firm Registration No.302049E

Rahul Bothra
Partner
Membership No. 067330

For SDP & Associates
Chartered Accountants
Firm Registration No.322176E

Pranita Dalmia
Partner
Membership No. 062175

For and on behalf of the Board of Directors

Devendra Goel
(Managing Director)
DIN: 00673447

Jay Goel
(Director)
DIN: 08190426

Hemant Bhuwania
(Chief Financial Officer)

Vivek Jain
(Company Secretary)

Place : Kolkata
Date : 8th August, 2026

OTHER FINANCIAL INFORMATION

In accordance with the SEBI ICDR Regulations, the audited financial statements of our Company for Fiscals 2026, 2025 and 2024 together with all the annexures, schedules and notes thereto ("**Audited Financial Statements**") are available on our website at https://luminoindustries.com/audited-financial-statements/. 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 Prospectus; or (ii) a prospectus, a statement in lieu of a prospectus, an offering circular, an offering memorandum, an advertisement, an offer or a solicitation of any offer or an offer document to purchase or sell any securities under the Companies Act, 2013, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere in the world. The Audited Financial Statements should not be considered as part of information that any investor should consider to subscribe for or purchase any securities of our Company or any entity in which it or its shareholders may have significant influence and should not be relied upon or used as a basis for any investment decision. Neither our Company or any of its advisors, nor the Book Running Lead Managers or the Selling Shareholders, nor any of their respective employees, directors, affiliates, agents or representatives accept any liability whatsoever for any loss, direct or indirect, arising from any information presented or contained in the Audited Standalone Financial Statements, or the opinions expressed therein.

The details of accounting ratios derived from the Restated Consolidated Financial Information and other non-GAAP information required to be disclosed under the SEBI ICDR Regulations are set forth below:

(₹ in million other than share data)

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Restated earnings per Equity Shares – Basic[(1)(2)] (in ₹)	6.57	5.11	3.56
Restated earnings per Equity Share – Diluted[(2)(3)] (in ₹)	6.57	5.11	3.56
Return on net worth[(4)] (%)	24.62	24.52	21.52
Net asset value per Equity Share[(5)] (in ₹)	29.95	23.41	18.30
Operating EBITDA[(6)]	2,389.47	2,229.37	1,450.92

Notes*:*

(1) *Basis 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) *The earning per share has been adjusted for previous period/ years after considering impact of increase in shares pursuant to split of shares to face value ₹5 from face value ₹10 at extra-ordinary general meeting dated November 14, 2024 and issue of bonus shares in the ratio 3:1 at extra-ordinary general meeting dated November 25, 2024 in accordance with IND AS-33 earning per share.*

(3) *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.*

(4) *Return on net worth is calculated as profit for the year after tax divided by average Tangible Net Worth.*

(5) *Net Asset Value per Equity Share = Tangible Net worth (Tangible net worth: Total equity- intangible assets - Intangible Assets under Development) as at the end of the financial year, as restated, divided by the number of Equity Shares outstanding at the end of the period/year as adjusted for bonus and split.*

(6) *Operating EBITDA = Revenue from Operations – total expenses + finance costs + depreciation and amortization expenses.*

The Non-GAAP Measures presented in this Prospectus are a supplemental measure of our performance and liquidity that are not required by, or presented in accordance with Ind AS. Further, these Non-GAAP Measures are not a measurement of our financial performance or liquidity under Ind AS and should not be considered in isolation or construed as an alternative to cash flows, profit/(loss) for the year/period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS. In addition, these Non-GAAP Measures are not a standardized term, hence a direct comparison of similarly titled Non-GAAP Measures between companies may not be possible. Other companies may calculate the Non-GAAP Measures differently from us, limiting its usefulness as a comparative measure. Although the 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 because they are widely used measures to evaluate a company's operating performance.

See "***Risk Factors – We have included certain Non-GAAP Measures, industry metrics and key performance indicators related to our operations and financial performance in this Prospectus that are subject to inherent measurement challenges. These Non-GAAP Measures, industry metrics and key performance indicators may not be comparable with financial, or industry-related statistical information of similar nomenclature computed and presented by other companies. Such supplemental financial and operational information is therefore of limited utility as an analytical tool for investors and there can be no assurance that there will not be any issues or such tools will be accurate going forward***" on page 73.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*The following discussion of our financial condition and results of operations is derived from and should be read in conjunction with the section "**Restated Consolidated Financial Information**" on page 322. Certain non-GAAP financial and operational measures and certain other industry measures relating to our operations and financial performance have been included in this section and elsewhere in this Prospectus. Such measures may not have been computed on the basis of any standard methodology that is applicable across the industry and therefore may not be comparable to financial and operational measures, and industry related statistical information of similar nomenclature that may be computed and presented by other similar companies. Such non-GAAP measures are not measures of operating performance or liquidity defined by generally accepted accounting principles and may not be comparable to similarly titled measure presented by other companies.*

Our financial year ends on March 31 of each year, so all references to a particular financial year or Fiscal are to the 12-month period ended March 31 of that year. Unless the context otherwise requires, in this section, references to "we", "us" and "our" are to Lumino Industries Limited along with its subsidiaries and its joint venture on a consolidated basis while references to "our Company" or "the Company", are to Lumino Industries Limited on a standalone basis.

*Unless otherwise indicated, industry and market data used in this section has been derived from industry publications, in particular, the report titled "Assessment of cables, conductors' industries and investments in power sector in India" dated August 2026 (the "**CRISIL Report**") prepared and issued by CRISIL Intelligence (formerly Market Intelligence & Analytics), appointed by us on September 10, 2024 and exclusively commissioned and paid for by us in connection with the Offer for the purposes of confirming our understanding of the industry, as no report is publicly available which provides a comprehensive industry analysis, particularly for our Company's products, that may be similar to the CRISIL Report. A copy of the CRISIL Report was made available on the website of our Company at https://luminoindustries.com/industry-report/ and formed part of the material documents for inspection. For more information, see "**Risk Factors – Industry information included in this Prospectus has been derived from an industry report exclusively commissioned and paid for by our Company**" on page 72. Also see,* "***Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation – Industry and Market Data***" *on page 16.*

OVERVIEW

We are a product-driven integrated engineering, procurement and construction ("**EPC**") player in India, with strong focus on manufacturing ("**Manufacturing**") and supplying conductors, power cables and electrical wires and other specialised products and components to the growing power transmission and distribution industry in India. We also manufacture high-temperature low-sag ("**HTLS**") conductors used in distribution and transmission lines in India. We achieved an Operating EBITDA Margin of 11.71% in Fiscal 2026. By leveraging our experience of more than three decades in the power transmission and distribution industry, we have developed a product-driven business model focussed on designing, engineering, manufacturing and distributing specialised products used in a wide range of power transmission and distribution, industrial applications, electrical wiring, renewable energy projects, communication systems, electrical panels and railway networks applications.

We supply conductors, power cables and other specialised products to large EPC players such as Kalpataru Projects International Limited *(formerly known as Kalpataru Power Transmission Limited)*, Jackson Limited, Warora Kurnool Transmission Limited, K.G.N. Electricals, WRSS XXI (A) Transco Limited, Monte Carlo Limited and R.S. Infraprojects Private Limited. We also cater our products to international clients, which include government owned and controlled electricity companies, public enterprises and electricity boards, in countries such as United States of America, Mali, Burkina Faso, Côte d'Ivoire, Nepal, Bangladesh, Kenya, Ghana, Rwanda and Ethiopia. Further, in line with our product-driven strategy and integrated operations, we also supply products for captive consumption in the EPC projects executed by us. In Fiscal 2026, 23.08%[4] of the specialised products used in the EPC projects were manufactured by us in-house.

Our integrated operations ensure captive consumption of a portion of our specialised products and reduces external dependence, driving consistency in demand and enhancing revenue stability. The captive consumption of our products helps us in ensuring stable and predictable sales, while also streamlining production planning and reducing inventory risks. Similarly, by manufacturing critical products and components in-house, we have

[4] Revenue attributable to manufactured products supplied by our Manufacturing segment for execution of EPC projects, as a percentage of revenue from our Manufacturing segment.

developed a reliable and uninterrupted supply chain for our EPC projects, reducing dependency on external vendors and mitigating risks associated with procurement delays or price volatility. The integrated operations enhance our project execution capabilities by allowing us to meet product specifications, while deriving cost efficiencies through economies of scale. Our distinct product driven business model improves our bidding capabilities for EPC projects (by minimizing external costs and maximizing operational flexibility) and enables us to improve our receivable cycle and overall profitability.

We operate two key business segments namely: (i) Manufacturing; and (ii) EPC.

- ***Manufacturing*:** Our Manufacturing segment consists of three key product categories (i) aluminium conductors; (ii) power cables; and (iii) electrical wires. Aluminium conductors are used in overhead distribution and transmission lines and are crucial in efficiently transmitting electrical energy from power generation sources to end consumers, primarily through overhead power lines. We manufacture a wide variety of power cables which are used in electric power distribution substations, industrial applications, communication systems, electrical panels and machine tools. We entered the electrical wire business in Fiscal 2023, under our brand '*Lumicon*', and currently manufacture thermoset insulated wire, earth wires and house wires. As on the date of this Prospectus, our electrical wire business is operational in four states in India through our network of approximately 104 distributors. For further details, see "***-Our Products***" on page 263.

Some of our key products from each of the three Manufacturing segments, include:

Conductors		**Power Cables**		**Electrical Wires**
				
HTLS Aluminium Conductors Steel Supported ("ACSS") conductors	***Aluminium Conductor Fibre Reinforced ("ACFR")***	***LV Aerial Bunch Cable***	***Railway Signalling Cable***	***Single-Core Service Wire***

For further details, see "***-Our Products***" on page 263.

Our manufacturing facilities are a critical aspect of our integrated approach. This integration allows us to be more cost competitive and time efficient during the bidding process by leveraging our cross-feeding capabilities, resulting in economies of scale. We operate two manufacturing facilities located in Howrah, West Bengal with a combined capacity of 40,000 metric tonne ("**MT**") of aluminium consumption per year for manufacturing cables and conductors, with an aggregate area of 264,208 sq. ft. We also operate four warehouses covering an aggregate area of approximately 156,600 sq. ft sq. ft. Our manufacturing facilities are certified for ISO 9001:2015, ISO 14001:2015, ISO 45001:2018 and 5S Workplace Organizing Management Systems. The testing lab within our manufacturing facility for quality check of the finished products is accredited by the National Accreditation Board for Testing and Calibration Laboratories ("**NABL**"). Our in-house manufacturing capabilities allows us to significantly reduce lead times and uncertainties associated with external suppliers, enabling faster response times. Further, our in-house manufacturing enhances inventory management by providing more accurate control over stock levels, reducing excess inventory and minimizing inventory shortages. As at March 31, 2026, we had 890 permanent employees.

With an objective to establish a 250,000 sq. ft. manufacturing facility, we are in the process of expansion, for which we have acquired approximately 650,000 sq. ft. of land in Ranihati, Howrah, West Bengal. This expansion will enable us to produce a wider range of cables and conductors like low voltage power cables, high voltage power cables, instrumentation cables, solar cables, railway signalling cable, flexible electrical wire, overhead aluminium conductors and HTLS conductors. Our proposed manufacturing facility will help us in strengthening our integration by increasing production capacity of overhead conductors, aerial bunch cables, and control cables used in electricity distribution and transmission, which will help us in creating greater synergy in our manufacturing process.

Our Company has received the Underwriter's Laboratories (Global Safety Certification) Standards certification ("**UL Certification**"), demonstrating our ability to comply with the stringent safety and regulatory standards required by our clients based in the U.S. and Europe, thereby significantly expanding our market opportunities in both the U.S. and European markets. UL certification is widely recognized as a mark of safety, quality, and compliance with industry standards, particularly in the U.S. and Europe, where regulatory requirements for product safety and performance are stringent.

- ***EPC:*** Our EPC segment consists of six business lines, namely (i) power transmission and distribution, (ii) EHV substation, (iii) re-conductoring with HTLS conductors, (iv) railway electrification, (v) solar power projects, and (vi) water management projects. We undertake and execute EPC projects for a wide client base in India comprising of various Indian central and state power utilities such as Kashmir Power Distribution Corporation Limited, Assam Power Distribution Company Limited, Purvanchal Vidyut Vitran Nigam Limited and West Bengal State Electricity Distribution Company Limited. We have a track record of executing various kinds of EPC projects across our five business lines within India. Over the years, we have expanded our presence within India and in particular in the states of Assam, Jharkhand, Punjab, Rajasthan, West Bengal, Uttar Pradesh, Gujarat, Kerala and Jammu and Kashmir. We have forayed into the international EPC domain and have completed a power distribution EPC project in Rwanda, Africa.

  Through our extensive and diversified experience, we have developed a system that enables efficient planning, monitoring and control of the EPC projects undertaken by us and high-quality manufacturing of the specialized products used in such EPC projects. This is reflected in the various awards and accolades accorded to us in recognition of our project management and manufacturing capabilities, including:

  - Certificate of recognition for leading manufacturer of industrial wire, cables and conductors by Times Power Icons East 2026, in the year 2026;
  - Skoch- NSE award in the year 2019 for MSME excellence;
  - Runner up award in the micro, small and medium enterprise vendor category by Power Grid Corporation of India Limited in the year 2018;
  - Award by the Worldwide Achievers Business Leaders Summit & Awards, 2018 as the most promising manufacturer of conductors, cables & EPC division in India; and
  - Award by West Bengal Manufacturing Leadership Awards 2018 for manufacturing the best conductors and cables.

Our aggregate order book as at March 31, 2026, March 31, 2025 and March 31, 2024 was ₹31,498.78 million ₹24,362.69 million and ₹19,405.66 million, respectively. Our order book comprises both domestic and international projects with a client mix of governmental authorities and private-sector players.

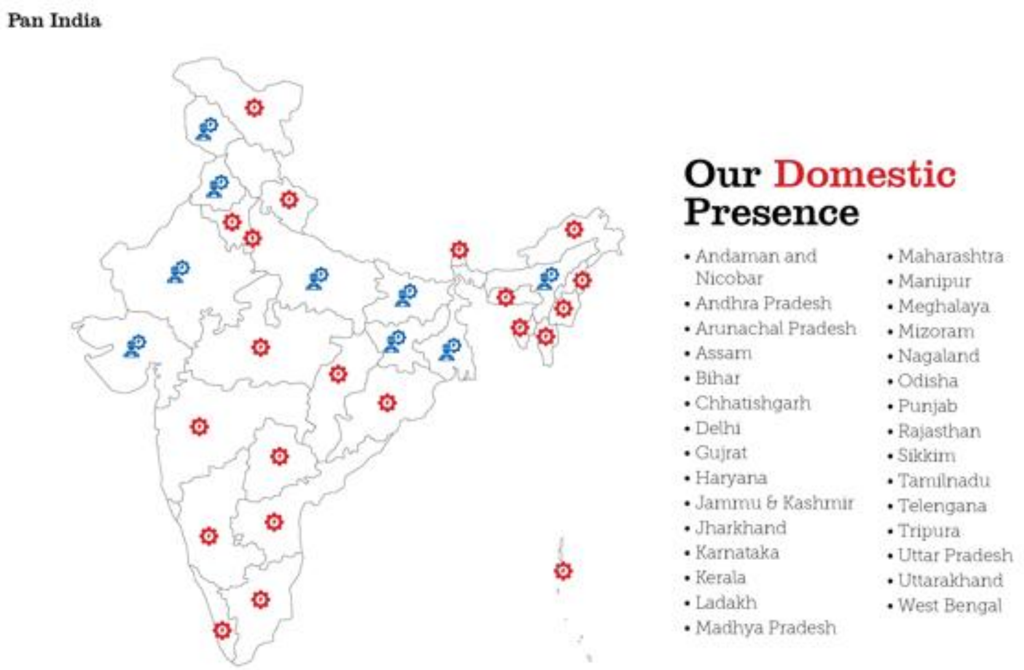
Following are the revenue from operations details from India and overseas:

(₹ in million)

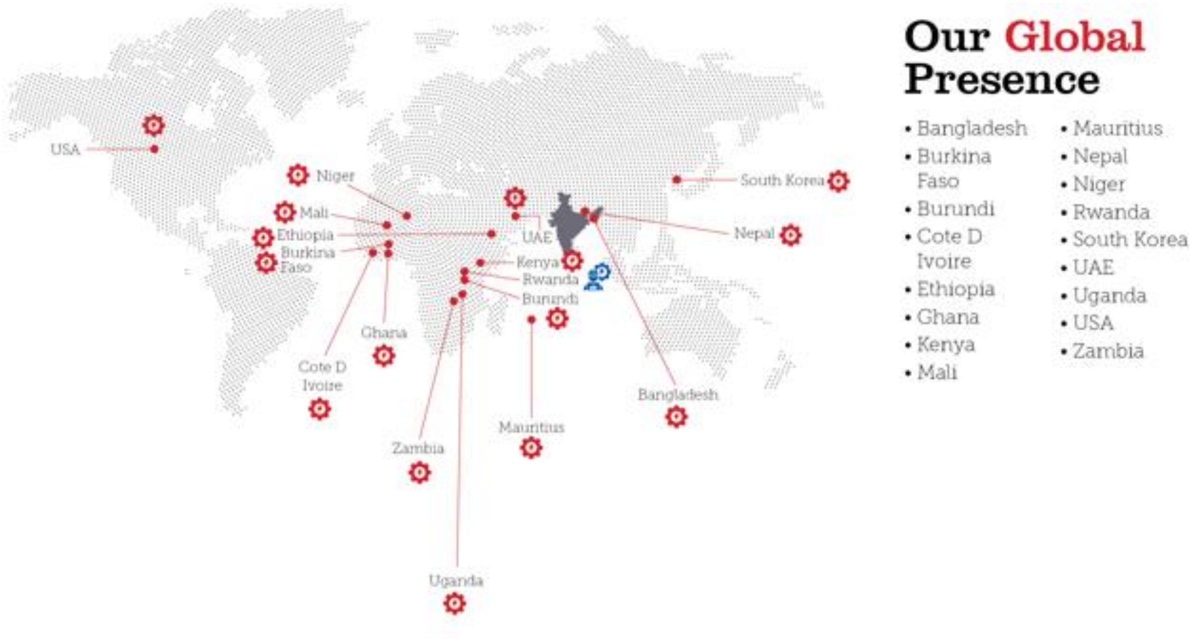
Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Revenue from Operations			
- From India	20,041.70	18,325.14	14,022.33
- From Overseas	369.03	854.54	50.82
Total	**20,410.73**	**19,179.68**	**14,073.15**

As of March 31, 2026, we have managed operations across 26 states and four union territories in India and 17 countries. The following diagrams depict our presence for the supply of manufactured products and EPC projects, (i) pan India; and (ii) worldwide:

(i) Pan India



(ii) Worldwide



Our Chairperson and founder, Purushottam Dass Goel, has experience in the manufacturing of overhead transmission line conductors, various types of cables and continues to provide strategic insights and overall direction to our business based on his experience of understanding customer preferences and demands in the industry in which we operate. Our Managing Director and Promoter, Devendra Goel has experience in strategic management integrated with excellent leadership and administrative skills. He heads the marketing, financial and administrative aspects of the business and is responsible for increasing efficiency of financial and business growth. Our Promoter and Executive Director, Jay Goel is a graduate of the Bentley University, United States. He is responsible for business development and modernizing operations related functions of our Company since 2018.

The following table provides a snapshot of certain of our financial and operational performance indicators for the periods indicated:

(₹ in million, unless otherwise indicated)

Particulars	As at and for the year ended March 31, 2026	As at and for the year ended March 31, 2025	As at and for the year ended March 31, 2024
GAAP			
Revenue from Operations(1)	20,410.73	19,179.68	14,073.15
PAT(2)	1,599.99	1,245.86	866.07
Non-GAAP			
Operating EBITDA(3)	2,389.47	2,229.37	1,450.92
Operating EBITDA Margin(4)	11.71%	11.62%	10.31%
PAT Margin(5)	7.66%	6.40%	6.08%
Tangible Net worth(6)	7,295.81	5,702.88	4,458.55
Return on Equity (%)(7)	24.62%	24.52%	21.52%
Return on Capital Employed (%)(8)	25.75%	31.89%	32.27%
Asset Turnover Ratio(9)	15.80	18.62	18.80
Total Debt(10)	3,841.61	4,188.28	409.05
Total Debt/ Equity(11)	0.53	0.73	0.09
Total Debt/ Operating EBITDA(12)	1.61	1.88	0.28
Closing Order Book(13)	31,498.78	24,362.69	19,405.66
- Manufacturing (products)	11,579.02	10,901.88	12,027.56
- EPC (services)	19,919.76	13,460.81	7,378.10
Capacity (in MT)(14)	40,000	40,000	40,000

Numbers taken from Restated Consolidated Financial Information

(1) Revenue from Operations

(2) PAT = Restated profit for the period / year

(3) Operating EBITDA = Revenue from Operations – total expenses + finance costs + depreciation and amortization expenses

(4) Operating EBITDA Margin = Operating EBITDA / Revenue from Operations

(5) PAT Margin = PAT / total income

(6) Tangible Net Worth = total equity- intangible assets – intangible assets under development

(7) Return on Equity (ROE%) = PAT / average of Tangible Net Worth

(8) Return on Capital Employed (RoCE%) = Operating EBITDA + other income – depreciation and amortization cost / average of capital employed (capital employed = tangible net worth + total borrowings)

(9) Asset Turnover Ratio = Revenue from Operations / average gross block (gross block = gross value of property, plant and equipment + gross value of right-of-use)

(10) Total Debt = long term borrowings + short term borrowings

(11) Total Debt / Equity = Total Debt / Tangible Net Worth

(12) Total Debt / Operating EBITDA = Total Debt / Operating EBITDA

(13) Closing Order Book = The amount of order book is calculated as the total contract value (as per the terms of the contract / attendant documents / addendums) of all existing contracts, minus any revenue already recognised by the Company in relation to such existing contracts

(14) Capacity (in MT) = Capacity indicates the production capability for cables and conductors.

For further information, see "***Industry Overview***" on page 180.

SIGNIFICANT FACTORS AFFECTING OUR RESULTS OF OPERATIONS AND FINANCIAL CONDITION

Our business, prospects, results of operations and financial conditions are affected by a number of factors, including the following:

Growth in the transmission and distribution infrastructure in India

The growth of our business is directly linked to the growth of the transmission and distribution infrastructure in India. The growth of the transmission and distribution infrastructure is in turn closely linked to the investment in the power sector in India. According to the CRISIL Report, investments in India's power sector will see a rise of 1.9x to 2.2x times, increasing from ₹19.2 trillion between Fiscal 2022 to 2026 to ₹37 to ₹42 trillion during Fiscals 2027 to 2031, driven primarily by the generation segment, followed by transmission and distribution. Power generation is expected to account for 70-80% of total investments, reflecting India's continued commitment to its COP26 targets and clean energy transition. Investments in generation capacity are projected to increase nearly 2.5 times, from approximately ₹12 trillion during Fiscals 2022 to 2026 to ₹27-32 trillion during Fiscals 2027 to 2031. (*Source: CRISIL Report*)

The power sector in India is highly dependent on the government policies and programs. Government spending on power sector is typically based on demand for power in India. According to the CRISIL Report, the trickle-down effect of government spending on infrastructure through the National Infrastructure Pipeline, expansion of the services industry, rapid urbanisation, and increased farm income from agriculture-related reforms are key macroeconomic factors that are expected to foster power demand (*Source: CRISIL Report*). Significant policy initiatives such as 24x7 power for all, Sahaj Bijli Har Ghar Yojana (SAUBHAGYA) scheme to provide electricity connections to all households, green energy corridor to facilitate evacuation of RE power, green city scheme to promote the development of sustainable and eco-friendly cities, PLI scheme and low corporate tax rates among others are expected to further support power demand in the country (*Source: CRISIL Report*).

We believe that our vast experience and market position will allow us to capitalize on industry trends and fundamental growth drivers in the Indian power transmission and distribution sector. However, our growth will be adversely impacted by any significant slow-downs in economic growth, which results in reduction in power consumption and could result in shifts of government policy away from power transmission and distribution projects. Further, our business is exposed to risks in relation to shift in government policies, delayed implementation of transmission and distribution projects and shift in budgetary allocations to the power sector. A growth of the power sector on account of government's strong focus and budgetary allocations will improve our business and prospectus and conversely a general slowdown in the economy and reduction in budgetary allocation to the power sector will adversely impact our business and financials.

Ability to maintain and grow demand for our products

We use conductors and cables manufactured by us in the engineering, procurement and construction (**"EPC"**) projects executed by us and also sell our products to third party EPC players alongside distribution companies ("**DISCOM**"). As per the CRISIL Report, in Fiscal 2026, the total market size of conductors reached ₹227 billion up from ₹102 billion in Fiscal 2020, registering a compounded annual growth rate (**"CAGR"**) of 14%. Major factors influencing this demand includes railway electrification, reconductoring, healthy transmission line additions, etc. Further, the conductor industry is expected to grow at a CAGR of 12-15% from Fiscal 2026 to 2031 due to ongoing government schemes in power segment as well increased exports of conductors from India. (*Source: CRISIL Report*).

We expect this growth to result in an increase in demand of our products. However, the demand for our products may decrease, either because of a deterioration in macroeconomic conditions or because of lack of government support for additional transmission and distribution projects, or our competitors selling similar products at a lower cost. The captive consumption of our products helps us in ensuring stable and predictable sales, while also streamlining production planning. Therefore, our sale of products is also dependent on the number of EPC projects executed by us. Our ability to successfully win bids for undertaking EPC projects is critical for increasing the captive utilization of our products.

The conductor and cables industry has high barriers to entry, as the industry requires technical expertise, customer and government relations and capital-intensity, but introduction of a new or novel technology by new entrants and our inability to respond to such new technologies could adversely affect our demand for products and consequently our competitive position.

Cost and availability of raw materials

Our cost of materials consumed constitutes a significant component of our cost structure. For the Fiscals 2026, 2025 and 2024 our cost of materials consumed was ₹11,433.55 million, ₹10,520.30 million and ₹7,706.66 million, constituting 56.02%, 54.85% and 54.76%, of our Revenue from Operations, respectively.

Our cost of materials consumed are generally impacted by our price of raw material and manufacturing volumes. Our primary raw materials required for the manufacture of our products include aluminium, copper, steel, PVC compound and cross-linked polyethylene ("**XLPE**") compound. Further, the price of copper and aluminium are linked to the prices on the London Metal Exchange. Accordingly, the prices we pay for these raw materials can fluctuate due to volatility in the commodity markets or in foreign currency exchange rates. Similarly, the price we pay for domestic steel can fluctuate due to volatility in Indian steel prices, though those are quoted in Indian Rupees.

In recent periods, the cost of certain key raw materials has increased due to geopolitical tensions in the Middle East. These geopolitical events have contributed to volatility in global energy markets, particularly impacting crude oil and natural gas prices, which are critical inputs in the production and transportation of petrochemical based raw materials such as PVC and XLPE Compounds. In addition, disruptions in global supply chains, increased freight and insurance costs, uncertainty in trade routes shipping routes and broader commodity market volatility have contributed to higher procurement costs for raw materials, including aluminium and copper. As a result, our overall cost of sourcing raw materials has risen, there by exerting additional pressure on our margins and cost structures.

While we are generally able to pass on changes in the cost of our raw materials to our clients (whether due to changes in commodity index prices or exchange rates), we may not be able to do so immediately or fully, and as a result, fluctuations in the price of these raw materials may affect our operating results. We also purchase forward-contracts to hedge our exposure to changes in materials and components. As a result, we believe that our business is generally covered against fluctuations in materials and components, and our margins are not affected by material changes in the prices of materials and components.

Given that we import some of our raw materials, our raw material procurement is subject to global supply and demand, as well as global shipping and logistics dynamics. It is possible that we could be exposed to global shortages of materials or delays in the delivery of materials as a result of the geopolitical crisis in the middle east. The price and supply of these raw materials are also affected by, among others, general economic conditions, competition, production costs and levels, the occurrence of pandemic (such as COVID-19), transportation costs, indirect taxes and import duties and tariffs.

Working capital requirements

We require a significant amount of working capital primarily for our raw material purchases and manufacturing our products before we receive payments from our customers. Majority of our contracts are tender based, with our major counter-parties being state and central governmental organisations, state electricity boards, public and private sector power utilities. Supply of our manufactured products to such government owned and controlled entities, entails a long credit period which leads to uncertainty regarding the receipt of the payment. Our payment terms under EPC contracts generally stipulate a payment schedule requiring payment of 60% of the supply contract value to be paid within 30 days from submission of supply invoices, 30% after installation and 10% to be paid after commissioning and successful handover of the project. Accordingly, we are required to fund the working capital requirements for any delayed payments by extending our working capital credit facilities, which may require us to bear higher interest costs.

Our working capital requirements will increase in the event we win higher volume of bids. As of March 31, 2026, we fund our working capital requirements from short-term borrowings from banks and through Trade Receivables E-Discounting System ("**TReDS**").

We seek to improve our working capital management, namely to optimize our trade receivables, rationalize our inventory levels and improve credit terms for trade payables. To improve our working capital cycle, we use the TReDS platform for bill discounting of our vendors in reverse factoring mode. This involves uploading our vendors' invoices onto the TReDS platform for discounting, facilitating timely payments to our vendors

Regarding our inventory, we usually keep approximately 39 to 56 days of inventory of raw materials and work-in-progress goods at our facilities to enable us to withstand disruptions in supply as well as volatility in the price of raw material. To this end, we plan our inventory levels based on historical levels of sales, actual sale orders on hand and the anticipated production requirements taking into consideration any expected fluctuation in raw material prices and delivery delay. In recent years, we have seen the fruits of our just-in-time inventory management to mitigate the risk of inventory excess in our inventory management system requirements. This has yielded in our Company not carrying undue levels of inventory as we manufacture based on our in-hand orders.

Our time taken to convert ("**Working Capital Cycle**") has been increasing over time due to rationalization of our inventory levels. In the Fiscals 2026, 2025 and 2024, our Working Capital Cycle was 86, 54 days and 11 days respectively. However, our Working Capital Cycle may be negatively impacted by external factors such as increase in price of raw materials and general economic conditions.

Execution capabilities

Our ability to complete our projects within the expected completion dates or at all is subject to a number of risks and unforeseen events, including, without limitation collaboration with third parties, changes in applicable regulations, availability of adequate financing arrangements on commercially viable terms, as well as an inability or delay in securing necessary statutory or regulatory approvals for such projects. Our EPC projects are required to achieve commercial operation no later than the scheduled commercial operation dates specified under the relevant EPC contracts, or by the end of the extension period, if any is granted by our clients. We provide our clients with performance guarantees for completion of the construction of our projects within a specified time frame. The client may also be entitled to terminate the EPC contract in the event of delay in completion of the work if the delay is not on account of any of the agreed exceptions. In addition to the risk of termination by the client, delays in completion of development may result in cost overruns, lower or no returns on capital and reduced revenue for the client thus impacting the project's performance, as well as failure to meet scheduled debt service payment dates and increased interest costs from our financing agreements for the projects. Delay in completion of projects have major repercussions on our business including but not limited to fines and penalties payable to the vendor as per the agreed terms and conditions, partial forfeiture of our earnest money and we may be subject to disputes brought by the vendors or suppliers, etc.

Foreign currency fluctuations

We present our financial statements in Indian Rupee. However, given that we also export our products to the overseas market, a portion of our business transactions is denominated in foreign currencies. Our revenue from operations from outside India geographical segment, amounted to ₹369.03 million, ₹854.54 million and ₹50.82 million, representing 1.81%, 4.46% and 0.36%, of our revenue from operations in the Fiscals 2026, 2025 and 2024, respectively.

Further, while we seek to hedge our foreign currency risk by entering into foreign exchange forward contracts, any steps undertaken to hedge the risks due to fluctuations in currencies may not adequately hedge against any losses we incur due to such fluctuations. The following table sets forth details of our foreign currency exposure for the indicated periods:

(in USD million, unless otherwise stated)

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Trade USD receivables	1.30	2.34	2.35
Hedged USD	1.11	2.34	1.30
% Hedged	85.38%	100.00%	55.32%

Competition and pricing pressure

We operate in a highly competitive environment, both in India and internationally. The industry is fragmented, with a diverse range of competitors, both large multinational companies and smaller regional players. The success of our operations is heavily reliant on our ability to effectively compete, particularly by leveraging our unique capabilities.

Some of our competitors possess greater financial resources and larger manufacturing capacities. Certain competitors may also benefit from cost advantages in their operations or have expertise in manufacturing specific products and have access to certain technologies due to their collaboration/tie-ups with certain international manufacturers. As a result, they may offer a broader product range, larger sales teams, and more extensive intellectual property resources, enabling them to appeal to a wider range of customers across various sectors.

Our ability to remain competitive and achieve desired margins is influenced by both domestic and international competition. However, we believe our focus on optimizing our product portfolio and continuing to distinguish our capabilities will help us maintain a competitive edge in this dynamic market environment.

MATERIAL ACCOUNTING POLICIES

1. Corporate information

Lumino Industries Limited (the "**Company**") is a public limited company domiciled in India. The registered office of the Company is situated at Unit No- 12/4, Merlin Acropolis, 1858/1, Rajdanga Main Road, Kolkata 700 107, West Bengal. India.

The Company is engaged in the manufacturing and selling of cables and conductors. The Company and its Joint Venture is involved in the execution of EPC projects i.e. engineering, procurement and construction in services being its EPC segment.

2.1 Statement of compliance

The Restated Consolidated Financial Information of Lumino Industries Limited and its Subsidiary (collectively the "**Group**") and its Joint Venture for the year ended March 31, 2026, and the Restated Consolidated Financial Information of the Company and its joint venture for the years ended March 31, 2025 and March 31, 2024, comprises of the restated consolidated statement of assets and liabilities as at March 31, 2026, March 31, 2025, and March 31, 2024, the restated consolidated statement of profit and loss (including restated other comprehensive income), the restated consolidated statement of changes in equity and the restated consolidated statement of cash flows for the year ended March 31, 2026, March 31, 2025, and March 31, 2024, along with the Material Accounting Policies to restated consolidated financial information, notes to the Restated Consolidated Financial Information and statement of adjustments to audited consolidated financial information (collectively referred as the "**Restated Consolidated Financial Information**").

This Restated Consolidated Financial Information have been prepared by the management of the Company for the purpose of inclusion in the Red Herring Prospectus ("**RHP**") to be filed by the Company with the Securities and Exchange Board of India ("**SEBI**"), National Stock Exchange of India Limited ("**NSE**"), BSE Limited ("**BSE**") and Registrar of Companies (ROC), Kolkata, West Bengal in connection with the proposed initial public offering ("**IPO**") of its equity shares.

The Restated Consolidated Financial Information, which have been approved by the Board of Directors of the Company, have been prepared for the Company and its Joint Venture as a going concern on the basis of relevant Ind AS that are effective in accordance with the requirements of:

(a) Section 26 Chapter III of the Companies Act 2013 (the "**Act**") as amended from time to time; and

(b) Paragraph (A) of Clause 11 (I) of Part A of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended to date (the "**SEBI ICDR Regulations**") issued by the Securities and Exchange Board of India (the "**SEBI**"); and

(c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (the "**ICAI**") as amended from time to time (the "**Guidance Note**").

As such, the consolidated financial statements for year ended March 31, 2026, and March 31, 2025 and the special purpose consolidated financial statements year ended March 31, 2024 are prepared considering the accounting principles stated in Ind AS, as adopted by the Company and its Joint Venture and described in subsequent paragraphs.

The Restated Consolidated Financial Information has been compiled by the management from:

a) audited special purpose consolidated financial statements of the Company and its Joint Venture for the year ended March 31, 2026 and March 31, 2025 prepared in accordance the Indian Accounting Standards 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 meetings held on June 05, 2026 and May 15, 2025 respectively;

b) re-audited special purpose consolidated financial statements of the Company and its Joint Venture for the year ended March 31, 2024 prepared in accordance the Indian Accounting Standards 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 ("**IndAS**"), June 05, 2026 and May 15, 2025 respectively, which have been approved by the Board of Directors at their meetings held on January 11, 2025; and

c) re-audited special purpose consolidated financial statements of the Company and its Joint Venture for year ended March 31, 2024 have been prepared solely for the purpose of preparation of Restated Consolidated Financial Information for inclusion in offer documents in relation to the proposed IPO, which requires financial statements of all the periods included, to be presented under Ind AS. As such, these special purpose consolidated financial statements are not suitable for any other purpose other than for the purpose of preparation of the Restated Consolidated Financial Information and are also not financial statements prepared pursuant to any requirements under Section 129 of the Act.

The accounting policies have been consistently applied by the Company and its Joint Venture in preparation of the Restated Consolidated Financial Information and are consistent with those adopted in the preparation of the Ind AS consolidated financial statements as at and for the period ended March 31, 2026.

These Restated Consolidated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of board meeting for adoption of the consolidated financial statements and the special purpose consolidated financial statements.

The restated consolidated financial information:

(a) have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial years ended March 31, 2025, March 31, 2024, to reflect the same accounting treatment as per the accounting policy and grouping/classifications followed as at and for the period ended March 31, 2026, as applicable; and

(b) do not require any adjustment for modification as there is no modification in the underlying audit reports

Amended standards

Effective April 1, 2025 the Group and its joint ventures has applied the following amendments to existing standards which has been notified by the Ministry of Corporate Affairs ("**MCA**"). The Companies (Indian Accounting Standards) Second Amendment Rules, 2025 on August 13, 2025 (published in the Official Gazette on August 19, 2025), introducing key amendments to:

• Ind AS 1 (Classification of liabilities as current or non-current and non-current liabilities with covenants);
• Ind AS 7 and Ind AS 107 (Disclosures for supplier finance arrangements); and
• Ind AS 12 (Global implementation of OCED Pillar Two model rules).

The above amendments have no material impact on the consolidated financial statements for the year ended March'26 except disclosure of Trade Acceptance Refer note no. 28.

Principles of Consolidation

The restated consolidated financial statements comprise the financial statements of the Company, Subsidiary and its Joint Venture for the period ended March 31 2026, year ended March 31, 2025 and March 31, 2024. Control is achieved when the Company has power over the investee, is exposed or has right to variable return from its investment with the investee and has the ability to use its power to affect its returns.

Consolidation of subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary.

Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the restated consolidated statement of profit and loss from the date the Company gains control until the date when the Company ceases to control the subsidiary. Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests.

Total comprehensive income of subsidiaries is attributed to the owners of the Company and its Joint Venture and to the non- controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Company and its Joint Venture's accounting policies.

All intra group assets and liabilities, equity, income, expense, and cash flows relating to transactions between members of the Company and its Joint Venture are eliminated in full on consolidation.

Investment in Joint Venture

Under Ind AS 111 Joint Arrangements, investments in joint arrangements are classified as either joint operations or joint ventures. The classification depends on the consolidated Ind AS contractual rights and obligations of each investor, rather than the legal structure of the joint arrangement.

The joint arrangement is structured through a separate vehicle and the legal form of the separate vehicle, the terms of the contractual arrangement and, when relevant, any other facts and circumstances gives the company and its Joint Venture rights to the net assets of the arrangement (i.e. the arrangement is a joint venture). The activities of the joint venture are primarily aimed to provide the third parties with an output and the parties to the joint venture will not have rights to substantially all the economic benefits of the assets of the arrangement. The Company and its Joint Venture's interests in joint ventures are accounted for using the equity method, after initially being recognised at cost in the consolidated balance sheet.

Following subsidiary companies and joint ventures have been considered in the preparation of the Restated consolidated financial information:

Name of the entity	Relationship	Ownership held by	% Ownership held either directly or through subsidiaries		
			As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Lumino Green Energy Private Limited	Wholly own Subsidiary	Lumino Industries Limited	100%	-	-
RJ Green Energy Private Limited	Wholly own Subsidiary	Lumino Industries Limited	100%	-	
Lumino Renewable Energy Private Limited	Step down Subsidiary	Lumino Green Energy Private Limited	100%	-	
Lumino Solar Energy Private Limited	Step down Subsidiary	Lumino Green Energy Private Limited	100%	-	
Lumino SMC JV	Joint Venture	Lumino Industries Limited	49%	49%	49%
LIL-PCSCPL-JV	Joint Venture	Lumino Industries Limited	98%	-	-

Note:

a) **SIPS-LUMINO-ZETWERK (JV EPC - 4) (Share - 27%)-** As per the terms and conditions of the agreement, the Parent company will not claim any profit and shall not be liable to make good of any loss, suffered by the Joint Venture, hence the same has not been consolidated in the Restated consolidated Financial Information.

b) **LIL-ASPL-JV-** The Parent company has entered into joint venture agreement with Acqua Tech Solution Private Limited on February 16, 2026 however it has not commenced operations nor undertaken any transactions up to the end of the financial year. Accordingly, it has not been consolidated in the Restated consolidated Financial Information.

2.2 Basis of Preparation

The Company and its Joint Venture maintains accounts on accrual basis following the historical cost convention, except for certain financial instruments that are measured at fair value in accordance with Ind AS. Following assets and liabilities which have been measured at fair value:

i) Derivative financial instruments measured at fair value;
ii) Certain financial asset and financial liabilities measured at fair value (refer note 45.5); and
iii) Employees defined benefit plan as per actuarial valuations.

2.3 Presentation of Restated Consolidated Financial Information and functional and presentation currency

The Restated Consolidated Financial Information have been prepared and presented in the format prescribed in the Schedule III to the Companies Act, 2013 ("**the Act**"). The disclosure requirements with respect to items in the Restated Consolidated financial information, as prescribed in the Schedule III to the Act, are presented by way of notes forming part of the Restated Consolidated Financial Information along with the other notes required to be disclosed under the notified Accounting Standards.

Amounts in the Restated Consolidated Financial Information including notes thereon are presented in Indian Rupees (INR/₹), which is Company's functional currency and all amounts are stated in millions of rupees, rounded off to two decimal places as permitted by Schedule III to the Companies Act, 2013. Transactions in foreign currencies are recorded at their respective functional currency at the exchange rates prevailing at that date, the transaction first qualifies for recognition. Monetary assets and liabilities denominated in foreign currency are translated to the functional currency at the exchange rates prevailing at the reporting date.

Operating cycle for current and non-current classification

All the assets and liabilities (other than deferred tax assets/liabilities) have been classified as current or non-current as per Group and its Joint Venture normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. The operating cycle is the time between the acquisition of assets for processing and their realization in cash or cash equivalents. The Company and its Joint Venture has ascertained its operating cycle as 12 months for current and non-current classification of assets and liabilities as it is not possible to identify the normal operating cycle. Deferred tax assets and liabilities are considered as non-current.

2.4 Material Accounting Policies

The material accounting policies adopted in preparation of Restated Consolidated Financial Information has been disclosed as below. All accounting policies has been consistently applied to all the period presented in the Restated Consolidated Financial Information unless otherwise stated.

a. Revenue Recognition

i) Revenue from sale of goods:

Revenue from the sale of cables and conductors is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties. The Company and its Joint Venture recognises revenue at a point in time, when control is transferred to the customer, and the consideration agreed is expected to be received. Control is generally deemed to be transferred upon delivery of the products in accordance with the agreed delivery plan.

ii) Revenue from infrastructure project:

According to Ind AS 115 revenue performance obligations are satisfied over the period of time, and accordingly, revenue from such contracts is recognized based on progress of performance determined using input method with reference to the cost incurred on contract and their estimated total costs. Margin is not recognised until the outcome of the contract is certain. Transaction price is the amount of consideration to which the Company and its Joint Venture expects to be entitled in exchange for transferring goods or services to a customer excluding amounts collected on behalf of a third party. Revenue, measured at transaction price, is adjusted towards liquidated damages, time value of money and price variations, escalation, change in scope etc. wherever, applicable. Revenue excludes taxes collected from customers on behalf of the government.

Progress billings are generally issued upon completion of certain phases of the work as stipulated in the contract. The difference between the timing of revenue recognised and customer billings result in changes to contract assets (unbilled work in progress) and contract liabilities. Contractual retention amounts billed to customers are generally due upon expiration of the contract period and does not contain any financing element, these are retained for satisfactory performance of contract.

The contracts generally result in revenue recognised in excess of billings which are presented as contract assets in the restated statement of assets and liabilities. Amounts billed and due from customers are classified as receivables on the statement of financial position.

Contract liabilities represent amounts billed to customers in excess of revenue recognised till date.

Revenue from service is recognised when services are rendered.

iii) Other operating revenue

Export benefit

Export benefits under Mercantile Export from India Scheme, Service Export from India Scheme, Duty Drawback benefits and Remission of Duties and Taxes on Export Products Scheme (RoDTEP) are accounted as revenue on accrual basis as and when export of goods take place, where there is a reasonable assurance that the benefit will be received and the Company and its Joint Venture will comply with all the attached conditions.

b. Other Income

Interest Income
Interest income on investments and loans is accrued on a time proportion basis by reference to the principal outstanding and the effective interest rate including interest on investments classified as fair value through profit or loss or fair value through other comprehensive income.

c. Taxes
Income tax expense comprises current tax and deferred tax and is recognized in the statement of profit and loss except to the extent it relates to items directly recognized in equity or other comprehensive income (OCI).

Current tax
Current tax is measured on the basis of estimated taxable income for the current accounting period in accordance with the applicable tax rates and the provisions of the Income-tax Act, 1961. Current income tax is recognized in the restated consolidated statement of profit and loss except to the extent that it relates to an item recognized directly in equity or in other comprehensive income.

Deferred tax

Deferred tax is provided, on all temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred tax assets and liabilities are measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted at the reporting date. Tax relating to items recognised directly in equity or OCI is recognised in equity or OCI and not in the restated consolidated statement of profit and loss.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable.

d. Finance costs

Finance costs consists of interest calculated using the effective interest method and other costs in connection with the borrowing of funds. Finance charges in respect of assets acquired on lease and exchange differences arising on foreign currency borrowings to the extent they are regarded as an adjustment to interest costs.

Finance expenses are recognised immediately in the statement of profit and loss, unless they are directly attributable to qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale in which case they are capitalised until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised in restated statement of profit and loss.

e. Foreign currencies

These Restated Consolidated Financial Information are presented in Indian National Rupees (INR/ ₹), which is also the Company and its Joint Venture ’s functional currency.

Foreign currencies

Transactions in foreign currencies are initially recorded by the Company and its Joint Venture at its functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. 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. Exchange differences are recognized in the statement of profit and loss except exchange differences on foreign currency borrowings relating to assets under construction, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings.

Foreign operations

Restated Consolidated Financial Information of foreign operations whose functional currency is different than Indian Rupee are translated into Indian Rupees as follows:

A. assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
B. income and expenses for each income statement are translated at average exchange rates; and
C. all resulting exchange differences are recognised in other comprehensive income and accumulated in equity as foreign currency translation reserve for subsequent reclassification to profit or loss on disposal of such foreign operations.

f. Property, plant and equipment (PPE)

Property, plant and equipment held for use in the production or/and supply of goods or services, or for administrative purposes.

Property, plant and equipment are measured at cost, less accumulated depreciation and impairment losses if any. For this purpose, cost includes deemed cost on the date of transition and the purchase cost of assets, including non-recoverable duties and taxes, and any directly attributable costs of bringing an asset to the location and condition of its intended use. Interest on borrowings used to finance the construction of qualifying assets is capitalized as part of the cost of the asset until such time that the asset is ready for its intended use. Cost incurred subsequent to initial capitalization are included in the asset's carrying amount only when it is probable that future economic benefits associated therewith will flow to the Company and its Joint Venture and it can be measured reliably. The carrying amount of the replaced part is derecognized.

Depreciation and amortisation

Depreciation on tangible assets is provided on the written down value method over the useful lives of assets as specified in the Schedule II of the Companies Act, 2013 except in respect of the following assets, in which case, life of the assets has been assessed as under, based on technical advice, taking into accounts the nature of the assets, the estimated usage of the assets and the operating conditions of the assets etc.

Nature of the property, plant and equipment	Useful life (Year)
Trolley vans	3
Mobile and telephone	3-5
Steel drum	3-15
Braiding machine, drill machine	10

The residual value of assets is not more than 5% of the original cost of the asset. The estimated useful lives, residual values and depreciation method are reviewed at the end of each financial year and are given effect to, wherever appropriate.

g. Capital work in progress

Expenditure related to and incurred during implementation (net of incidental income) of capital projects to get the assets ready for intended use is included under "Capital Work in Progress" (including related inventories). The same is allocated to the respective items of property plant and equipment on completion of construction / erection of the capital project / property plant and equipment. Capital work in progress is stated at cost, net of accumulated impairment loss, if any.

h. Intangible assets

Intangible assets purchased are measured at cost as at the date of acquisition, less accumulated amortization and impairment losses if any. For this purpose, cost includes deemed cost on the date of transition and acquisition price, license fees, non-refundable taxes and costs of implementation/system integration services and any directly attributable expenses, wherever applicable for bringing the asset to its working condition for the intended use.

Subsequent cost associated with maintaining such software are recognised as expense as and when incurred.

Intangible asset is amortised on a pro rata basis using a straight-line method over their estimated useful life of 5 years from the date they are available for use. Amortisation method and useful lives are reviewed periodically including at each financial year end.

i. Leases

The Company and its Joint Venture's as lessee

The Company and its Joint Venture assesses whether a contract is or contains a lease, at inception of the contract. The Company and its Joint Venture recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these leases, the Company and its Joint Venture recognises the lease payments as an operating expense on a straight-line basis over the lease term, unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed. Contingent and variable rentals are recognized as expense in the periods in which they are incurred.

Lease liability

The lease payments that are not paid at the commencement date are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Company and its Joint Venture, the lessee's incremental borrowing rate is used.

Right of use ("ROU") assets

The ROU assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

ROU assets are depreciated over the shorter period of the lease term and useful life of the underlying asset. If the Company is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

The depreciation starts at the commencement date of the lease.

As a practical expedient, Ind AS 116 permits a lessee not to separate non-lease components when bifurcation of the payments is not available between the two components, and instead account for any lease and associated non-lease components as a single arrangement. The Company and its Joint Venture has used this practical expedient. Extension and termination options are included in many of the leases. In determining the lease term the management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option.

j. Impairment of Non-Financial Assets

Property, plant and equipment and intangible assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

k. Financial assets

All financial assets are recognised on trade date when the purchase of a financial asset is under a contract whose term requires delivery of the financial asset within the timeframe established by the market concerned. Financial assets are initially measured at fair value, plus transaction costs, except for those financial assets which are classified at fair value through profit or loss (FVTPL) at inception. All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value.

The Company and its Joint Venture derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

The Company and its Joint Venture assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance.

Classification and subsequent measurement

For purposes of subsequent measurement, financial assets are classified:
a) Measured at amortized cost
b) Measured at fair value through other comprehensive income (FVTOCI)
c) Measured at fair value through profit or loss (FVTPL)

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company and its Joint Venture changes its business model for managing financial assets.

Measured at amortized cost

● The asset is held within a business model whose objective is achieved by both collecting contractual cash flows; and

● The contractual terms of the financial 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. Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as FVTPL. Interest income is recognised in the restated consolidated statement of profit and loss.

Measured at fair value through other comprehensive income (FVTOCI)

The financial assets are measured at the FVTOCI if both the following conditions are met:

● The objective of the business model is achieved by both collecting contractual cash flows and selling the financial assets; and

● The asset's contractual cash flows represent SPPI.

Debt instruments meeting these criteria are measured initially at fair value plus transaction costs. They are subsequently measured at fair value with any gains or losses arising on re-measurement recognized in other comprehensive income, except for impairment gains or losses and foreign exchange gains or losses. Interest calculated using the effective interest method is recognized in the restated consolidated statement of profit and loss in investment income.

Measured at fair value through profit or loss (FVTPL)

Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. Gains or losses arising on re-measurement are recognised in the restated consolidated statement of profit and loss. The net gains or loss recognised in restated consolidated statement of profit and loss incorporates any dividend or interest earned on the financial assets and is included in the (“**Other income**”) line item.

Refer Note 45.5 for disclosure related to fair value measurement of financial instruments.

Impairment of financial assets

Impairment of Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of each reporting period. Ind AS 109 requires expected credit losses to be measured through a loss allowance.

l. Financial liabilities

Financial liabilities are recognised when the Company and its Joint Venture becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition of financial liabilities (other than financial liabilities at fair value through profit or loss) are deducted from the fair value measured on initial recognition of financial liability. They are measured at amortised cost using the effective interest method.

The Company and its Joint Venture derecognises financial liabilities when, and only when, the Company and its Joint Venture ’s obligations are discharged, cancelled, or have expired.

For disclosure related to Fair value measurement of financial instruments (Refer Note No. 45.5)

m. Trade Acceptances

The Group and its joint ventures enter into supplier payment arrangements (acceptances) whereby lenders such as banks and other financial institutions make payments to supplier’s banks for purchase of raw materials. The banks and financial institutions are subsequently repaid by the Group and its joint ventures at a later date and Interest borne by the Group and its joint ventures on such arrangements is accounted as finance cost. Payments by the Group and its joint ventures is treated as cash flows from operating activity.

n. Cash and bank balances

Cash and Cash Equivalents includes Cash on hand, balances with banks and fixed deposits with original maturity less than 3 months. Short-term and liquid investments being subject to more than insignificant risk of change in value, are also included as part of cash and cash equivalents.

o. Bank balances other than cash and cash equivalents

The Company and its Joint Venture considers balances and deposits with banks having maturity of more than three months but less than 12 months and balances which have restrictions on repatriation, to be bank balances other than cash and cash equivalents.

p. Inventories

Inventories are valued after providing for obsolescence, as under:

Raw materials, components, construction materials, stores, spares and loose tools at lower of cost as per First in First out method (FIFO) or net realisable value. However, these items are considered to be realisable at cost if the finished products in which they will be used, are expected to be sold at or above cost.

Semi-finished goods- Work-in-progress and finished goods, are valued at lower of cost or net realisable value. Cost includes direct materials as aforesaid and allocated production Overheads.

Net realizable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

q. Earnings per equity share (EPS)

Basic earnings per share are computed by dividing profit or loss for the period of the Company and its Joint Venture by dividing weighted average number of equities shares outstanding during the period.

The Company does not have dilutive potential equity shares in any period presented.

r. Equity share capital

Equity share capital, an equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

s. Retirement and other employee benefits

Short-term employee benefits:

Employee benefits such as salaries, wages, short-term compensated absences, bonus, ex-gratia and performance-linked rewards falling due wholly within twelve months of rendering the service are classified as short-term employee benefits and are recognised as expense in the period in which the employee renders the service.

Long-term employee benefits:

Post-employment benefits:

Defined contribution plans

The Company and its Joint Venture makes contribution towards provident fund and employees state insurance as defined contribution plan. The contributions to the respective fund are made in accordance with the relevant statute and are recognised as expense when employees have rendered service entitling them to the contribution. The contributions to defined contribution plan, recognised as expense in the statement of profit and loss.

Defined benefit plans

The contribution towards employees benefit scheme is made to Lumino Industries Ltd Employee Gratuity Fund which is managed and certified by Life Insurance Corporation of India and HDFC Life. The present value of obligation is determined based on actuarial valuation using the projected unit credit 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 obligation. Actuarial gains and losses arising from experience adjustments and other changes in actuarial assumptions are charged or credited to Other Comprehensive Income (OCI) in the period in which they arise. These obligations are valued annually by independent qualified actuaries.

The retirement benefit obligation recognised in the balance sheet represents the present value of the defined benefit obligation as reduced by the fair value plan assets.

Compensated absences

Liabilities recognised in respect of other long-term employee benefits such as annual leave and sick leave are measured at the present value of the estimated future cash outflows expected to be made by the Company and its Joint Venture in respect of services provided by employees up to the reporting date. The expected costs of these benefits are accrued over the period of employment using the same accounting methodology as used for defined benefit retirement plans. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to the statement of profit and loss in the period in which they arise. These obligations are valued annually by independent qualified actuaries.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

s. Operating Segment

The Company and its Joint Venture's operating business segments are organized and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets. All operating segments operating results are reviewed regularly by the Chief Operating Decision Maker (CODM) (Chief Financial Officer) to make decisions about resources to be allocated to the segments and assess their performance. The analysis of geographical segments is based on the areas in which major operating divisions of the Company and its Joint Venture operate.

t. Provisions, contingent liabilities and contingent assets

Provisions are recognised only when:

The Company and its Joint Venture 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.

Provision is measured using the cash flows estimated to settle the present obligation and when the effect of time value of money is material, the carrying amount of the provision is the present value of those cash flows.

Contingent liability is disclosed in case of a present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation; and a present obligation arising from past events, when no reliable estimate is possible.

Contingent assets are not recognised in the re-stated financial information. Provisions, contingent liabilities and contingent assets are reviewed at each balance sheet date. Where the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under such contract, the present obligation under the contract is recognised and measured as a provision.

u. Commitments

Commitments are future liabilities for contractual expenditure, classified and disclosed as follows:

Estimated amount of contracts remaining to be executed on capital account and not provided for; uncalled liability on shares and other investments partly paid; funding related commitment to subsidiary, associate and joint venture companies; and other non-cancellable commitments, if any, to the extent they are considered material and relevant in the opinion of management.

Other commitments related to sales/procurements made in the normal course of business are not disclosed to avoid excessive details.

v. Statement of cash flows

Cash flows are reported using the indirect method, whereby the profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company and its Joint Venture are segregated**.**

2.5 Key uses of estimates, judgements and assumptions

The preparation of the Restated Consolidated Financial Information in conformity with recognition and measurement principles of Ind AS requires the management to make estimates and assumptions that affect the reported balance of assets and liabilities, disclosure relating to contingent liabilities as at the date of the Restated Consolidated Financial Information and the reported amount of income and expense for the period. Estimates and underlying assumptions are reviewed on ongoing basis. Revision of accounting estimates are recognised in the period in which the estimates are revised and future period affected. In particular, information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognised in the Restated Consolidated Financial Information are included in the following notes.

Defined benefit plans

The cost of the employment benefits such as gratuity and leave obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities, involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the discounted cash flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

Provisions and contingent liabilities

The Company estimates the provisions that have present obligations as a result of past events and it is probable that outflow of resources will be required to settle the obligations. These provisions are reviewed at the end of each reporting period and are adjusted to reflect the current best estimates. The Company uses significant judgements to assess contingent liabilities.

Leases

The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgement. The Company uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate. The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option. In assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Company revises the lease term if there is a change in the non-cancellable period of a lease. The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

Revenue

In case of revenue from operations under EPC Projects, the determination of revenue under percentage of completion method necessarily involves making estimates, some of which are of a technical nature, concerning, where relevant, the percentage of completion, costs to completion, the expected revenue from the project or activity and foreseeable losses to completion. Estimates of project income, as well as project costs, are reviewed periodically. The effect of changes, if any, to estimates is recognised in the financial statements for the year in which such changes are determined.

Recognition of current tax and deferred tax

The Company and its Joint Venture uses judgements based on the relevant rulings in the areas of allocation of revenue, costs, allowances, and disallowances which is exercised while determining the provision for income tax. Deferred income tax expense is calculated based on the differences between the carrying value of assets and liabilities for financial reporting purposes and their respective tax basis that are considered temporary in nature. Valuation of deferred tax assets is dependent on management's assessment of future recoverability of the deferred benefit. Expected recoverability may result from expected taxable income in the future, planned transactions or planned tax optimizing measures. Economic conditions may change and lead to a different conclusion regarding recoverability.

Useful lives of property, plant and equipment and intangible assets

Management reviews its estimate of the useful lives of depreciable/ amortisable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of the equipment, software and other plant and equipment. This reassessment may result in change in depreciation expense in future periods.

2.6 Standards issued but not effective

In exercise of the powers conferred by section 133 read with section 469 of the Companies Act, 2013 (18 of 2013), the Central Government in consultation with the National Financial Reporting Authority have issued certain amendments to the Indian Accounting Standards (Ind AS) that have not yet become effective for the Company's reporting periods at the date of these financial statements. The Companies (Indian Accounting Standards) Second Amendment Rules, 2025, notified on August 13, 2025, include amendments that are effective for annual reporting periods beginning on or after April 1, 2026:

- Ind AS 1 — Presentation of Financial Statements: Further amendments on classification of liabilities as current or non-current, including requirements relating to breaches of loan covenants, grace periods, and disclosure of related risks (paragraphs 74, 75, 75A and 76).
- Ind AS 10 — Events after the Reporting Period: Consequential amendments aligning terminology and treatment with Ind AS 1.
- Ind AS 12 — Income Taxes: Certain disclosure requirements relating to international tax reform (Pillar Two model rules), including qualitative and quantitative information on exposure to Pillar Two income taxes.

Management is in the process of evaluating the requirements of these amendments and their impact on the Company's financial statements. The impact, if any, will be given effect to in the period of initial application.

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RESULTS OF OPERATIONS BASED ON RESTATED CONSOLIDATED FINANCIAL INFORMATION

The following table sets forth select financial data from our restated statement of profit and loss for the Fiscals 2026, 2025 and 2024, the components of which are also expressed as a percentage of total income for such periods:

(₹ in million)

Particulars	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	(in ₹ million)	Percentage of total income (%)	(in ₹ million)	Percentage of total income (%)	(in ₹ million)	Percentage of total income (%)
Revenue from Operations	**20,410.73**	**97.69**	**19,179.68**	**98.53**	**14,073.15**	**98.78**
Other income	482.40	2.31	287.13	1.47	173.12	1.22
Total income	**20,893.13**	**100.00**	**19,466.81**	**100.00**	**14,246.27**	**100.00**
Expenses						
Cost of materials consumed	11,433.55	54.72	10,520.30	54.04	7,706.66	54.10
Erection, sub-contracting and other project expenses	4,708.51	22.54	5,030.25	25.84	3,643.39	25.57
(Increase)/ decrease in inventories	(363.71)	(1.74)	(898.32)	(4.61)	(435.23)	(3.06)
Employee benefits expense	907.31	4.34	763.49	3.92	614.22	4.31
Finance costs	660.00	3.16	660.14	3.39	362.35	2.54
Depreciation and amortization expenses	164.17	0.79	163.26	0.84	102.14	0.72
Other expenses	1,335.60	6.39	1,534.59	7.88	1,093.19	7.67
Total expenses	**18,845.43**	**90.20**	**17,773.71**	**91.30**	**13,086.72**	**91.85**
Restated Profit before share of profit/(loss) of an associate (III-IV)	2,047.70	9.80	1,693.10	8.70	1,159.55	8.14
Profit /(Loss) on account of consolidation of Joint Venture	0.33	0.00	(5.42)	(0.03)	(0.27)	(0.00)
Restated Profit for the year before tax (V-VI)	**2,048.03**	**9.80**	**1,687.68**	**8.67**	**1,159.28**	**8.14**
Tax expense						
Current tax	640.60	3.07	595.18	3.06	315.54	2.21
Income tax for earlier years	(44.78)	(0.21)	1.32	0.01	(0.33)	(0.00)
Deferred tax	(147.78)	(0.71)	(154.68)	(0.79)	(22.00)	(0.15)
Total tax expenses	**448.04**	**2.14**	**441.82**	**2.27**	**293.21**	**2.06**
Restated profit for the year after tax	**1,599.99**	**7.66**	**1,245.86**	**6.40**	**866.07**	**6.08**
Other Comprehensive Income						
A. (i) Items that will not be reclassified to profit or loss	(6.42)	(0.03)	(4.79)	(0.02)	(0.94)	(0.01)
(ii) Income tax relating to above items	1.64	0.01	1.32	0.01	0.23	0.00
B. (i) Items that will be reclassified to profit or loss	(3.42)	(0.02)	3.27	0.02	0.40	0.00
(ii) Income tax relating to above items	0.86	0.00	(0.82)	0.00	(0.10)	0.00
Total Restated Other Comprehensive Income (IX)	(7.34)	(0.04)	(1.02)	(0.01)	(0.41)	0.00

Particulars	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	(in ₹ million)	Percentage of total income (%)	(in ₹ million)	Percentage of total income (%)	(in ₹ million)	Percentage of total income (%)
Total Restated Comprehensive Income for the year (VIII + IX)	1,592.65	7.62	1,244.84	6.39	865.66	6.08
Restated Profit for the year attributable to:						
(i) Owners of the Company	1,599.99	7.66	1,245.86	6.40	866.07	6.08
(ii) Non-controlling interests	-	0.00	-	0.00	-	0.00
Restated Profit for the year	1,599.99	7.66	1,245.86	6.40	866.07	6.08
Restated Other Comprehensive Income attributable to:						
(i) Owners of the Company	(7.34)	(0.04)	(1.02)	(0.01)	(0.41)	0.00
(ii) Non-controlling interests	-	0.00	-	0.00	-	0.00
Restated Other Comprehensive Income	(7.34)	(0.04)	(1.02)	(0.01)	(0.41)	0.00
Total Restated Comprehensive Income attributable to:						
(i) Owners of the Company	1,592.65	7.62	1,244.84	6.39	865.66	6.08
(ii) Non-controlling interests	-	0.00	-	0.00	-	0.00
Total Restated Comprehensive Income	1,592.65	7.62	1,244.84	6.39	865.66	6.08
Earnings per Equity Shares of par value of ₹5 each						
Basic and diluted (in ₹)	6.57	0.03	5.11	0.03	3.56	0.02

Basis for Change in Segmental Reporting

Effective Fiscal 2026, our Company revised the manner in which it evaluates the performance of its operating businesses, consistent with the information reviewed by the Chief Operating Decision Maker ("**CODM**"). Accordingly, our Company's operating performance is analysed based on the underlying economic activity undertaken by each business rather than the contractual form of customer arrangements.

Pursuant to the revised reporting framework, the Manufacturing segment comprises revenue attributable to all proprietary manufactured products, including products supplied for execution of EPC projects, while the EPC segment comprises revenue attributable to EPC services together with the supply of third-party traded products.

Accordingly, the revenue by segmental reporting presented in this section differs from the disaggregation of revenue from operations disclosed in the Restated Consolidated Financial Information, which has been prepared in accordance with Ind AS 115. The difference arises solely on account of the attribution of revenue between the Manufacturing and EPC segments for management reporting purposes and does not result in any change in our Company's total revenue from operations, profitability, cash flows or shareholders' equity.

The following table provides a reconciliation between the disaggregation of revenue from operations and the revenue by segmental reporting presented in this section:

(₹ in million)

Particulars	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Revenue from operations	As a % of total income	Revenue from operations	As a % of total income	Revenue from operations	As a % of total income
Revenue from Operations (as per disaggregation of revenue)						
Manufacturing Segment	10,905.29	52.20%	5,707.58	29.32%	3,153.95	22.14%
EPC Segment	9,455.20	45.26%	13,419.59	68.94%	10,885.50	76.41%
Other Operating Revenue	50.24	0.24%	52.51	0.27%	33.70	0.24%
Revenue from Operations	**20,410.73**	**97.69%**	**19,179.68**	**98.53%**	**14,073.15**	**98.79%**
Reclassification of revenue between Segmental Reporting						
Add: Revenue attributable to manufactured products supplied by the Manufacturing segment for execution of EPC projects	3,285.20	15.72%	6,707.30	34.46%	6,045.67	42.44%
Less: Revenue attributable to proprietary manufactured products reclassified from the EPC Segment to the Manufacturing Segment	(3,285.20)	(15.72%)	(6,707.30)	(34.46%)	(6,045.67)	(42.44%)
Allocation of Other Operating Revenue						
Add: Other Operating revenue allocated to the Manufacturing Segment	43.98	0.21%	45.15	0.23%	31.89	0.22%
Add: Other Operating revenue allocated to the EPC Segment	6.26	0.03%	7.36	0.04%	1.81	0.01%
Revenue by Segmental Reporting						
Manufacturing Segment	14,234.48	68.13%	12,460.03	64.01%	9,231.51	64.8%
EPC Segment	6,176.25	29.56%	6,719.65	34.52%	4,841.64	33.99%
Revenue from External Customers	**20,410.73**	**97.69%**	**19,179.68**	**98.53%**	**14,073.15**	**98.8%**

Note: *Revenue attributable to proprietary manufactured products supplied for execution of EPC projects has been allocated to the Manufacturing segment to reflect the economic activity performed by such segment. Consequently, the EPC segment comprises revenue attributable to project execution services and supply of third-party traded products. This reclassification is made solely for management reporting purposes and does not affect our Company's total Revenue from Operations or the amounts reported in the Restated Consolidated Financial Information*

Fiscal 2026 compared to Fiscal 2025

Total income

Total income increased by ₹1,426.32 million, or 7.33%, from ₹19,466.81 million for Fiscal 2025 to ₹20,893.13 million for Fiscal 2026, primarily due to an increase in Revenue from Operations and other income.

Revenue from Operations

Revenue from Operations increased by ₹1,231.05 million, or 6.42%, from ₹19,179.68 million for Fiscal 2025 to ₹20,410.73 million for Fiscal 2026, which comprises of:

Revenue from external customers

- *Manufacturing segment*: Revenue from external customers for the manufacturing segment increased by ₹1,774.45 million or 14.24% from ₹12,460.03 million in Fiscal 2025 to ₹14,234.48 million in Fiscal 2026. The increase was primarily attributable to an increase in the price of our products which was attributable to higher costs for our key raw materials such as aluminium, copper, steel, XLPE and PVC compound in Fiscal 2026, due to geopolitical situation in the Middle East. As a result of higher raw material prices there was a corresponding increase in average selling prices during Fiscal 2026.

- *EPC segment*: Revenue from EPC projects and other services decreased by ₹543.40 million, or 8.09%, from ₹6,719.65 million in Fiscal 2025 to ₹6,176.25 million in Fiscal 2026. The decline was primarily attributable to a decrease in revenue from power transmission and distribution projects from ₹6,206.43 million in Fiscal 2025 to ₹4,522.17 million in Fiscal 2026, representing a decrease of 27.14%, on account of lower execution of transmission and distribution projects during Fiscal 2026. This was partially offset by (i) an increase in revenue from execution of EHV substation projects from ₹0.48 million in Fiscal 2025 to ₹909.77 million in Fiscal 2026, (ii) an increase in revenue from solar power projects from ₹458.56 million to ₹582.13 million, representing an increase of 26.94%, and (iii) an increase in revenue from water management projects from ₹52.97 million to ₹162.19 million.

Other income

Other income increased by ₹195.27 million or 68.01%, from ₹287.13 million in Fiscal 2025 to ₹482.40 million in Fiscal 2026, which was principally attributable higher realised gains on derivative instruments by ₹171.00 million or 166.86% from ₹102.48 million in Fiscal 2025 to ₹273.49 million in Fiscal 2026, supported by mark-to-market gains on derivative contracts by ₹17.36 million from (₹0.49) million in Fiscal 2025 to ₹16.87 million in Fiscal 2026, higher gains on sale of investments measured at FVTPL by ₹12.23 million from ₹9.05 million in Fiscal 2025 to ₹21.28 million in Fiscal 2026 and higher interest income earned on bank deposit by ₹8.85 million from ₹107.48 million in Fiscal 2025 to ₹116.33 million in Fiscal 2026.

Expenses

Total expenses increased by ₹1,071.72 million or 6.03%, from ₹17,773.71 million in Fiscal 2025 to ₹18,845.43 million in Fiscal 2026, primarily on account of increase in cost of materials consumed and employee benefit expense. Our total expenses represented 91.30% and 90.20% of our total income in Fiscals 2025 and 2026, respectively. The details of our expenses are set forth below:

- *Cost of materials consumed*: Cost of materials consumed increased by ₹913.25 million, or 8.68%, from ₹10,520.30 million in Fiscal 2025 to ₹11,433.55 million in Fiscal 2026. The increase was primarily attributable to increase in the prices of key raw materials such as aluminium, copper, steel, XLPE and PVC compound in Fiscal 2026, due to geopolitical situation in the Middle East, resulting in higher consumption of raw materials in Fiscal 2026.

- *Erection, sub-contracting and other project expenses:* Erection, sub-contracting and other project expenses decreased by ₹321.74 million or 6.40%, from ₹5,030.25 million in Fiscal 2025 to ₹4,708.51 million in Fiscal 2026, which is primarily attributable to a decrease in power transmission and distribution projects undertaken by us in Fiscal 2026.

- *(Increase)/decrease in inventories*: Changes in inventories of finished goods, semi- finished goods and work-in-progress decreased by ₹534.61 million or 59.51%, from ₹(898.32) million in Fiscal 2025 to ₹(363.71) million in Fiscal 2026. This was primarily on account of higher closing inventory in Fiscal 2026 as compared to Fiscal 2025.

- *Employee benefits expense*: Employee benefits expense increased by ₹143.82 million, or 18.84%, from ₹763.49 million in Fiscal 2025 to ₹907.31 million in Fiscal 2026. The increase was primarily on account of routine annual increments in salary and wages and an increase in the number of our employees during Fiscal 2026. The total number of our employees increased by 50, or 5.95%, from 840 employees as at March 31, 2025 to 890 employees as at March 31, 2026.

- *Finance costs*: Finance costs decreased marginally by ₹0.14 million or 0.02%, from ₹660.14 million in Fiscal 2025 to ₹660.00 million in Fiscal 2026.

- *Depreciation and amortization expenses*: Depreciation and amortisation expense increased marginally by ₹0.91 million, or 0.56%, from ₹163.26 million in Fiscal 2025 to ₹164.17 million in Fiscal 2026. This was primarily on account of an increase in amortisation on right-of-use assets by ₹1.82 million, or 8.45%, from ₹21.54 million in Fiscal 2025 to ₹23.36 million in Fiscal 2026. This was partially offset by a decrease in depreciation on property, plant and equipment by ₹0.86 million, or 0.61%, from ₹141.05 million in Fiscal 2025 to ₹140.19 million in Fiscal 2026, and a decrease in amortisation of intangible assets by ₹0.05 million, or 7.46%, from ₹0.67 million in Fiscal 2025 to ₹0.62 million in Fiscal 2026.

- *Other expenses*: Other expenses decreased by ₹198.99 million or 12.97%, from ₹1,534.59 million in Fiscal 2025 to ₹1,335.60 million in Fiscal 2026, which was principally attributable to:

  (i) A decrease in rates, taxes and duties expense of ₹212.95 million, primarily attributable to the absence of a one-time charge recognised in Fiscal 2025. During Fiscal 2025, our Company recorded an expense of ₹176.48 million towards the settlement/provision of legacy entry tax matters, which resulted in higher rates, taxes and duties expense for that year. Excluding this non-recurring item, rates, taxes and duties remained broadly in line with our Company's normal business operations;

  (ii) a decrease in Provision for Doubtful Debts by ₹64.11 million primarily attributable to the absence of bad debt provisions during Fiscal 2026. Consequently, no material doubtful debts were recognised during the year, resulting in lower provisioning compared to Fiscal 2025.

  (iii) a decrease in Clearing and Forwarding Charges by ₹20.41 million primarily attributable to decrease in exports during the Fiscal 2026 which led to a reduction in export-related logistics and forwarding costs; and

  (iv) a decrease in Cash Rebate by ₹15.44 million primarily attributable to changes in customer payment patterns, which led to a reduction in cash rebates offered during Fiscal 2026.

Restated profit for the year before tax

As a result of the factors outlined above, our restated profit for the year before tax, after adjustment of profit and loss on account of consolidation of joint venture and share of profit/(loss) of an associate, increased by ₹360.35 million or 21.35% from ₹1,687.68 million for Fiscal 2025 to ₹2,048.03 million for Fiscal 2026.

Tax expenses

Total tax expenses increased by ₹6.22 million or 1.41%, from ₹441.82 million for Fiscal 2025 to ₹448.04 million for Fiscal 2026, which was principally attributable to an overall increase in tax expenses as compared to Fiscal 2025 on account of increase in revenue from operations.

Restated profit for the year

As a result of the factors outlined above, our restated profit for the year increased by ₹354.13 million or 28.42% from ₹1,245.86 million for Fiscal 2025 to ₹1,599.99 million for Fiscal 2026.

Fiscal 2025 compared to Fiscal 2024

Total income

Total income increased by ₹5,220.54 million, or 36.64%, from ₹14,246.27 million for Fiscal 2024 to ₹19,466.81 million for Fiscal 2025, primarily due to an increase in Revenue from Operations and other income.

Revenue from Operations

Revenue from Operations increased by ₹5,106.53 million, or 36.29%, from ₹14,073.15 million for Fiscal 2024 to ₹19,179.68 million for Fiscal 2025, which comprises of:

Revenue from external customers

- *Manufacturing segment*: Revenue from external customers increased by ₹3,228.52 million or 34.97% from ₹9,231.51 million in Fiscal 2024 to ₹12,460.03 million in Fiscal 2025. This growth is primarily attributable to an increase in order volumes for the supply of manufactured products to customers, both through direct sales and our products utilised in EPC projects executed by us, resulting in higher sales during Fiscal 2025.

- *EPC segment*: Net Revenue from EPC projects and other services increased by ₹1,878.01 million or 38.79% from ₹4,841.64 million in Fiscal 2024 to ₹6,719.65 million in Fiscal 2025. This increase was primarily attributable due to (i) an increase in revenue from power transmission and distribution projects from ₹4,429.29 million in Fiscal 2024 to ₹6,206.43 million in Fiscal 2025, representing an increase of 40.12% primarily on account of higher execution of orders and a large order book carried into the year, (ii) an increase in revenue from solar power projects from ₹390.57 million in Fiscal 2024 to ₹458.56 million in Fiscal 2025, representing an increase of 17.41%, and (iii) ₹52.97 million from water management projects, which commenced in Fiscal 2025.

Other income

Other income increased by ₹114.01 million or 65.86%, from ₹173.12 million in Fiscal 2024 to ₹287.13 million in Fiscal 2025, which was principally attributable to an increase in interest on bank deposits by ₹29.45 million or 37.73%, from ₹78.04 million in Fiscal 2024 to ₹107.48 million in Fiscal 2025 and higher realised gains on derivative instruments by ₹145.31 million from ₹(42.83) million in Fiscal 2024 to ₹102.48 million in Fiscal 2025.

Expenses

Total expenses increased by ₹4,686.99 million or 35.81%, from ₹13,086.72 million in Fiscal 2024 to ₹17,773.71 million in Fiscal 2025, primarily on account of increase in erection, sub-contracting other project expenses and an increase in consumption of raw materials utilised on production of manufactured goods on account of an increase in revenue from both external customers and on captive consumption of manufactured goods in the EPC projects awarded to us. Our total expenses represented 91.85% and 91.30% of our total income in Fiscals 2024 and 2025, respectively. The details of our expenses are set forth below:

- *Cost of materials consumed*: Cost of materials consumed increased by ₹2,813.64 million or 36.51%, from ₹7,706.66 million in Fiscal 2024 to ₹10,520.30 million in Fiscal 2025. The increase was primarily attributable to (i) the increase in production of manufactured goods, which resulted in higher procurement of raw materials; and (ii) an increase in raw material prices, primarily of copper and aluminium, in Fiscal 2025.

- *Erection, sub-contracting and other project expenses:* Erection, sub-contracting and other project expenses increased by ₹1,386.86 million or 38.07%, from ₹3,643.39 million in Fiscal 2024 to ₹5,030.25 million in Fiscal 2025, primarily on account of an increase in expenses related to execution of the EPC projects undertaken by us which are at different stages of their respective project execution plans.

- *(Increase)/ decrease in inventories*: (Increase)/ decrease in inventories increased ₹463.09 million or 106.40%, from ₹(435.23) million in Fiscal 2024 to ₹(898.32) million in Fiscal 2025, on account of higher closing inventory in Fiscal 2025 as compared to Fiscal 2024.

- *Employee benefits expense*: Employee benefits expense increased by ₹149.27 million or 24.30%, from ₹614.22 million in Fiscal 2024 to ₹763.49 million in Fiscal 2025, primarily due to an increase in the number of employees on account of new EPC projects undertaken by us in Fiscal 2025 and the routine annual increments in salary and wages. The number of employees of our Company grew by 30 employees or 3.70% from 810 in Fiscal 2024 to 840 in Fiscal 2025.

- *Finance costs*: Finance costs increased by ₹297.79 million or 82.18%, from ₹362.35 million in Fiscal 2024 to ₹660.14 million in Fiscal 2025, on account of an increase in borrowings used for working capital needs required in execution of our EPC projects in Fiscal 2025.

- *Depreciation and amortization expenses*: Depreciation and amortization expenses increased by ₹61.12 million 59.84% from ₹102.14 million in Fiscal 2024 to ₹163.26 million in Fiscal 2025. This increase was primarily attributable to capital expenditure of ₹156.93 million incurred during Fiscal 2025 majorly for purchase of plant and machinery for our existing manufacturing units, which resulted in a higher depreciable asset base and, consequently, higher depreciation and amortization expenses, computed in accordance with the useful lives prescribed under Schedule II to the Companies Act, 2013.

- *Other expenses*: Other expenses increased by ₹441.40 million or 40.38%, from ₹1,093.19 million in Fiscal 2024 to ₹1,534.59 million in Fiscal 2025, which was principally attributable to:

  (v) an increase in stores and spares charges by ₹30.96 million and packing charges by ₹4.58 million primarily attributable to increase in manufactured goods;

  (vi) an increase in power and fuel charges by ₹23.89 million for manufacturing division which was attributable to increase in manufactured goods;

  (vii) an increase in clearing and forwarding charges by ₹20.18 million which was attributable to increase in export sales by ₹803.72 million from ₹50.82 million in Fiscal 2024 to ₹854.54 in Fiscal 2025;

  (viii) an increase in rental expenses by ₹19.63 million mainly attributable to increase in number of lease premises for store and offices on account of commissioning of new projects in our EPC segment;

  (ix) an increase in rates and taxes by ₹178.70 million primarily on account of provision of entry tax dues of ₹176.48 million for earlier years during Fiscal 2025;

  (x) an increase in travelling and conveyance expenses by ₹14.38 million primarily on account of travel related expenses as a result of an increase in EPC projects undertaken in different states;

  (xi) an increase in inspection and testing expenses by ₹7.43 million primarily on account of: (i) additional charges of ₹2.36 million linked to production was paid to Bureau of Indian Standard (BIS) on account of higher production from our Manufacturing Segment; (ii) marking fees of ₹1.99 million paid to UL India in Fiscal 2025; and (iii) type test charges of ₹3.23 million paid for cables and conductor in our Manufacturing Segment;

  (xii) an increase in legal and professional expenses by ₹24.79 million primarily on account of: (i) legal expenses in relation to fees of ₹7.92 million paid for increase in authorised share capital; and (ii) professional fees paid as consultancy charges of ₹14.58 million for EPC projects;

  (xiii) an increase in Corporate Social Responsibility ("**CSR**") expenses by ₹9.78 million, primarily due to a rise in the average net profit of the preceding three financial years; and

  (xiv) provisioning of doubtful debt by ₹64.11 million on account anticipated loss on trade receivables.

Restated profit for the year before tax

As a result of the factors outlined above, our restated profit for the year before tax, after adjustment of profit and loss on account of consolidation of joint venture and share of profit/(loss) of an associate, our restated profit for the year before tax increased by ₹528.40 million or 45.58% for Fiscal 2025 to ₹1,687.68 million from ₹1,159.28 million for Fiscal 2024.

Tax expenses

Total tax expenses increased by ₹148.61 million or 50.68%, from ₹293.21 million for Fiscal 2024 to ₹441.82 million for Fiscal 2025, which was principally attributable to an overall increase in tax expenses as compared to Fiscal 2024 on account of increase in revenue from operations.

Restated profit for the year

As a result of the factors outlined above, our restated profit for the year increased by ₹379.79 million or 43.85% from ₹866.07 million for Fiscal 2024 to ₹1,245.86 million for Fiscal 2025.

Cash flows

The following table sets forth certain information relating to our cash flows for Fiscals 2026, 2025 and 2024:

(₹ in million)

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Net cash flow generated from/ (used in) operating activities	1,560.82	(2,385.93)	1,009.07
Net cash flow generated from/ (used in) investing activities	(406.01)	(127.74)	(35.81)
Net cash flow generated from/ (used in) financing activities	(1,017.18)	3,114.77	(942.54)

Net cash generated from /(used in) from operating activities

Fiscal 2026

Net cash generated from operating activities for Fiscal 2026 was ₹1,560.82 million. Our profit before tax was ₹2,048.03 million, which was primarily adjusted for (i) depreciation and amortisation of ₹164.17 million, (ii) finance costs of ₹660.00 million, (iii) gain on fair valuation of investments measured at fair value through profit and loss of ₹7.12 million and partially offset by (i) interest income of ₹(130.69) million, (ii) dividend income of ₹(0.08) million, (iii) (profit)/loss on sale of property, plant and equipment of ₹(1.71) million, (iv) (profit)/loss from LLP of ₹(0.57) million, (v) share of net profit of joint ventures accounted for using the equity method of ₹(0.33) million, (vi) unwinding income on fair valuation of security deposit of ₹(0.29) million, (vii) gain on modification of lease of ₹(5.71) million, (viii) (gain)/loss on sale of investments measured at fair value through profit and loss of ₹(21.28) million, (ix) (gain)/loss on fair valuation of derivative instruments measured at fair value through profit and loss (net) of ₹(16.87) million, (x) unrealised foreign exchange gain (net) of ₹(22.41) million, (xi) liabilities no longer required written back of ₹(13.92) million and (xii) reversal of provision for slow moving inventories of ₹(22.77) million.

Our operating profit before working capital changes was ₹2,642.69 million in Fiscal 2026. The adjustments in working capital in Fiscal 2026 primarily consisted of outflows from (i)(increase)/decrease in inventories of ₹(1,027.00) million; (ii) (increase)/decrease in trade receivables of ₹(1,714.53) million; (iii) (increase)/decrease in other financial and non-financial assets of ₹(749.62) million; (iv) (increase)/decrease in other non-current assets of ₹(66.12) million; (v) (increase)/decrease in other current assets of ₹(335.71) million; and (vi) increase/(decrease) in provisions and financial liabilities of ₹(3.51) million; which were partially offset by inflows from (i) increase/(decrease) in other liabilities of ₹501.93 million; (ii) increase/(decrease) in trade payables and financial liabilities of ₹1,547.15 million; and (iii) increase/(decrease) in trade acceptances of ₹1,513.08 million. Cash generated from operating activities was ₹2,308.36 million and direct tax paid (net) was ₹747.54 million, resulting in net cash generated from operating activities of ₹1,560.82 million.

Fiscal 2025

Net cash used in operating activities for Fiscal 2025 was ₹(2,385.93) million. Our profit before tax was ₹1,687.68 million, which was primarily adjusted for (i) depreciation and amortisation of ₹163.26 million, (ii) finance costs of ₹660.14 million, (iii) share of net profit/loss of joint ventures accounted for using the equity method of ₹5.42 million, (iv) provision for doubtful debts of ₹64.11 million, (v) provision/(reversal) for slow moving inventories of ₹30.67 million and (vi) (gain)/ loss on fair valuation of derivative instruments measured at fair value through profit and loss (net) of ₹0.49 million, and partially offset by (i) interest income of ₹(129.36) million, (ii) dividend income of ₹(0.11) million, (iii) (profit)/ loss on sale of property, plant and equipment of ₹(1.14) million, (iv) (profit)/ loss from LLP of ₹(1.84) million, (v) unwinding income on fair valuation of security deposit of ₹(0.18) million, (vi) (gain)/ loss on sale of investments measured at fair value through profit and loss of ₹(9.05) million, (vii) (gain)/ loss on fair valuation of investments measured at fair value through profit and loss of ₹(4.70) million, (viii) unrealised foreign exchange (gain)/ loss (net) of ₹(13.21) million and (ix) liabilities no longer required written back of ₹(20.06) million.

Our operating profit before working capital changes was ₹2,432.13 million in Fiscal 2025. The adjustments in working capital in Fiscal 2025 primarily consisted of (i) (increase)/ decrease in inventories of ₹(833.11) million, (ii) (increase)/ decrease in trade receivables of ₹(2,667.31) million, (iii) (increase)/ decrease in other financial and non-financial assets of ₹(984.62) million, (iv) (increase)/ decrease in other current assets of ₹(132.06) million, (v) increase/ (decrease) in trade payables and financial liabilities of ₹(306.48) million and (vi) increase/ (decrease) in provisions and financial liabilities of ₹(0.35) million, which were partially offset by (vii) (increase)/ decrease in other non-current assets of ₹6.37 million, (viii) increase/ (decrease) in other liabilities of ₹114.30 million and (ix) increase/ (decrease) in trade acceptance of ₹427.94 million. Cash used in operations was ₹(1,943.19) million and direct tax paid (net) was ₹442.74 million, resulting in net cash used in operating activities of ₹(2,385.93) million.

Fiscal 2024

Net cash generated from operating activities for Fiscal 2024 was ₹1,009.07 million. Our profit before tax was ₹1,159.28 million, which was primarily adjusted for (i) depreciation and amortisation of ₹102.14 million, (ii) finance costs of ₹362.35 million, (iii) (gain)/ loss on fair valuation of derivative instruments measured at fair value through profit and loss (net) of ₹20.92 million, (iv) (profit)/ loss on sale of property, plant and equipment of ₹3.06 million and share of net profit/loss of joint ventures accounted for using the equity method of ₹0.27 million, and partially offset by (i) interest income of ₹(87.80) million, (ii) dividend income of ₹(0.09) million, (iii) (profit)/ loss from LLP of ₹(0.73) million, (iv) unwinding income on fair valuation of security deposit of ₹(0.98) million, (v) gain on modification of lease of ₹(1.24) million, (vi) (gain)/ loss on sale of investments measured at fair value through profit and loss of ₹(19.87) million, (vii) (gain)/ loss on fair valuation of investments measured at fair value through profit and loss of ₹(7.33) million, (viii) unrealised foreign exchange (gain)/ loss (net) of ₹(5.30) million, (ix) liabilities no longer required written back of ₹(52.25) million and (x) reversal of expected credit loss of ₹(2.24) million.

Our operating profit before working capital changes was ₹1,470.19 million. The adjustments in working capital in Fiscal 2024 primarily consisted of (i) (increase)/ decrease in inventories of ₹(561.41) million, (ii) (increase)/ decrease in trade receivables of ₹(2,055.54) million, (iii) (increase)/ decrease in other financial and non-financial assets of ₹(834.11) million and (iv) (increase)/ decrease in other non-current assets of ₹(26.46) million, which were partially offset by (i) (increase)/ decrease in other current assets of ₹316.06 million, (ii) increase/ (decrease) in lease liabilities of ₹34.42 million, (iii) increase/ (decrease) in other liabilities of ₹739.31 million, (iv) increase/ (decrease) in trade payables and financial liabilities of ₹249.84 million, (v) increase/ (decrease) in trade acceptance of ₹1,930.79 million and (vi) increase/ (decrease) in provisions and financial liabilities of ₹1.86 million. Cash generated from operations was ₹1,264.95 million and direct tax paid (net) was ₹255.88 million, resulting in net cash generated from operating activities of ₹1,009.07 million.

Net cash generated from/ (used in) investing activities

Fiscal 2026

Net cash used in investing activities for Fiscal 2026 was ₹(406.01) million. This reflected (i) investment in non-current and current investments of ₹(1,382.42) million; (ii) purchase of property, plant and equipment, intangible assets and capital WIP of ₹(518.88) million; and (iii) proceeds from/(investment on) fixed deposit (net) of ₹(120.12) million. This was partially offset by (i) proceeds from sale of non-current and current investments of ₹1,515.13 million; (ii) interest received of ₹96.91 million; (iii) proceeds from the sale of property, plant and equipment of ₹2.72 million; (iv) profit/(loss) from LLP of ₹0.57 million; and (v) dividend received of ₹0.08 million.

Fiscal 2025

Net cash used in investing activities for Fiscal 2025 was ₹(127.74) million. This reflected (i) investment in non-current and current investments of ₹(902.41) million; (ii) purchase of property, plant and equipment, intangible assets and capital WIP of ₹(498.57) million; (iii) proceeds from/(investment on) fixed deposit (Net) of ₹(365.19) million; and (iv) loan given of ₹(33.30) million. This was partially offset by (i) proceeds from sale of non-current and current investments of ₹1,426.10 million; (ii) loan given, received back of ₹135.75 million; (iii) interest received of ₹105.99 million; (iv) proceeds from the sale of property, plant and equipment of ₹1.94 million; (v) profit/(loss) from LLP of ₹1.84 million; and (vi) dividend received of ₹0.11 million.

Fiscal 2024

Net cash used in investing activities for Fiscal 2024 was ₹(35.81) million. This reflected (i) investment in non-current and current investments of ₹(2,382.76) million; (ii) loan given of ₹(392.50) million; and (iii) purchase of Property, plant and equipment, intangible assets and capital WIP of ₹(221.75) million. This was partially offset by (i) proceeds from sale of non-current and current investments of ₹1,606.86 million; (ii) proceeds from/(investment on) fixed deposit (net) of ₹852.70 million; (iii) loan given, received back of ₹424.96 million; (iv) interest received of ₹59.30 million; (v) proceeds from the sale of property, plant and equipment of ₹16.99 million; (vi) profit/(loss) from LLP of ₹0.30 million; and (vii) dividend received of ₹0.09 million.

Net cash generated from/ (used in) financing activities

Fiscal 2026

Our net cash used in financing activities for Fiscal 2026 was ₹(1,017.18) million. This primarily reflected (i) repayment of long-term borrowings of ₹(864.95) million; (ii) finance cost paid of ₹(634.17) million; and (iii) repayment of lease liability of ₹(36.34) million. This was partially offset by (i) (repayment of)/proceeds from short term borrowings (Net) of ₹288.29 million; and (ii) proceeds from long term borrowings of ₹229.99 million.

Fiscal 2025

Our net cash generated from financing activities for Fiscal 2025 was ₹3,114.77 million. This primarily reflected (i) (repayment of)/proceeds from short term borrowings (Net) of ₹3,116.13 million; and (ii) proceeds from long term borrowings of ₹771.26 million. This was partially offset by (i) finance cost paid of ₹(629.67) million; (ii) repayment of long term borrowings of ₹(108.15) million; and (iii) repayment of lease liability of ₹(34.80) million.

Fiscal 2024

Our net cash used in financing activities for Fiscal 2024 was ₹(942.54) million. This primarily reflected (i) (repayment of)/proceeds from short term borrowings (Net) of ₹(388.74) million; (ii) finance cost paid of ₹(345.75) million; (iii) repayment of long-term borrowings of ₹(260.00) million; and (iv) repayment of lease liability of ₹(34.42) million. This was partially offset by proceeds from long term borrowings of ₹86.37 million.

INDEBTEDNESS

As at July 31, 2026, we had ₹18,567.82 million as outstanding borrowings including secured unsecured borrowings and trade acceptances. For further information on our indebtedness, see "***Financial Indebtedness***" on page 418.

CONTINGENT LIABILITIES

The following table sets forth certain information relating to our contingent liabilities as at March 31, 2026, as determined in accordance with Ind AS 37:

(₹ in million)

Particulars	As at March 31, 2026
Contingent liabilities	
Claims against the Company not acknowledged as debts:	
(a) Claims by customers/suppliers and other third parties	9.38
(b) Representation have been filed before the respective authorities against:	
- Custom duty under appeal / litigation	94.67
- Income tax under appeal/ litigation	-
- GST under appeal/ litigation	143.60
- High Court- Patna relating to civil writ jurisdiction	0.94
Total	**248.59**

Notes

i) *The amounts shown in above represent the best possible estimates arrived at on the basis of available information. The uncertainties and timing of the cash flows are dependent on the outcome of different legal processes which have been invoked by our Company and its Subsidiary, Lumino Green Energy Private Limited (together, the "**Group**") and its joint ventures or the claimants, as the case may be and, therefore, cannot be estimated accurately. The Group and its joint ventures do not expect any reimbursement in respect of above contingent liabilities.*

ii) *One of the claim with respect to (a) above our Company has made counter claims/ has a right to recover money in the event of claims crystallizing amounting to ₹8.72 million (previous year ended March 31, 2025 and March 31, 2024 - ₹8.72 million).*

iii) *Our Company has received several demand orders under WBGST and CGST Act. The management firmly believes that our Company has a strong case and such demand is not tenable as per law. Our Company has filed appeal against these orders.*

OFF-BALANCE SHEET ARRANGEMENTS

We do not have any off-balance sheet arrangements that have or which we believe reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenue or expenses, operating results, liquidity, capital expenditure or capital resources.

RELATED PARTY TRANSACTIONS

We have, in the course of their business and operations, entered into transactions with related parties, such as sale of goods, purchase of goods, rendering of service during the year and loans and advances. For further information on our related party transactions, see "***Restated Consolidated Financial Information - Related Party Transaction – Note 45.11 – Related party disclosure pursuant to Ind AS - 24***" on page 372.

QUANTITATIVE AND QUALITATIVE DISCLOSURES ON MARKET RISKS

Our Company is exposed to market, credit, liquidity and regulatory risks. 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: commodity risk, interest rate risk, foreign currency risk.

Interest rate risk

Interest rate is 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. Our Company's exposure to the risk of changes in the market interest rates relates primarily to our Company's long term debt obligations with floating interest rates. We have a defined benefit obligation that uses a discount rate based on government bonds. If the bond yield falls, the defined benefit obligations will tend to rise.

Liquidity risk

Our Company determines its liquidity requirement in the short, medium and long term. Its objective is to maintain optimum levels of liquidity to meet its cash and collateral requirements at all times. Our Company relies on a mix of borrowings and excess operating cash flows to meet its needs for funds. The current committed lines of credit are sufficient to meet its short to medium/ long term expansion needs. Our Company monitors rolling forecasts of its liquidity requirements to ensure it has sufficient cash to meet operational needs.

Credit risk management

The credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to our Company. Majority of our Company's transaction are earned in cash or cash equivalents. The trade receivable comprises mainly of receivables from corporate customers, public sector undertakings, State/Central Governments and hence no issues of credit worthiness.

Regulatory risk

Our Company performance may be impacted due to change in regulatory environment. Our Company is closely monitoring the regulatory developments and risks thereof and proactively implementing course correction for proper compliance commensurate with new regulatory requirements.

Commodity price risk

Our Company is affected by the price volatility of certain commodities, primarily, aluminium, steel, copper, XLPE and PVC compound. Its operating activities require the on-going purchase of these materials. Our company has arrangement to pass-through the increase or decrease in aluminium, copper and steel price through price variance clause in majority of the contracts.

UNUSUAL OR INFREQUENT EVENTS OR TRANSACTIONS

Except as described in this Prospectus, there have been no unusual or infrequent events or transactions that have in the past or may in the future affect our business operations or future financial performance.

SIGNIFICANT ECONOMIC CHANGES THAT MATERIALLY AFFECTED OR ARE LIKELY TO AFFECT REVENUE FROM OPERATIONS

Our business has been subject, and we expect it to continue to be subject, to significant economic changes that materially affect or are likely to affect our revenue from operations identified above in "***- Significant factors affecting our Results of Operations and Financial Conditions***" and the uncertainties described in "***Risk Factors***" on pages 387 and 20, respectively.

KNOWN TRENDS OR UNCERTAINTIES

Other than as described in "***Risk Factors***" on page 20 and this section, to our knowledge there are no known trends or uncertainties that have had or are expected have a material adverse impact on our sales, income or revenue from operations.

EXPECTED FUTURE CHANGES IN RELATIONSHIP BETWEEN COST AND REVENUE

Other than as described in this section and "***Our Business***", and "***Risk Factors***" on pages 246 and 20, respectively, to our knowledge there are no known factors that may adversely affect our business prospects, results of operations and financial condition.

SIGNIFICANT DEPENDENCE ON A SINGLE OR FEW CUSTOMERS OR SUPPLIERS

Our business is primarily dependent on orders from governmental authorities. For details, see "***Our business and revenues are substantially dependent on orders received from state-owned electricity boards (SEBs) and public sector power utilities. 53.12%, 79.89% and 85.58% of our revenue from operations in the Fiscal 2026, 2025 and 2024, respectively, is from government entities and in the event any one or more such clients were to cease to issue tenders, our business could be adversely affected***" on page 20. Further, we are reliant on a limited number of suppliers of raw materials for our operations. For details, see "***Risk Factors - We rely on a limited number of parties for the supply of our raw material, loss of some of these suppliers may have an adverse effect on our business, results of operations and financial conditions***" on page 39.

TOTAL TURNOVER OF EACH MAJOR INDUSTRY SEGMENT

Our Company monitors the operating results of our business as two segments, namely Manufacturing and Engineering Procurement and Construction and there are no other primary reportable segments. For further information, see "***Restated Consolidated Financial Information***" on page 322.

NEW PRODUCTS OR BUSINESS SEGMENTS

Other than as disclosed in this section and in "***Our Business***" on page 246, there are no new products or business segments that have or are expected to have a material impact on our business prospects, results of operations or financial condition.

COMPETITIVE CONDITIONS

We operate in a competitive environment. For further information, see "***Business – Competition***", "***Industry Overview***" and "***Risk Factors***" on pages 277, 180 and 20, respectively.

SEASONALITY

Our business is not affected by material seasonal variations.

RESERVATIONS, QUALIFICATIONS AND ADVERSE REMARKS

There have been no reservations, qualifications, adverse remarks or emphasis of matters highlighted by our Statutory Auditors in their examination report on the Restated Consolidated Financial Information.

MATERIAL DEVELOPMENTS SINCE APRIL 1, 2026

Except as disclosed below and elsewhere in this Prospectus, to our knowledge, no circumstances have arisen since the date of the last financial statements disclosed in this 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 material liabilities within the next 12 months:

Our Company entered into a memorandum of understanding dated June 23, 2026 (the "**MoU**") with Pinaki Green Energy LLP (the "**Buyer**") in relation to the divestment of its interest in a 50 MW AC solar power project (the "**Project**") held through RJ Green Energy Private Limited ("**RJ Green**" and, collectively with our Company and the Buyer, the "**Parties**"), which was, prior to the Transfer (as defined below), a wholly owned subsidiary of our Company established for the Project. Our Company held 100% of the equity share capital of RJ Green, including 275 equity shares carrying differential voting rights ("**DVR Equity Shares**"), with each DVR Equity Share carrying 100 voting rights per equity share. Pursuant to the terms of the MoU and the share purchase and shareholders agreement dated June 23, 2026, entered into between the Buyer and our Company (the "**SHA**"), our Company completed the transfer of 49% of its shareholding in RJ Green to the Buyer, including the 275 DVR Equity Shares, on August 7, 2026 (the "**Transfer**"). Pursuant to the Transfer, our Company continues to hold 51.00% of the registered equity share capital of RJ Green, while the Buyer effectively holds 86.02% of the total voting rights in RJ Green.

Further, pursuant to the terms of the indemnity agreement dated June 23, 2026 entered into amongst the Parties (the “**Indemnity Agreement**”), the Buyer assumed full, exclusive and unconditional responsibility for managing, operating and handling the day-to-day affairs of RJ Green and agreed to indemnify our Company against post-closing liabilities. Accordingly, pursuant to the Indemnity Agreement and the Transfer, control of RJ Green was transferred to the Buyer and, consequently, RJ Green ceased to be a subsidiary of our Company.

CAPITALISATION STATEMENT

The following table sets forth our Company's capitalization as at March 31, 2026, as derived from our Restated Consolidated Financial information. This table should be read in conjunction with the sections titled "***Risk Factors***", "***Other Financial Information***" and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" beginning on pages 20, 382 and 383, respectively.

(₹ in million, except ratios)

Particulars	Pre-Offer as at March 31, 2026	As adjusted for the proposed Offer
Total borrowings*		
Current borrowings (A)	3,507.14	3,507.14
Non-current borrowings (including current maturity and interest accrued and not due on borrowings)* (B)	334.51	334.51
Total borrowings (C) = (A)+(B)	**3,841.65**	**3,841.65**
Total equity		
Equity share capital* (D)	1,217.89	1,522.77
Other equity* (E)	6,079.22	10,774.34
Total equity (F) = (D)+(E)	**7,297.11**	**12,297.11**
Total borrowings/ Total equity (C)/(F)	**0.53**	**0.31**
Non-current borrowings (including current maturity and interest accrued and due on borrowings)/ Total equity (B)/(F)	**0.05**	**0.03**

Notes:

* *These terms shall carry the meaning as per division II of Schedule III of the Companies Act, 2013.*

FINANCIAL INDEBTEDNESS

Our Company has availed loans in the ordinary course of business for purposes such as, *inter alia*, meeting our working capital requirements or business requirements. For details of the borrowing powers of our Board, see "***Our Management - Borrowing Powers***" on page 304.

Set forth below is a summary of our aggregate outstanding borrowings amounting to ₹18,567.82 million, as on July 31, 2026:

(₹ in million)

Particulars	Sanctioned amount	Amount outstanding as on July 31, 2026[$]
Secured loan		
Fund based borrowings		
Working capital facilities	3,550.00	1,539.50
GECL	311.30	65.73
Term loan	700.00	229.80
Vehicle loans	21.29	12.91
Overdraft against securities	250.00	150.00
100% fixed deposit backed overdraft	189.20	170.80
Total fund based borrowings (A)	**5,021.79**	**2,168.74**
Non-fund based borrowings		
Letter of credit*^	11,700.00	1,622.49
Bank guarantee*		8,776.78
Total non-fund based borrowings (B)	**11,700.00**	**10,399.27**
Total secured loans (A+B=C)	**16,721.79**	**12,568.01**
Unsecured loan		
Working Capital Loan	1,000.00	1,000.00
Letter of Credit*^	765.00	165.54
Bank Guarantee*		450.30
Vendor Bill Discounting^	2,700.00	1,611.94
Dealer Channel Finance	100.00	20.13
Bill Discounting^	300.00	454.35
Bill Discounting under TReDS**^	-	2,297.55
Total unsecured borrowings	**4,865.00**	**5,999.81**
Total borrowings	**21,586.79**	**18,567.82**

[$] *As certified jointly by Singhi & Co., Chartered Accountants and SDP & Associates, Chartered Accountants, by way of their certificate dated August 20, 2026.*

* *The sanction amount for the Letter of Credit and the Bank Guarantee is inter-changeable and reported as per Bank Confirmation and Sanction Letter.*

** *The sanction amount for the bill discounting facility offered by vendor management exchanges such as Mynd Solutions Pvt. Ltd. is not applicable, as this limit is not sanctioned by the bank. Instead, it is provided under RBI guidelines to facilitate payments to MSME vendors.*

^ *Please refer to Note 29 and 29.1 as per Restated Consolidated Financial Information.*

Key terms of our borrowings are disclosed below:

- ***Tenor***: The tenor of the secured facilities availed by our Company typically ranges from 3 months to 6 years and 2 months. The tenor of the unsecured facilities availed by our Company typically ranges from 3 months to 1 year.

- ***Interest rate***: The applicable rate of interest for the working capital facilities availed by our Company is typically linked to benchmark rates, such as the repo rate or marginal cost of lending rate (MCLR), of a specified lender over a specific period of time plus a specified spread per annum and are subject to mutual discussions between the relevant lenders and our Company, as applicable. Typically, the rate of interest for our secured facilities ranges from 7.50 to 9.25% per annum. The interest rate for the vehicle loans availed by our Company is typically 9.00% per annum, and the rate of interest rate for the unsecured facilities availed by our Company typically ranges from 6.25% to 9.25% per annum.

- ***Security***: In terms of our borrowings where security needs to be created, such security typically includes:

  (i) First *pari passu* charge by way of hypothecation and/or pledge on the entire current assets of the Company;

  (ii) First *pari passu* charge by way of hypothecation on plant and machineries and other miscellaneous assets of the Company;

  (iii) First *pari passu* mortgage and charge on the factory land and building at Jalan Industrial Complex, Jangalpur, J.L. No. 27, measuring approximately 120.300 decimals in the name of Devendra Goel, and measuring approximately 287.625 decimals in the name of our Company, with a total area measuring approximately 407.925 decimals, more or less, under the jurisdiction of Domjur Police Station;

  (iv) First mortgage and charge, ranking *pari passu*, on the office premises being Unit No. 12/4 on 12th floor, "Merlin Acropolis", 1858/1, Rajdanga Main Road, P.S. Kasba, Kolkata 700 107, (built up area 4,740 sq. ft.), more or less, in the name of DRP Realtors Private Limited;

  (v) First mortgage and charge, ranking *pari passu*, on the office premises being Unit No. 12/3 on 12th floor, having built up area of 5,194 sq. ft. at "Merlin Acropolis", 1858/1, Rajdanga Main Road, P.S. Kasba Kolkata 700 107, in the name of Brijdham Infrastructure Private Limited;

  (vi) Out of ₹1,861.12 million, lien on fixed deposits amounting to ₹330.70 million shall rank as a 1st pari passu charge among the said banks. Further, fixed deposits amounting to ₹1,405.32 million have been pledged as margin against LC and BG facilities with the respective banks;

  (vii) Joint and several personal guarantees given by Deepak Goel, Devendra Goel and Jay Goel;

  (viii) Irrevocable and unconditional corporate guarantee from DRP Realtors Private Limited and Brijdham Infrastructure Private Limited;

  (ix) Bank overdraft facility taken against pledge of fixed deposit and government securities.

  (x) Vehicle loan from banks is hypothecated against the motor cars purchased under the respective hire purchase agreements.

  (xi) Rupee term loan is secured against first pari passu on the movable assets and land and building created out of the term loan along with personal guarantee of Devendra Goel (director) and Jay Goel (director).

- ***Repayment***: Most of our facilities are typically repayable in accordance with the repayment schedules in the facility documents. Our unsecured facilities are repayable on maturity of the specified period of the facility as provided in the relevant loan documentation.

- ***Prepayment:*** Certain loans availed by us have prepayment provisions which allows for prepayment of the outstanding loan amount and sometimes carry a pre-payment penalty up to 2% on the outstanding amount subject to terms and conditions stipulated under the loan documents.

- ***Penal interest:*** We are typically bound to pay additional interest to our lenders for defaults in the payment of interest or other monies due and payable. This additional interest is charged as per the terms of our loan agreements and typically upto 2.00% per annum, over and above the applicable interest rate.

- ***Restrictive covenants:*** As per the terms of our borrowings, certain corporate actions for which our Company requires prior written consent of the lenders include:

  Change in control/ownership/management/directorship including:

  a) Effecting any change in the constitutional documents of our Company;

  b) Effecting any changes to the capital structure or in management set up of our Company;

  c) Dilution of our Promoter's equity shareholding below a specified threshold;

  d) Undertake any new project/schemes, implement and schemes of expansion or acquire fixed assets;

  e) Change the practice with regard to remuneration of director means of ordinary remuneration of commission, sitting fees, etc; and

  f) Undertaking additional charges on secured assets etc.

- ***Events of Default:*** As per the terms of our borrowings, the following, amongst others, constitute events of default for the relevant loan agreement:

  (a) Default in repayment of loan facility;

  (b) Failure by the guarantors to comply with any provision of the financing documents;

  (c) If any material representation, warranty or statement or undertaking made by the Company is found to be incorrect or untrue, in any respect, when made;

  (d) Deterioration of creditworthiness resulting in material adverse effect on the functioning of the Borrower;

  (e) Default in getting itself and the facilities rated by a credit rating agency;

  (f) Attachment or restraint levied on the assets or property of the Company;

  (g) Displacement of the Company's business or seizure or acquisition of shares or assets of the Company as a result of any action taken by the government or governmental authority;

  (h) Failure to create and perfect the security within the periods agreed upon in the loan documentations;

  (i) Jeopardise or likely to prejudice, impair, depreciate any security provided by our Company in relation to the facility; and

  (j) Initiation of insolvency or bankruptcy proceedings against the Company or the guarantors.

- ***Consequences of occurrence of events of default:*** In terms of our borrowings, the following, *inter alia*, are the consequences of occurrence of events of default, whereby our lenders may:

  a) Declare the facilities together with accrued interest, penalties, liquidated damages, penalties and all other monies to be immediately due and payable by the Company;

  b) Declare all undisbursed portion of the facilities stands cancelled;

  c) Demand that the Company furnish unencumbered cash collateral for the non-fund based facilities and unencumbered collateral as security for the facilities;

  d) Enforce all of the security and exercise all the rights specified in the security documents;

  e) Appoint any independent/concurrent auditors/consultants, as the lenders may deem fit; or

f) Sell, assign, dispose of or otherwise liquidate or direct the Company to sell, assign, dispose of or otherwise liquidate any or all of the secured property or take possession of the proceeds from sale or liquidation of the secured property.

This is an indicative list of the terms and conditions of the outstanding facilities and there may be additional terms including those that may require the consent of the relevant lender, the breach of which may amount to an event of default under various borrowing arrangements entered into by us, and the same may lead to consequences other than those stated above. We have obtained the necessary consent required under the relevant loan documentation for undertaking activities in relation to the Offer, including, *inter alia*, effecting a change in our shareholding pattern, effecting a change in the composition of our Board.

For risks in relation to the financial and other covenants required to be complied with in relation to our borrowings, see "***Risk Factors – Our financing agreements contain covenants that limit our flexibility in operating our business. Further, our Company has availed unsecured loans from banks and other financial institutions, which may be recalled on demand. If we are not in compliance with certain of these covenants and are unable to obtain waivers from the respective lenders, our lenders may accelerate the repayment schedules, and enforce their respective security interests, leading to a material adverse effect on our business and financial condition***" on page 62.

Set forth below is a tabulation of our aggregate outstanding borrowings, for the (i) period from April 1, 2026 till July 31, 2026; and (ii) last three Fiscals:

For period from April 1, 2026 to July 31, 2026:

(*₹ in million*)

Name of lender	Nature of facility	Sanction amount as on July 31, 2026	Opening balance as on April 1, 2026	Closing balance as of July 31, 2026
A. Secured				
Bank of Baroda	Bank guarantee	650.00	778.90	783.40
Bank of Baroda	Letter of credit	150.00		
Bank of Baroda	Cash credit	200.00	100.00	-
Bank of Baroda	Vehicle loan	21.29	14.59	12.91
Axis Bank Limited	Working capital-FB-CC/WCDL	100.00	-	-
Axis Bank Limited	Working capital-NFB-BG	580.00	455.20	485.60
Axis Bank Limited	Working capital-NFB-LC		175.00	-
Canara Bank	Working capital-FB (CC/WCDL)	450.00	270.00	270.00
Canara Bank	Working capital-NFB-BG	1,900.00	1,871.00	1,892.10
Canara Bank	Working capital-NFB-LC	400.00	397.50	335.80
India Exim Bank	Working capital term loan	200.00	100.00	100.00
India Exim Bank	Bank guarantee	500.00	419.56	361.45
HDFC Bank Limited	Term loan	700.00	229.99	229.80
HDFC Bank Limited	Working capital FB (CC/WDCL)	250.00	240.00	-
HDFC Bank Limited	Working capital NFB-BG	250.00	220.10	220.10
HDFC Bank Limited	Working capital NFB-LC	250.00	279.90	214.70
HDFC Bank Limited	Overdraft against securities	250.00	157.00	150.00
IDFC First Bank Limited	ECLGS term loan	301.30	88.64	65.10
IDFC First Bank Limited	Working capital-FB	150.00	140.93	150.00
IDFC First Bank Limited	Working capital-NFB - LC	600.00	256.90	369.50
IDFC First Bank Limited	Working capital-NFB - BG		316.53	199.10
Indian Bank	Bank guarantee (financial/ performance)	717.50	674.11	648.90
Indian Bank	ILC/FLC/(DP/DA-90 days for inland and 180 days import)		-	-
Indian Bank	OCC	287.50	200.00	-
Indian Bank	WCL as sublimit of OCC			-
Punjab National Bank	Working capital -FB(CC/WCDL)	287.50	100.00	-
Punjab National Bank	Working capital -NFB-BG	312.50	292.28	307.00
Punjab National Bank	Working capital -NFB-LC	300.00	299.68	264.64
RBL Bank Limited	Working capital -FB(CC/WCDL)	115.00	115.00	115.00
RBL Bank Limited	Working capital -NFB-BG	485.00	-	-
RBL Bank Limited	Working capital -NFB-LC		467.40	45.35

Name of lender	Nature of facility	Sanction amount as on July 31, 2026	Opening balance as on April 1, 2026	Closing balance as of July 31, 2026
State Bank of India	CC/WCDL	830.00	783.70	604.50
State Bank of India	BG	1,720.00	1,691.80	1,704.23
State Bank of India	LC		-	-
Union Bank of India	Working capital-FB CC/WCDL	250.00	97.60	-
Union Bank of India	Working capital-NFB-BG	1,000.00	1,008.60	930.90
Union Bank of India	Working capital-NFB-LC	250.00	247.10	177.80
ICICI Bank	Working capital cash Credit/WCDL	130.00	130.00	-
ICICI Bank	Working capital non-fund - bank guarantee	370.00	277.60	305.30
ICICI Bank	Working capital non-fund - letter of credit	300.00	296.00	214.70
Yes Bank Limited	GECL	10.00	1.25	0.63
Yes Bank Limited	Working capital FB-CC/WCDL	300.00	250.00	300.00
Yes Bank Limited	100% FD backed OD	189.20	149.17	170.80
Yes Bank Limited	Working capital NFB - BG	965.00	928.60	938.70
Yes Bank Limited	Working capital NFB - LC		-	-
Total secured borrowings (A)		**16,721.79**	**14,521.63**	**12,568.01**
B. Unsecured				
Bank of Baroda	Bills discounted Under LC	300.00	236.90	21.74
Bank of Baroda	SCF- OD	500.00	468.40	454.35
HDFC Bank Limited	Working capital loan	1,000.00	500.00	1,000.00
IDFC First Bank Limited	Working capital -NFB-BG	500.00	86.30	450.30
IDFC First Bank Limited	Working capital -NFB-LC			31.40
IndusInd Bank	WCDL	-	180.00	-
RBL Bank Limited	WCL/LC	265.00	257.20	134.14
State Bank of India	Electronic vendor finance	1,200.00	1,041.90	969.60
Union Bank of India	Union channel finance	1,000.00	968.10	620.60
Yes Bank Limited	Dealer channel finance	100.00	24.70	20.13
Bills discounting- Mynd Solutions Pvt. Ltd. (M1 Mynd Online National Exchange)				
Bank of Baroda	Bills discounting	-	616.58	533.05
Canara Bank	Bills discounting	-	64.78	450.77
Central Bank of India Limited	Bills discounting	-	148.61	-
Indian Bank	Bills discounting	-	100.87	100.87
Punjab National Bank	Bills discounting	-	22.55	-
State Bank of India	Bills discounting	-	1,091.91	1,129.76
Slice Small Finance Bank	Bills discounting	-	0.34	83.11
Union Bank of India	Bills discounting	-	147.49	-
Total Unsecured Borrowings (B)		**4,865.00**	**5,956.63**	**5,999.81**

***For the financial year ended March 31, 2026*:**

(*₹ in million*)

Name of Lender	Nature of Facility	Sanction amount as on March 31, 2026	Opening balance as of April 1, 2025	Closing balance as of March 31, 2026
A. Secured				
Bank of Baroda	Bank guarantee	650.00	735.00	778.90
Bank of Baroda	Letter of credit	150.00		
Bank of Baroda	Cash credit	200.00	30.68	100.00
Bank of Baroda	Vehicle loan	21.29	19.34	14.59
Axis Bank Limited	Working capital-FB-CC/WCDL	100.00	-	-
Axis Bank Limited	Working capital-NFB-BG	580.00	-	455.20
Axis Bank Limited	Working capital-NFB-LC		-	175.00
Canara Bank	GECL	92.50	21.20	-
Canara Bank	Working capital-FB (CC/WCDL)	450.00	260.00	270.00
Canara Bank	Working capital-NFB-BG	1,900.00	1,747.28	1,871.00

Name of Lender	Nature of Facility	Sanction amount as on March 31, 2026	Opening balance as of April 1, 2025	Closing balance as of March 31, 2026
Canara Bank	Working capital-NFB-LC	400.00	213.60	397.50
India Exim Bank	Working capital term loan	200.00	-	100.00
India Exim Bank	Bank guarantee	500.00	488.45	419.56
HDFC Bank Limited	Vehicle loan	9.49	1.35	-
HDFC Bank Limited	Term loan	700.00	-	229.99
HDFC Bank Limited	Working capital FB (CC/WDCL)	250.00	-	240.00
HDFC Bank Limited	Working capital NFB-BG	250.00	29.11	220.10
HDFC Bank Limited	Working capital NFB-LC	250.00	449.50	279.90
HDFC Bank Limited	Overdraft against securities	250.00	164.46	157.00
IDFC First Bank Limited	ECLGS term loan	301.30	159.40	88.64
IDFC First Bank Limited	Working capital-FB	150.00	-	140.93
IDFC First Bank Limited	Working capital-NFB - LC	600.00	172.25	256.90
IDFC First Bank Limited	Working capital-NFB - BG		-	316.53
IDFC First Bank Limited	Term loan	750.00	750.00	-
Indian Bank	Bank guarantee (Financial/Performance)	717.50	301.50	674.11
Indian Bank	ILC/FLC/(DP/DA-90 DAYS FOR INLAND AND 180 DAYS IMPORT)		63.60	-
Indian Bank	OCC	287.50	-	200.00
Indian Bank	WCL as sublimit of OCC		200.70	
Punjab and Sind Bank	Working capital -FB(CC/WCDL)	-	10.00	-
Punjab and Sind Bank	Working capital -NFB-BG	-	162.50	-
Punjab National Bank	Working capital -FB(CC/WCDL)	287.50	-	100.00
Punjab National Bank	Working Capital -NFB-BG	312.50	158.41	292.28
Punjab National Bank	Working Capital -NFB-LC	300.00	68.30	299.68
RBL Bank Limited	GECL	57.70	14.43	-
RBL Bank Limited	Working Capital -FB(CC/WCDL)	115.00	100.00	115.00
RBL Bank Limited	Working Capital -NFB-BG	485.00	-	-
RBL Bank Limited	Working Capital -NFB-LC		340.64	467.40
State Bank of India	CC/WCDL	830.00	270.20	783.70
State Bank of India	BG	1,720.00	867.03	1,691.80
State Bank of India	LC		3.80	-
Union Bank of India	Working Capital-FB CC/WCDL	250.00	11.55	97.60
Union Bank of India	Working Capital-NFB-BG	1,000.00	842.90	1,008.60
Union Bank of India	Working Capital-NFB-LC	250.00	-	247.10
ICICI Bank	Working capital-cash credit/WCDL	130.00	-	130.00
ICICI Bank	Working capital non fund - bank guarantee	370.00	-	277.60
ICICI Bank	Working capital non fund - letter of credit	300.00	-	296.00
Yes Bank Limited	GECL	10.00	3.75	1.25
Yes Bank Limited	Working capital FB-CC/WCDL	300.00	160.00	250.00
Yes Bank Limited	100% FD backed BG	60.80	60.80	-
Yes Bank Limited	100% FD backed OD	189.20	170.39	149.17
Yes Bank Limited	Working capital NFB - BG	965.00	409.73	928.60
Yes Bank Limited	Working capital NFB - LC		47.24	-
Total Secured Borrowings (A)		**17,692.28**	**9,509.10**	**14,521.63**
B. Unsecured				
Bank of Baroda	Bills discounted under LC	300.00	-	236.90
Bank of Baroda	SCF- OD	500.00	357.38	468.40
HDFC Bank Limited	Working capital Loan	1,000.00	1,000.00	500.00
ICICI Bank Limited	Working capital_WCDL	500.00	500.00	-
IDFC First Bank Limited	Working capital -NFB-BG	500.00	-	86.30
IDFC First Bank Limited	Working capital -NFB-LC		-	

Name of Lender	Nature of Facility	Sanction amount as on March 31, 2026	Opening balance as of April 1, 2025	Closing balance as of March 31, 2026
IDFC First Bank Limited	Working capital -NFB (Unsecured)	140.00	-	-
IDFC First Bank Limited	Working capital-FB		140.90	-
IndusInd Bank	WCDL	180.00	180.00	180.00
RBL Bank Limited	WCL/LC	265.00	172.13	257.20
State Bank of India	Electronic ventor finance	1,200.00	-	1,041.90
Union Bank of India	Union channel finance	1,000.00	861.94	968.10
YES Bank Limited	Dealer channel finance	100.00	21.30	24.70
Bills Discounting- Mynd Solutions Pvt. Ltd. (M1 Mynd Online National Exchange)				
Bank of Baroda	Bills discounting	-	498.40	616.58
Canara Bank	Bills discounting	-	3.79	64.78
Central Bank of India Limited	Bills discounting	-	265.58	148.61
Indian Bank	Bills discounting	-	148.38	100.87
IndusInd Bank Limited	Bills discounting	-	10.85	-
Punjab and Sind Bank	Bills discounting	-	67.51	-
Punjab National Bank	Bills discounting	-	135.85	22.55
State Bank of India	Bills discounting	-	763.55	1,091.91
Slice Small Finance Bank	Bills discounting	-	-	0.34
UCO Bank	Bills discounting	-	158.89	-
Union Bank of India	Bills discounting	-	8.64	147.49
Total Unsecured Borrowings (B)		**5,685.00**	**5,295.09**	**5,956.63**

For the financial year ended March 31, 2025:

(₹ in million)

Name of lender	Nature of facility	Sanction amount	Opening balance as of April 1, 2024	Closing balance as of March 31, 2025
A. Secured				
Bank of Baroda	Bank guarantee	650.00	585.70	735.00
Bank of Baroda	Letter of credit	150.00	204.40	-
Bank of Baroda	Cash credit	200.00	155.35	30.68
Bank of Baroda	Vehicle loan	21.29	-	19.34
Canara Bank	GECL	92.50	44.33	21.20
Canara Bank	Working capital-FB (CC/WCDL)	450.00	-	260.00
Canara Bank	Working capital-NFB-BG	1,900.00	1,943.17	1,747.28
Canara Bank	Working capital-NFB-LC	400.00	398.20	213.60
Exim Bank	Bank guarantee	500.00	422.13	488.45
HDFC Bank Limited	Vehicle loan	9.49	4.41	1.35
HDFC Bank Limited	Working capital FB (CC/WDCL)	250.00	-	-
HDFC Bank Limited	Working capital NFB-BG	500.00	192.50	29.11
HDFC Bank Limited	Working capital NFB-LC		257.40	449.50
HDFC Bank Limited	Overdraft against securities	175.83	-	164.46
IDFC First Bank Limited	ECLGS term loan	301.30	222.48	159.40
IDFC First Bank Limited	Working capital-NFB - LC	330.00	346.99	172.25
IDFC First Bank Limited	Term Loan	750.00	-	750.00
Indian Bank	Bank guarantee (Financial/Performance)	312.50	-	301.50
Indian Bank	ILC/FLC/(DP/DA-90 days for inland and 180 days import)	150.00	-	63.60
Indian Bank	OCC	287.50	-	-
Indian Bank	WCL as sublimit of OCC		-	200.70
Punjab and Sind Bank	Working capital -FB(CC/WCDL)	10.00	42.74	10.00
Punjab and Sind Bank	Working capital -NFB-BG	185.00	453.80	162.50
Punjab National Bank	Working capital -FB(CC/WCDL)	287.50	-	-

Name of lender	Nature of facility	Sanction amount	Opening balance as of April 1, 2024	Closing balance as of March 31, 2025
Punjab National Bank	Working capital -NFB-BG	312.50	-	158.41
Punjab National Bank	Working capital -NFB-LC	150.00	-	68.30
RBL Bank Limited	GECL	57.70	28.85	14.43
RBL Bank Limited	Working capital -FB(CC/WCDL)	135.00	-	100.00
RBL Bank Limited	Working capital -NFB-BG	350.00	-	-
RBL Bank Limited	Working Capital -NFB-LC		239.60	340.64
State Bank of India	CC/WCDL	650.00	-	270.20
State Bank of India	BG	950.00	-	867.03
State Bank of India	LC	350.00	-	3.80
Union Bank of India	Working capital-FB CC/WCDL	250.00	256.60	11.55
Union Bank of India	Working capital-NFB-BG	1,000.00	1,068.70	842.90
Union Bank of India	Working capital-NFB-LC	250.00	206.90	-
Yes Bank Limited	GECL	10.00	6.25	3.75
Yes Bank Limited	Working capital FB-CC/WCDL	200.00	75.00	160.00
Yes Bank Limited	100% FD backed BG	60.80	-	60.80
Yes Bank Limited	100% FD backed OD	189.20	-	170.39
Yes Bank Limited	Working capital NFB - BG	740.00	277.95	409.73
Yes Bank Limited	Working capital NFB - LC		223.76	47.24
Total Secured Borrowings (A)		**13,568.11**	**7,657.21**	**9,509.10**
B. Unsecured				
Bank of Baroda	Bills discounted under LC	300.00	45.10	-
Bank of Baroda	SCF- OD	500.00	-	357.38
HDFC Bank Limited	Working capital loan	1,000.00	480.00	1,000.00
ICICI Bank Limited	Working capital_WCDL	500.00	-	500.00
IDFC First Bank Limited	Working capital -NFB (Unsecured)	270.00	-	-
IDFC First Bank Limited	Working capital-FB		-	140.90
IndusInd Bank	WCDL	180.00	-	180.00
RBL Bank Limited	WCL/LC	265.00	-	172.13
Union Bank of India	Union channel finance	1,000.00	-	861.94
Yes Bank Limited	Dealer channel finance	100.00	9.20	21.30
I. Bills Discounting- A.TREDS Ltd. (Invoicemart Exchange)				
Punjab National Bank	Bills discounting	-	15.79	-
UCO Bank	Bills discounting	-	6.33	-
II. Bills Discounting- Mynd Solutions Pvt. Ltd. (M1 Mynd Online National Exchange)				
Bank of Baroda	Bills discounting	-	-	498.40
Bank of India	Bills discounting	-	398.61	-
Canara Bank	Bills discounting	-	728.02	3.79
Central Bank of India Limited	Bills discounting	-	-	265.58
HDFC Bank Limited	Bills discounting	-	15.64	-
IDBI Bank Limited	Bills discounting	-	99.39	-
Indian Bank	Bills discounting	-	149.33	148.38
Indian Overseas Bank	Bills discounting	-	498.22	-
IndusInd Bank	Bills discounting	-	49.06	10.85
Punjab and Sind Bank	Bills discounting	-	99.87	67.51
Profectus Capital Private Limited	Bills discounting	-	29.58	-
Punjab National Bank	Bills discounting	-	182.87	135.85
RBL Bank	Bills discounting	-	4.10	-
SIDBI	Bills discounting	-	99.94	-
State Bank of India	Bills discounting	-	-	763.55
UCO Bank	Bills discounting	-	274.82	158.89
Union Bank of India	Bills discounting	-	95.83	8.64
Total Unsecured Borrowings (B)		**4,115.00**	**3,281.70**	**5,295.09**

For the financial year ended March 31, 2024

(₹ in million)

Name of Lender	Nature of Facility	Sanction amount	Opening balance as of April 1, 2023	Closing balance as of March 31, 2024
A. Secured				
Bank of Baroda	Bank guarantee	650.00	570.80	585.70
Bank of Baroda	Cash credit	187.50	0.33	155.35
Bank of Baroda	Letter of credit	150.00	45.70	204.40
Bank of Baroda	Vehicle loan	21.67	4.94	-
Canara Bank	GECL	92.50	67.45	44.33
Canara Bank	Working capital-FB (CC/WCDL)	515.00	474.05	-
Canara Bank	Working capital-NFB-BG	1,950.20	1,843.43	1,943.17
Canara Bank	Working capital-NFB-LC	400.00	309.89	398.20
Export-Import Bank of India	Bank guarantee	600.00	317.60	422.13
HDFC Bank Limited	Vehicle loan	9.49	7.27	4.41
HDFC Bank Limited	Working capital FB (CC/WDCL)	250.00	-	-
HDFC Bank Limited	Working capital NFB-BG	250.00	192.50	192.50
HDFC Bank Limited	Working capital NFB-LC	250.00	291.30	257.40
IDFC First Bank Limited	ECLGS term loan	301.30	262.76	222.48
IDFC First Bank Limited	Working capital-NFB - LC	400.00	359.64	346.99
Punjab and Sind Bank	Working capital -FB(CC/WCDL)	110.00	-	42.74
Punjab and Sind Bank	Working capital -NFB-BG	750.00	438.90	453.80
Punjab and Sind Bank	Working capital -NFB-LC	100.00	99.70	-
RBL Bank Limited	GECL	57.70	43.28	28.85
RBL Bank Limited	Working capital -NFB-BG	163.50	7.20	-
RBL Bank Limited	Working capital -NFB-LC		-	239.60
Union Bank of India	Working capital-FB CC/WCDL	310.00	300.50	256.60
Union Bank of India	Working capital-NFB-BG	1,100.00	1,220.20	1,068.70
Union Bank of India	Working capital-NFB-LC	300.00	125.20	206.90
Yes Bank Limited	GECL	10.00	8.80	6.25
Yes Bank Limited	Working capital FB-CC/WCDL	75.00	-	75.00
Yes Bank Limited	Working capital NFB - BG	540.00	527.10	277.95
Yes Bank Limited	Working capital NFB - LC		12.60	223.76
Total Secured (A)		**9,543.86**	**7,531.14**	**7,657.21**
B. Unsecured				
Bank of Baroda	Bills Discounted Under LC	300.00	-	45.10
HDFC Bank Limited	WCL	500.00	490.00	480.00
IDFC First Bank Limited	Working capital-FB	200.00	-	-
Yes Bank Limited	Dealer channel finance	100.00	-	9.20
I. Bills Discounting- A.TREDS Limited (Invoicemart Exchange)				
Punjab National Bank	Bills discounting	-	20.55	15.79
UCO Bank	Bills discounting	-	89.79	6.33
Indian Overseas Bank	Bills discounting	-	3.29	-
II. Bills Discounting- Mynd Solutions Private Limited (M1 Mynd Online National Exchange)				
Bank Of India	Bills discounting	-	-	398.61
Canara Bank	Bills discounting	-	76.61	728.02
DCB Bank	Bills discounting	-	69.63	-
HDFC Bank Limited	Bills discounting	-	189.41	15.64
IDBI Bank Limited	Bills discounting	-	-	99.39
Indian Bank	Bills discounting	-	99.66	149.33
Indian Overseas Bank	Bills discounting	-	-	498.22
IndusInd Bank	Bills discounting	-	49.80	49.06
Profectus Capital Private Limited	Bills discounting	-	-	29.58
Punjab and Sind Bank	Bills discounting	-	99.62	99.87
Punjab National Bank	Bills discounting	-	95.70	182.87
RBL Bank Limited	Bills discounting	-	86.09	4.10
SIDBI	Bills discounting	-	-	99.94
UCO Bank	Bills discounting	-	95.33	274.82
Union Bank of India	Bills discounting	-	-	95.83
Total Unsecured (B)		**1,100.00**	**1,465.48**	**3,281.70**

SECTION VI – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*Except as disclosed in this section, there are no outstanding (i) criminal proceedings; (ii) actions taken by regulatory or statutory authorities; (iii) claims related to direct and indirect tax matters (disclosed in a consolidated manner); and (iv) other pending litigation as determined to be material by our Board pursuant to its resolution dated August 4, 2025 ("**Materiality Policy**") in each case involving our Company, Promoters, Directors and Subsidiaries ("**Relevant Parties**"). Further, there are no disciplinary actions including penalties imposed by SEBI or the Stock Exchanges against our Promoters in the last five Financial Years including any outstanding action.*

For the purpose of identification of material litigation or arbitration under (iv) above, our Board has considered and adopted the Materiality Policy with regard to outstanding litigation to be disclosed by our Company involving the Relevant Parties, in this Prospectus. In terms of the Materiality Policy, the following shall be considered 'material' for the purposes of disclosure in this Prospectus:

(i) Monetary threshold: The monetary amount of claim or amount involved by or against the Relevant Parties in any such pending proceeding exceeds (i) 2% of turnover, as per the latest annual Restated Consolidated Financial Information of our Company; or (ii) 2% of net worth, as per the latest annual Restated Consolidated Financial Information of our Company, except in case the arithmetic value of the net worth is negative; or (iii) 5% of the average of absolute value of profit or loss after tax as per the last three annual Restated Consolidated Financial Information of our Company, whichever is lower. Accordingly, outstanding litigation involving the Relevant Parties have been considered material and disclosed in this section where the aggregate amount involved in such litigation exceeds ₹61.87 million i.e. 5% of the average of absolute value of profit or loss after tax as per the last three annual Restated Consolidated Financial Information of our Company;

(ii) Subjective threshold: Such pending matters which are not quantifiable or do not exceed the monetary threshold, involving the Relevant Parties, whose outcome, in the opinion of the Board, would materially and adversely affect our Company's business, prospects, performance, operations, financial position, reputation or cash flows or where a decision in one case is likely to affect the decision in similar cases even though the amount involved in the individual cases may not exceed the monetary threshold; or

(iii) Tax matters: In the event any tax matters involve an amount exceeding the monetary threshold proposed in (i) above, in relation to the Relevant Parties, individual disclosures of such tax matters will be included.

Except as disclosed below, there are no outstanding (i) criminal proceedings involving our Key Managerial Personnel and members of the Senior Management; or (ii) actions by statutory and regulatory authorities against our Key Managerial Personnel and members of the Senior Management, as on the date of this Prospectus.

It is clarified that for the purpose of the litigation approach, pre-litigation notices received by the Relevant Parties from third parties (excluding those notices and show cause notices issued by governmental, statutory, regulatory, judicial, quasi-judicial or taxation authorities or notices threatening criminal action or first information reports) shall, in any event, not be considered as litigation until such time that Relevant Parties are impleaded as defendants or respondents in litigation proceedings before any judicial/arbitral forum or governmental authority.

*Except as stated in this section, there are no outstanding material dues to creditors of our Company. For this purpose, our Board has adopted the Materiality Policy for the purpose of disclosure of material creditors in this Prospectus. For identification of material creditors, a creditor of our Company shall be considered to be material for the purpose of disclosure in the Offer Documents, if the amounts due to such creditor exceeds 5% of the restated consolidated total trade payables of the Company as of the end of the latest financial period covered in the Restated Consolidated Financial Information. For outstanding dues to micro, small or medium enterprise ("**MSME**") and other creditors, the disclosure will be based on information available with the Company regarding the status of the creditors as MSME as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006, as amended.*

All terms defined in a particular litigation disclosure pertain to that litigation only. Unless stated otherwise, the information provided below is as on the date of this Prospectus.

Litigation involving our Company

Outstanding litigation against our Company

Criminal proceedings

Nil

Actions by regulatory/ statutory authorities

1. Our Company has received a notice dated June 26, 2023 ("**Notice**"), from the Registrar of Companies, West Bengal ("**RoC**"), under Section 206(1) of the Companies Act, 2013, following a complaint alleging non-compliance and corrupt practices by our Company in securing government tenders and contracts, specifically referring to a tender for reconductoring a 220 kV line with HTLS conductors awarded in the financial year 2022-23. The Notice further alleged that our Company had supplied non-standardized material without the required type test certificate and had received payments for the same. The complainant also made claims about the alleged involvement of officials from the Punjab State Transmission Corporation Limited and other government entities. The RoC directed our Company to furnish information/explanation regarding these allegations. On July 3, 2023, our Company submitted a detailed response ("**Response**"), denying all allegations and affirming its commitment to the highest standards of ethics, transparency, and compliance with all applicable laws. Further, our Company submitted that the contracts are awarded based on track record, technical and financial criteria set by the respective government authorities, which have mechanisms in place for due diligence and enforcement to ensure that the contracted company fulfils its obligations and adheres to the terms and conditions specified in the contract/ tender awarded. No subsequent notice or letter has been received from the RoC following the submission of our Response.

Other material pending proceedings

1. The Commissioner of Customs (Port), Kolkata ("**Appellant**") has filed an appeal dated June 20, 2025 ("**Appeal**"), before the High Court at Calcutta ("**Court**") against our Company ("**Respondent**"), challenging the order bearing reference number 77510/2024 dated November 13, 2024 (the "**Impugned Order**"), passed by the Customs, Excise and Service Tax Appellate Tribunal, EZB, Kolkata ("**Tribunal**"). The Appellant has filed the Appeal alleging that our Company had imported goods without paying duty under two advance authorizations numbers dated January 4, 2013, and April 9, 2013 ("**Advance Authorizations**"), availed exemption under the Notification No. 96/2009-Customs dated September 11, 2009 ("**Notification**") and had allegedly diverted such imported goods in the form of finished goods into the domestic market, violating the conditions of the Advance Authorizations, the applicable foreign trade policy and the Notification. The Appeal alleged that, pursuant to a show cause notice dated November 9, 2017, the customs authorities had *inter alia*, proposed to recover pending customs duty of ₹94.67 million from the Respondent. The Appellant has, *inter alia*, sought admission of the Appeal and a stay against the Impugned Order. The matter is currently pending.

2. North Bihar Power Distribution Company Limited ("**Petitioner**") had filed a writ petition dated July 25, 2025 read with an interim application dated September 19, 2025 (together the "**Application**") before the High Court of Judicature at Patna ("**Court**") against our Company and another respondent (collectively, the "**Respondents**"), seeking to quash orders dated July 4, 2025, July 18, 2025, and September 6, 2025, passed by a sole arbitrator ("**Impugned Orders**") for an amount in dispute of ₹45.78 million along with pending bank guarantees given by our Company, amounting to ₹123.14 million. The Application alleged, *inter alia*, that (i) no prior notice under section 21 of the Arbitration and Conciliation Act, 1996 ("**Act**") was served on the Petitioner; (ii) the chief engineer was not authorised to act on behalf of the Petitioner for purposes of the arbitration agreement, and (iii) the arbitral tribunal was illegally constituted. The Petitioner has accordingly prayed that the Court allow the amendment and quash the Impugned Orders and the constitution of the arbitral tribunal. In response to the Application, our Company has filed a counter-affidavit dated March 16, 2026, contending *inter alia*, that (i) the Application is not maintainable under the Act, (ii) the contractual dispute resolution mechanism under the agreement between the partis was duly followed, and (iii) the Petitioner failed to nominate its arbitrator within the contractual period. Our Company further alleged that multiple attempts were given to the Petitioner before the arbitral tribunal, but the Petitioner failed to appear and has filed the Application to delay the arbitral proceedings. The matter is currently pending before the Court.

3. South Bihar Power Distribution Company Limited ("**Petitioner**") has filed a writ petition before the High Court of Judicature at Patna ("**Court**") against our Company ("**Respondent 1**") and Sri Anil Kumar Jha("**Respondent 2**") (collectively "**Respondents**") under Article 226 of the Constitution of India, seeking to issue a writ calling upon the Respondents to show cause as to why the order dated June 23, 2025 passed

by Respondent 2 as a sole arbitrator should not be held illegal, arbitrary and malafide ("**Impugned Order**"),and stay of the operation of the Impugned Order whereby an award of ₹33.42 million was granted to our Company, along with refund of pending bank guarantees amounting to ₹118.86 million and other costs. The Petitioner alleged, *inter alia*, that the letter dated April 5, 2025, issued by our Company and addressed to the Project Manager should not be treated as a valid notice under section 21 of the Arbitration and Conciliation Act, 1996 ("**Act**") or in accordance with Clause 42.2.2 of the General Conditions of Contract ("**GCC**") entered into between the Petitioner and the Respondent 1. Further, the Petitioner alleged, that the Impugned Order was illegal as it was passed ex-parte, without giving any notice to the Petitioner; and that there was a negative price variation amounting to ₹33.42 million on part of our Company under the GCC. Accordingly, the Petitioner has prayed before the Court to, *inter alia,* quash the Impugned Order, restrain the arbitral proceedings, and stay the operation of the Impugned Order during the pendency of the writ petition. The matter is currently pending.

Material tax proceedings

Nil

Outstanding litigation by our Company

Criminal proceedings

1. Our Company has filed a criminal complaint before the Chief Judicial Magistrate, Bankura ("**CJM Bankura**") against Ashadul Mondal and Abutaher Gazi (together, the "**Accused**") under Sections 173(4) and 175(3) of the Bharatiya Nagarik Suraksha Sanhita, 2023. The complaint alleged that the Accused, who were engaged as sub-contractors under a tri-partite agreement, committed criminal breach of trust and misappropriated costly construction materials entrusted to them for the RDSS Bankura project, resulting in losses exceeding ₹2.50 million. Despite submitting written complaints to the Gangajalghati Police Station ("**Police Station**") and the Superintendent of Police, Bankura, no action was taken, nor a first information report ("**FIR**") was lodged by the police. The CJM Bankura has directed the Police Station, to treat the complaint as an FIR and initiate investigation over the matter. The matter is currently pending investigation.

2. Our Company has filed a written complaint dated February 18, 2025, with the Cyber Crime Police Station, Kolkata and another complaint dated March 11, 2025, with Kasba Police Station (together with the Cyber Crime Police Station, Kolkata, "**Authorities**") against unknown persons alleging the commission of offenses under the Bharatiya Nyaya Sanhita, 2023, and the Information Technology Act, 2000. Our Company alleged that unknown persons have fraudulently impersonated both our Company and one of our suppliers, Eren Transformer, by creating deceptively similar email domains and forging electronic documents, to induce our Company into transferring a total of USD 102,260 to bank accounts controlled by the accused. The accused misrepresented themselves as agents of Eren Transformer by offering a false promotional discount, provided fictitious bank account details, and corresponded using forged email domains resembling those of our Company and the supplier. Upon discovery of the fraud, our Company immediately notified its banker to initiate steps for recovery of the funds. Our Company has requested that the Authorities treat the complaint as a first information report and initiate an investigation. The matter is currently pending investigation.

3. Our Company filed a criminal application against Rinku Singh, proprietor of Bhavna Construction ("**Accused**") before the Chief Judicial Magistrate of Banda ("**CJM Banda**") to direct the police officer in-charge of Banda to lodge a first information report against the Accused ("**Application**"). The Accused breached the conditions of the agreement dated July 29, 2023, for the work of erecting poles and electric wires for one of the projects of our Company in Banda division and stole equipment given by our Company for work completion. The CJM Banda vide order dated April 30, 2025, directed the concerned police station of Banda division to register the application. The matter is currently pending.

4. Our Company filed a criminal application against Mohit Kumar, proprietor of Chaitanya Saraswat Enterprises Construction ("**Accused**") before the Chief Judicial Magistrate of Banda ("**CJM Banda**") to direct the police officer in-charge of Banda to lodge a first information report against the Accused. ("**Application**"). The Accused breached the conditions of the agreement dated December 28, 2022, for the work of erecting poles and electric wires for one of the projects of our Company in Banda division and stole equipment given by our Company for work completion. The CJM Banda vide order dated April 30, 2025, directed the concerned police station of Banda division to register the application. The matter is currently pending investigation.

5. Our Company filed a criminal application against Bhim Singh, proprietor of Maa Kali Enterprise Construction ("**Accused**") before the Chief Judicial Magistrate of Banda ("**CJM Banda**") to direct the police officer in-charge of Banda to lodge a first information report against the Accused. ("**Application**") The Accused breached the conditions of the agreement dated January 8, 2024, for the work of erecting poles and electric wires for one of the projects of our Company in Banda division and stole equipment given by our Company for work completion. The CJM Banda vide order dated April 30, 2025, directed the concerned police station of Banda division to register the first information report. The matter is currently pending investigation.

6. Our Company filed a criminal application against Dablu Singh, proprietor of Maa Santoshi Enterprises Construction ("**Accused**") before the Chief Judicial Magistrate of Banda ("**CJM Banda**") to direct the police officer in-charge of Banda to lodge a first information report against the Accused. ("**Application**") The Accused breached the conditions of the agreement dated August 17, 2023, for the work of erecting poles and electric wires for one of the projects of our Company in Banda division and stole equipment given by our Company for work completion. The CJM Banda vide order dated April 30, 2025, directed the concerned police station of Banda division to register the first information report. The matter is currently pending investigation.

7. Our Company filed a criminal application against Devendra Kumar Gupta, proprietor of Bittu Enterprises Construction ("**Accused**") before the Chief Judicial Magistrate of Banda ("**CJM Banda**") to direct the police officer in-charge of Banda to lodge a first information report against the Accused. ("**Application**") The Accused breached the conditions of the agreement dated August 12, 2023, for the work of erecting poles and electric wires for one of the projects of our Company in Banda division and stole equipment given by our Company for work completion. The CJM Banda vide order dated April 30, 2025, directed the concerned police station of Banda division to register the first information report. The matter is currently pending investigation.

8. Our Company has filed a criminal complaint dated December 19, 2025, before the Chief Judicial Magistrate, Cooch Behar ("**CJM Cooch Behar**") against Pranab Dakuya, proprietor of Sujay Electric (the "**Accused**") under Section 175(3) of the Bharatiya Nagarik Suraksha Sanhita, 2023. Our Company had engaged the Accused as a sub-contractor under an agreement dated October 16, 2024 ("**Agreement**"), in lieu of the RDSS Cooch Behar state project awarded to our Company ("**Project**"). The complaint alleged that the Accused had only partially performed its obligations under the Agreement, committed criminal breach of trust and misappropriated costly construction material entrusted on the Accused by our Company for the Project, resulting in losses amounting to ₹2.35 million. Despite our Company reaching out to the Accused, submitting a written complaint to the Inspector-in-charge, Kotwali Police Station ("**Police Station**") no action was taken. Accordingly, our Company has prayed before the CJM Cooch Behar to treat the complaint as a first information report ("**FIR**") against the Accused and initiate an investigation. Accordingly, an FIR has been filed dated February 4, 2026. The matter is currently pending investigation.

9. Our Company has filed a criminal complaint dated December 19, 2025, before the Chief Judicial Magistrate, Cooch Behar ("**CJM Cooch Behar**") against Anarul Miah, proprietor of Anarul Miah (the "**Accused**") under section 175(3) of the Bharatiya Nagarik Suraksha Sanhita, 2023. Our Company had engaged the Accused as a sub-contractor under an agreement dated January 03, 2024 ("**Agreement**"), in lieu of the RDSS Cooch Behar state project awarded to our Company ("**Project**"). The complaint alleged that the Accused had only performed partly performed its obligations under the Agreement, committed criminal breach of trust and misappropriated costly construction material entrusted on the Accused by our Company for the Project, resulting in losses amounting to ₹2.20 million. Despite our Company reaching out to the Accused, submitting a written complaint to the Inspector-in-charge, Kotwali Police Station ("**Police Station**") no action was taken. Accordingly, our Company has prayed before the CJM Cooch Behar to treat the complaint as a first information report ("**FIR**") against the Accused and initiate an investigation. Accordingly, an FIR has been filed dated February 4, 2026. The matter is currently pending investigation.

10. Our Company has filed a criminal complaint dated December 19, 2025, before the Chief Judicial Magistrate, Cooch Behar ("**CJM Cooch Behar**") against Mukesh Seikh, proprietor of R.M Enterprise (the "**Accused**") under section 175(3) of the Bharatiya Nagarik Suraksha Sanhita, 2023. Our Company had engaged the Accused as a sub-contractor under an agreement dated February 22, 2024 ("**Agreement**"), in lieu of the RDSS Cooch Behar state project awarded to our Company ("**Project**"). The complaint alleged that the Accused had only performed partly performed its obligations under the Agreement, committed criminal breach of trust and misappropriated costly construction material entrusted on the Accused by our Company for the Project, resulting in losses amounting to ₹2.30 million. Despite our Company reaching out to the Accused, submitting

a written complaint to the Inspector-in-charge, Kotwali Police Station ("**Police Station**") no action was taken. Accordingly, our Company has prayed before the CJM Cooch Behar to treat the complaint as a first information report ("**FIR**") against the Accused and initiate an investigation. Accordingly, an FIR has been filed dated February 5, 2026. The matter is currently pending investigation.

11. Our Company has filed a criminal complaint dated December 19, 2025, before the Chief Judicial Magistrate, Cooch Behar ("**CJM Cooch Behar**") against Selim Yusuf, proprietor of Sara Enterprise (the "**Accused**") under section 175(3) of the Bharatiya Nagarik Suraksha Sanhita, 2023. Our Company had engaged the Accused as a sub-contractor under an agreement dated May 14, 2024 ("**Agreement**"), in lieu of the RDSS Cooch Behar state project awarded to our Company ("**Project**"). The complaint alleged that the Accused had only performed partly performed its obligations under the Agreement, committed criminal breach of trust and misappropriated costly construction material entrusted on the Accused by our Company for the Project, resulting in losses amounting to ₹1.48 million. Despite our Company reaching out to the Accused, submitting a written complaint to the Inspector-in-charge, Kotwali Police Station ("**Police Station**") no action was taken. Accordingly, our Company has prayed before the CJM Cooch Behar to treat the complaint as a first information report ("**FIR**") against the Accused and initiate an investigation. Accordingly, an FIR has been filed dated February 5, 2026. The matter is currently pending investigation.

12. Our Company has filed a written complaint dated December 27, 2025 before the Officer-in-charge, Kasba Police Station, Kolkata ("**Police Station**") against unknown people (the **"Accused"**) alleging that the Accused engaged in criminal conspiracy by unauthorised use of our Company's name, letterhead, and envelope by forging our Company's name and sending anonymous letters containing false, defamatory and malicious information to governmental authorities on our Company's letterhead and envelope. Accordingly, our Company has requested the Police Station to treat the complaint as a first information report ("**FIR**") against the Accused and initiate an investigation. Accordingly, an FIR has been filed dated February 5, 2026. The matter is currently pending investigation.

13. Our Company has filed a written complaint dated June 25, 2026, before the Inspector-in-charge, Chopra Police Station, West Bengal ("**Police Station**") alleging that unknown miscreants (the "**Accused**") trespassed into one of our Company's power plants ("**Site**"), stole copper cables, caused permanent damage to several solar modules, and other equipment at the Site, thereby causing financial loss to our Company amounting to approximately ₹0.40 million, and damage to public infrastructure. Accordingly, our Company requested the Police Station to treat the complaint as a first information report ("**FIR**") against the Accused and take necessary action. Accordingly, such complaint has been registered as an FIR dated June 26, 2026, under sections 136(1)(a) and 139 of the Electricity Act, 2003, before the Police Station. The matter is currently pending investigation.

14. Our Company has filed a written complaint dated June 25, 2026, before the Inspector-in-charge, Chopra Police Station, West Bengal ("**Police Station**") alleging that unknown miscreants (the "**Accused**") trespassed into one of our Company's power plants ("**Site**"), stole copper cables, caused permanent damage to several solar modules, and other equipment at the Site, thereby causing financial loss to our Company amounting to approximately ₹0.87 million, and damage to public infrastructure. Accordingly, our Company requested the Police Station to treat the complaint as a first information report ("**FIR**") against the Accused and take necessary action. Accordingly, such complaint has been registered as an FIR dated June 26, 2026, under sections 136(1)(a) and 139 of the Electricity Act, 2003, before the Police Station. The matter is currently pending investigation.

15. Our Company has filed a written complaint dated May 15, 2026, before the Inspector-in-charge, Chopra Police Station, West Bengal ("**Police Station**") alleging that unknown miscreants (the "**Accused**") vandalised several solar modules at one of our Company's power plants by pelting stones, thereby causing financial loss to our Company amounting to ₹1.25 million. Accordingly, our Company requested the Police Station to treat the complaint as a first information report ("**FIR**") against the Accused and take necessary action. Accordingly, such complaint has been registered as an FIR dated May 16, 2026, under sections 136(1)(a) and 139 of the Electricity Act, 2003, before the Police Station. The matter is currently pending investigation.

16. Our Company has filed a written complaint dated May 30, 2026 ("**Letter**"), before the Inspector-in-charge, Domjur Police Station, West Bengal ("**Police Station**") alleging theft, criminal breach of trust and dishonest misappropriation of copper cables and other property belonging to our Company by Alok Transport Private Limited (the "**Accused**") for an amount of approximately ₹1.20 million ("**Consignment**"). The Letter alleged that the Accused has misappropriated certain goods from the Consignment which were thereby found to be missing at the time of delivery in Kerala. Further, despite follow-ups with the Accused, the Accused failed to

provide any satisfactory explanation to our Company and denied taking any responsibility for the missing Consignment. Accordingly, our Company requested the Police Station to register the Letter as a first information report ("**FIR**"), take strict legal action against the Accused, and recover the Consignment. Therefore, the Letter was registered as an FIR dated May 30, 2026, under section 316(3) of the Bharatiya Nyaya Sanhita, 2023, before the Police Station. The matter is currently pending for investigation.

17. Our Company has filed a written complaint dated May 25, 2026 ("**Letter**"), before the station house officer, Sarawan Police Station, Jharkhand ("**Police Station**") alleging embezzlement of goods, theft and criminal breach of trust by Ran Chandra Pani (the "**Accused**") causing financial loss to our Company of an amount aggregating to ₹7.60 million. The letter alleged that the Accused was working as a store in-charge who was tasked with stock management and security of certain goods belonging to our Company. The Letter alleged that during internal stock investigation a significant shortage of goods was discovered, which the Accused has admitted to having sold to outside scrap dealers in his self-declaration to our Company dated May 19, 2026. Accordingly, our Company requested the Police Station to treat the Letter as a first information report ("**FIR**") against the Accused and take necessary action. Therefore, the Letter has been registered as an FIR dated May 24, 2026, under sections 303(2), 316(2) and 316(4), of the Bharatiya Nyaya Sanhita, 2023 before the Police Station. The matter is currently pending for investigation.

18. Our Company has filed a written complaint dated November 22, 2025, before the Inspector-in-charge, Araul Police Station, Kanpur, Uttar Pradesh ("**Police Station**") alleging that unknown miscreants (the "**Accused**") stole approximately 7.50 kilometres of copper cables, thereby causing serious financial loss to our Company, and a disruption in the work schedule of our Company. Our Company and its contractor had previously reported this incident to the Police Station on March 28, 2025, and September 22, 2025, but no action was taken. Accordingly, our Company requested the Police Station to treat the complaint as a first information report ("**FIR**") against the Accused and take necessary action. Accordingly, such complaint has been registered as an FIR dated November 22, 2025, under sections 303(2) of the Bharatiya Nyaya Sanhita, 2023. The matter is currently pending for investigation.

19. Our Company sent a written complaint dated December 3, 2025, to the Inspector-in-charge, Gajner Police Station, Kanpur, Uttar Pradesh ("**Police Station**") alleging that unknown miscreants (the "**Accused**") cut and stole approximately 8.65 kilometres of copper cables and other electrical equipment, thereby causing serious financial loss to our Company, and a disruption in the work schedule of our Company. Our Company and its contractor had previously reported this incident to the Police Station on May 13, 2025, and September 22, 2025, but no action was taken. Accordingly, our Company requested the Police Station to treat the complaint as a first information report ("**FIR**") against the Accused and take necessary action. Accordingly, such complaint has been registered as an FIR dated December 3, 2025, under sections 303(2) of the Bharatiya Nyaya Sanhita, 2023. The matter is currently pending for investigation.

Other material pending proceedings

1. Our Company ("**Petitioner**") has filed a civil writ petition ("**Petition**") under Article 226 of the Constitution of India against the State of Bihar and others ("**Respondents**") before the High Court of Judicature at Patna ("**Patna High Court**") seeking directions for a refund of 1% labour cess deducted by North Bihar Power Distribution Company Limited ("**Respondent No. 3**") during the period 2017 to 2021, under the Building and Other Construction Workers' Welfare Cess Act, 1996, read with the Building and Other Construction Workers' Welfare Cess Rules, 1998, and the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996. The cess, amounting to ₹86.67 million, was deducted by Respondent No. 3 for supply and erection work executed by the Petitioner, which did not involve any construction work and construction workers. The matter is currently pending.

2. Our Company has initiated arbitration proceedings against North Bihar Power Distribution Company Limited ("**Respondent**") before the sole arbitrator in connection with disputes arising from the contract for reconductoring and re-strengthening of existing high-tension feeders (33KV and 11KV) and low-tension lines along with allied works in rural areas of the Saharsa Circle on a turnkey basis, awarded pursuant to letters of award dated March 23, 2018. The arbitration was invoked following the Respondent's rejection of our Company's claim regarding payment of ₹45.78 million along with release of pending bank guarantees amounting to ₹123.14 million, as contended by our Company being made as per the price variation clause under the contract entered into by both parties. The matter is currently pending.

3. Our Company ("**Petitioner**") has filed an application under Section 9 of the Arbitration and Conciliation Act, 1996 ("**Section 9 Application**"), before the Court of Principal District Judge, Patna ("**PDJ, Patna**"), against

North Bihar Power Distribution Company Limited and others. ("**Respondents**"), seeking interim reliefs, including restraining and prohibiting the Respondents from making any recovery against the Petitioner or from encashing the bank guarantees submitted by the Petitioner amounting to ₹123.14 million (collectively "**Interim Reliefs**"). The PDJ, Patna being satisfied admitted the application and has granted the Interims Reliefs until the appearance of the Respondents. The matter is currently pending.

4. Our Company ("**Petitioner**") has filed a suit for injunction before the Commercial Court at Alipore ("**Commercial Court**") against HDFC Bank Limited and other banks ("**Respondents 1-3**"), and South Bihar Power Development Corporation ("**Respondent No. 4**"), seeking *inter alia*, injunctive reliefs restraining the Respondents 1-3 from giving effect to five unconditional bank guarantees aggregating to approximately ₹118.86 million ("**Bank Guarantees**"), with Respondent No. 4 being the sole beneficiary thereof, which had been issued by the Petitioner to Respondents 1-3, in lieu of a turnkey contract entered into by the Petitioner and Respondent No. 4. Further, our Company formally invoked arbitration on April 5, 2025. While an arbitral award was passed by the Commercial Court on January 21, 2026, which has directed Respondent No. 4 to return the Bank Guarantees, it is alleged that the same has not been done yet. Subsequently, the Commercial Court had granted an ad-interim order of injunction dated February 4, 2026, in favour of the Petitioner, which has been extended till August 21, 2026, *vide* order dated July 4, 2026. The matter is currently pending.

5. Our Company ("**Award Holder**") has filed an execution petition before the Court of the Learned Principal District and Sessions Judge, Patna Civil Court at Patna ("**Court**") against South Bihar Power Distribution Company Limited ("**Judgment Debtor**") under Section 36 of the Arbitration and Conciliation Act, 1996 and Order XXI Rule 11 of the Code of Civil Procedure, 1908, for enforcement of the arbitral award dated January 21, 2026, read with corrigendum dated February 14, 2026 ("**Award**"). The Award was passed in favour of our Company in relation to the contract for *inter alia*, reconductoring and re-strengthening of existing feeders and transmission lines in rural areas of Patna on a turnkey basis under a contract dated March 23, 2018 ("**Contract**"). The execution petition states that no notice of appeal or objection under Section 34 of the Arbitration and Conciliation Act, 1996 was received against the Award, even though the Judgment Debtor filed an interim application dated January 27, 2026, before the Hon'ble Patna High Court seeking to stay the Award, which was not granted. Accordingly, our Company has sought for *inter alia*, the execution of the Award amounting to ₹11.19 million, including directions to the Judgment Debtor to return five bank guarantees aggregating to approximately ₹118.86 million, realization of the awarded amount together with future interest, and attachment of the assets of the Judgment Debtor. The matter is currently pending.

6. Our Company ("**Petitioner**") has filed a writ petition before the High Court at Calcutta ("**Court**") against the Union of India and others ("**Respondents**") under Article 226 of the Constitution of India, challenging, *inter alia*, Rule 96(10) of the Central Goods and Services Tax Rules, 2017 and the West Bengal Goods and Services Tax Rules, 2017 (collectively, the "**Impugned Rule**"), and the order in original dated December 23, 2025 passed by the Assistant Commissioner of Revenue, Government of West Bengal under section 73 of the CGST Act and the West Bengal Goods and Services Tax Act, 2017 ("**Impugned Order**"). The Petitioner had imported goods under advance authorisation licences dated May 27, 2019, and August 28, 2020 ("**Advance Authorisations**"), and had subsequently paid tax aggregating to ₹64.66 million, along with interest of ₹9.63 million, on July 26, 2021, and availed input tax credit of such amount. The Petitioner alleged that despite such payment, the Respondents issued audit notices and thereafter passed the Impugned Order, *ex-parte*, for the entire tax amount of ₹64.66 million, along with interest of ₹50.57 million and penalty of ₹12.93 million, on the ground that the challans were not reflecting on the relevant portals / records and the credit was availed in a subsequent financial year, resulting in double taxation and violation of principles of natural justice. Accordingly, the Petitioner has *inter alia* sought, a declaration that the omission of the Impugned Rule without any saving clause renders it non-existent in law, that the Impugned Rule is unconstitutional and ultra vires, that the Accused should refund the ₹74.29 million along with applicable interest to the Petitioner, and that the Impugned Order should be quashed. The matter is currently pending before the Court.

Material tax proceedings

1. Our Company ("**Appellant**") has filed an appeal under Section 129A(1) of the Customs Act, 1962 before the Customs, Excise and Service Tax Appellate Tribunal, Regional Bench at Kolkata ("**Tribunal**") against the Commissioner (Appeals), Bhubaneswar, GST, Central Excise and Customs (collectively, the "Respondent"), challenging Order in Appeal No. 215/CUS/CCP/2025 dated September 29, 2025 ("**Impugned Order**"). Our Company had obtained two advance authorization licences dated May 27, 2019, and August 28, 2020 ("Advance Authorizations") for import of aluminium ingot, wires, and rods. Our Company submitted that, during the period from May 2020 to November 2020, our Company imported duty free goods under five bills

of entry and inadvertently availed exemption from integrated goods and services tax ("**IGST**") in addition to basic customs duty under Notification No. 18/2015-Customs dated April 1, 2015 ("**Notification**"). Our Company further submitted that it applied, for amendment of such bills of entry under Section 149 of the Customs Act, 1962 on April 7, 2021, and paid IGST aggregating to ₹64.66 million along with interest aggregating to ₹9.63 million on July 26, 2021, but the Respondent rejected such request pursuant to their orders dated April 26, 2021, and May 19, 2021, which was also upheld by the Impugned Order. Accordingly, our Company has, inter alia, sought setting aside of the Impugned Order and the orders dated April 26, 2021, and May 19, 2021, allowance of its application for amendment of the five bills of entry under the Advance Authorizations, and in the alternative, refund with interest the IGST amount paid by our Company. The matter is currently pending.

Litigation involving our Promoters

Outstanding litigations against our Promoters

Criminal proceedings

Nil

Disciplinary actions including penalties imposed by the Stock Exchanges in the last five Financial Years

Nil

Actions by regulatory/ statutory authorities

Nil

Other material pending proceedings

Nil

Outstanding litigations by our Promoters

Criminal proceedings

Nil

Other material pending proceedings

Nil

Litigation involving our Directors

Outstanding litigations against our Directors

Criminal proceedings

1. The Uttar Pradesh Pollution Control Board ("**UPPCB**") filed three complaints bearing nos. 2750/2018, 2730/2018 and 2737/2018 with Special Judicial Magistrate (Pollution Control), Lucknow, under Section 43 of the Water (Prevention and Control of Pollution) Act, 1974, against Bajaj Hindusthan Sugar Limited ("**BHSL**") and its then-directors ("**Respondents**"), including Shalu Laxmanraj Bhandari who is an independent director in BHSL. The complaints alleged that trade effluent samples collected from BHSL's Kinauni sugar unit on March 5, 2018, Budhana sugar unit on March 7, 2018, and Gangnauli sugar unit on April 10, 2018, were found to be polluted. The respective trial courts, *vide* orders dated April 24, 2019, April 26, 2019, and April 20, 2019 respectively, took cognizance of the complaints and issued summons against the Respondents, directing them to appear before it. Challenging the order for summons, the Respondents filed applications under Section 482 of the Code of Criminal Procedure, 1973, before different benches of the Hon'ble High Court of Allahabad ("**High Court**"). The Allahabad High Court, *vide* interim orders dated September 30, 2019 and order dated October 21, 2019, directed that proceedings of complaint no. 2737/2018 (Kinauni Unit) and complaint no. 2730/2018 (Gangnauli unit), respectively before the Trial Court be stayed until the disposal of applications under Section 482 of the Code of Criminal Procedure, 1973 pending before the High Court of Allahabad. The application under Section 482 of the Code of Criminal Procedure, 1973 filed before the Allahabad High Court, Lucknow Bench has been disposed off *vide* an order dated September

27, 2022, directing to keep the proceeding of complaint no.2750/2018 (Budhana unit) pending until the disposal of appeal pending before the Hon'ble Supreme Court of India, in which the order dated August 08, 2018 passed by the National Green Tribunal, New Delhi's in OA No.231/2014 is under challenge.

Actions by regulatory/ statutory authorities

Nil

Other material pending proceedings

Nil

Outstanding litigations by our Directors

Criminal proceedings

1. An application was filed in January 2023 by Shalu Laxmanraj Bhandari ("**Petitioner**") against A. Chaudhary ("**Respondent**") before the FC, Bandra under Section 18(1), 18(2)(a)(b) and 20(1) of the HM Act for interim maintenance and other ancillary relief, for which the Respondent has moved a petition in the Supreme Court for transfer of this matter to the FC, Jodhpur. The Petitioner has filed an Application under article 142 in reply to the aforesaid transfer petition of the Respondent for all the matters to be heard together by the Supreme Court. In April 2022, the Petitioner has lodged a first information report under section 154 of the CrPC, at Bangur Nagar Police Station, Mumbai, against the Respondent and others in relation to section 498A of IPC for which a chargesheet was filed in 2022 and also filed an application under Section 12 and 18 of the PWDV Act, against the Respondent and others before the Additional Metropolitan Magistrate, Borivali in December 2021 for necessary protection, pursuant to which an interim order dated January 9, 2024 directing the Respondent to pay interim maintenance has been passed, against which the Respondent has filed an appeal in the above matter. The Respondent had filed an application for separation under section 13 of the HM Act against the Petitioner before the FC, Jodhpur in July 2020 in which an interim order dated July 14, 2025 has been passed, against which the Respondent has filed an appeal in HC, Jodhpur in the above matter and stay has been passed for interim order. The Respondent has filed a writ petition in the HC, Mumbai in June 2025 for quashing of the chargesheet in relation to section 498A of IPC. As on date, all abovementioned matters are pending before the respective Courts.

Other material pending proceedings

Nil

Litigation involving our Subsidiaries

Outstanding litigation against our Subsidiaries

Criminal proceedings

Nil

Actions by regulatory/ statutory authorities

Nil

Other material pending proceedings

Nil

Outstanding litigation by our Company

Criminal proceedings

Nil

Other material pending proceedings

Nil

Litigation involving our Key Managerial Personnel

Outstanding litigations against our Key Managerial Personnel

Criminal proceedings

Nil

Actions by regulatory/ statutory authorities

Nil

Outstanding litigations by our Key Managerial Personnel

Criminal proceedings

Nil

Litigation involving our Senior Management

Outstanding litigations against our Senior Management

Criminal proceedings

Nil

Actions by regulatory/ statutory authorities

Nil

Outstanding litigations by our Senior Management

Criminal proceedings

Nil

Tax proceedings

There are no outstanding tax proceedings involving our Company, Promoters or Directors except the ones mentioned below.

Nature of case	Number of cases(1)	Aggregate amount involved to the extent ascertainable(1) (₹ in million)
Company		
Direct tax	1	2.30
Indirect tax	4	233.54
Promoters		
Direct tax	4	5.68
Indirect tax	Nil	Nil
Directors		
Direct tax	4	5.68
Indirect tax	Nil	Nil
Subsidiaries		
Direct tax	Nil	Nil
Indirect tax	Nil	Nil

(2) *As certified by V Jalan & Co., Chartered Accountants, by way of their certificate dated August 13, 2026.*

Outstanding dues to creditors

In terms of the Materiality Policy, such creditors are considered 'material' to whom the amount due exceeds 5% of the restated consolidated trade payables of our Company, on a consolidated basis, as at March 31, 2026. The consolidated trade payables of our Company as at March 31, 2026, was ₹2,554.72 million, owed to a total of 1,175 creditors. Accordingly, a creditor has been considered ‘material’ if the amount due to such creditor exceeds ₹127.74 million as at March 31, 2026.

The details of outstanding dues owed to MSME creditors, material creditors and other creditors, as at March 31, 2026, are set out below:

Type of creditors	Number of creditors[(1)]	Amount involved[(1)] (₹ in million)
Dues to micro, small and medium enterprises*	454	683.86
Dues to material creditors	3	984.71
Dues to other creditors*	718	886.15
Provision for interest on outstanding dues to micro and small enterprises	-	-
Total	**1,175**	**2,554.72**

(1) *As certified jointly by Singhi & Co., Chartered Accountants and SDP and Associates, Chartered Accountants, by way of their certificate dated August 20, 2026.*

* *Excluding material creditors.*

The details pertaining to outstanding dues to the material creditors along with names and amounts involved for each such material creditor are available on the website of our Company at https://luminoindustries.com/outstanding-dues-to-the-material-creditors/.

Confirmation

Except as disclosed in this Prospectus, there are no findings or observations of any of the inspections by SEBI or any other regulatory authority in India, which are material and which needs to be disclosed, or non-disclosure of which may have a bearing on the investment decision of prospective investors in the Offer.

Material Developments

Except as stated in the section “***Management’s Discussion and Analysis of Financial Condition and Results of Operations***” on page 383, there have not arisen, since the date of the last financial information disclosed in this Prospectus, any circumstances which materially and adversely affect, or are likely to affect, our operations, our profitability taken as a whole or the value of our assets or our ability to pay our liabilities within the next 12 months from the date of the filing of this Prospectus.

GOVERNMENT AND OTHER APPROVALS

*Our business requires various approvals issued by relevant central and state authorities under various rules and regulations. Set out below is an indicative list of consents, licenses, registrations, permissions, and approvals obtained by our Company which is considered material and necessary for the purposes of undertaking their respective businesses and operations ("**Material Approvals**"). Some of these may expire in the ordinary course of business, the applications for renewal of which are submitted in accordance with applicable procedures and requirements.*

*Unless otherwise stated, these Material Approvals are valid as on the date of this Prospectus. Except as disclosed in this section, no further Material Approvals are required for carrying on the present business operations of our Company. For further details in connection with the regulatory and legal framework within which we operate, see "**Key Regulations and Policies in India**" on page 280.*

*For details of risk associated with not obtaining or delay in obtaining the requisite approvals, see "**Risk Factors – We are subject to various laws and extensive government regulations and if we fail to obtain, maintain or renew our statutory and regulatory licenses, permits and approvals required in the ordinary course of our business, including environmental, health and safety laws and other regulations, our business financial condition, results of operations and cash flows may be adversely affected**" on page 55. For details of approvals and other authorisations obtained by the Company and the Selling Shareholders in relation to the Offer, see "**Other Regulatory and Statutory Disclosures – Authority for the Offer**" on page 446. For incorporation details of our Company, see "**History and Certain Corporate Matters – Brief history of our Company**" on page 286.*

I. Material Approvals obtained in relation to the business and operations of our Company

We require various approvals, licenses and registrations under regulatory bodies, central and several state-level acts, rules and regulations to carry on our business activities and operations in India. Our Company has obtained the following Material Approvals pertaining to their respective businesses and operations, as applicable:

(i) License to work a factory under the Factories Act, 1948, as amended, issued by the State Government of West Bengal for our Manufacturing Unit I and Manufacturing Unit II.

(ii) License to carry on offensive or dangerous trade issued by the Domjur Panchayat Samiti for our Manufacturing Unit I.

(iii) Authorisation under the Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016, for our Manufacturing Unit I and Manufacturing Unit II.

(iv) License for storage of petroleum issued by the Petroleum and Explosives Safety Organisation under the Petroleum Rules, 2002, as amended, for our Manufacturing Unit I.

(v) License for factory issued by the Gram Panchayat of Begari for our Manufacturing Unit I and Manufacturing Unit II.

(vi) License for warehouse issued by the Gram Panchayat of Begari for our Warehouse Unit I, Warehouse Unit II, Warehouse Unit III and Warehouse Unit IV.

(vii) Trade license issued by Kolkata Municipal Corporation under the Kolkata Municipal Corporation Act, 1980 for our Registered and Corporate Office.

(viii) Consent to operate from the West Bengal Pollution Control Board under the Water (Prevention and Control of Pollution) Act, 1974, and the Air (Prevention and Control of Pollution) Act, 1981, including exemptions, as applicable, for our Manufacturing Unit I, Manufacturing Unit II, Warehouse Unit I, Warehouse Unit II, Warehouse Unit III and Warehouse Unit IV;

(ix) Licenses from the Bureau of Indian Standards for our Manufacturing Unit I.

(x) Certificates from the International Organization for Standardization (ISO) and UL Solutions for our products.

(xi) Certificate of importer-exporter code issued by the Directorate General of Foreign Trade, Ministry of Commerce and Industry, Government of India.

(xii) Status holder certificate issued by the Directorate General of Foreign Trade, Ministry of Commerce and Industry, Government of India.

(xiii) Certificate of authorized economic operator (AEO) issued by the Central Board of Indirect Taxes and Customs, Ministry of Finance, Government of India.

(xiv) Certificate issued by the Public Health Engineering Directorate under the West Bengal Factories Rules, 1958, for our Manufacturing Unit I, and Manufacturing Unit 2.

(xv) Certificate issued by the ground water resources development authority under the West Bengal Ground Water Resources (Management, Control and Regulation) Act, 2005, for our Manufacturing Unit I.

II. Tax related approvals obtained by our Company

(i) The permanent account number of our Company is AABCL0720E issued by the Income Tax Department, Government of India.

(ii) The tax deduction account number of our Company is CALL01667B issued by the Income Tax Department, Government of India.

(iii) Professional taxpayer registration certificates under the West Bengal State Tax on Professions, Trades, Callings and Employment Act, 1979, the Assam Professions, Trades, Callings and Employment Act, 1947, the Bihar State Tax on Professions, Trades, Callings and Employment Act, 2011, and the Gujarat State Tax on Professions, Trades, Callings and Employments Act, 1976.

(iv) Our Company has obtained the Goods and Services Tax registration certificates issued by the Government of India in various states.

III. Labour and Employee related approvals obtained by our Company

(i) Under the provisions of the Employees Provident Fund and Miscellaneous Provisions Act, 1952, our Company has been allotted Employees Provident Fund establishment code on August 19, 2002, by the Employees Provident Fund Organisation.

(ii) Under the provisions of the Employees' State Insurance Act, 1948, our Company has been allotted code on November 11, 1999, by the Employees' State Insurance Corporation.

(iii) Registration to act as an employer under the provisions of the West Bengal State Tax on Professions, Trades, Callings and Employment Act, 1979 and the Assam Professions, Trades, Callings and Employment Act, 1947.

(iv) Licenses issued by the labour commissioner under the Contract Labour (Regulation and Abolition) Act 1970, and/or the Occupational Safety, Health and Working Conditions Code, 2020, in various states where our Company is undertaking projects.

(v) Registration under the West Bengal Shops and Establishments Act, 1963, for the Registered and Corporate Office in Kolkata.

IV. Material Approvals pending in respect of our Company

Material Approvals or renewals applied for but not received

- Fire license approvals under the West Bengal Fire Services Act, 1950, for our Manufacturing Unit I, Manufacturing Unit II, Warehouse Unit I, Warehouse Unit II, Warehouse Unit III and Warehouse Unit IV; and

- Licenses issued by the labour commissioner under the Contract Labour (Regulation and Abolition) Act 1970, and/or the Occupational Safety, Health and Working Conditions Code, 2020, in some of the states where our Company is undertaking projects.

Material Approvals expired and not applied for renewal

Nil

Material Approvals required but not applied for or obtained

Nil

V. Intellectual Property

As on the date of this Prospectus, our Company has 12 registered trademarks in India, details of which are as given below:

Sr. No.	Description	Class of Registration	Registering Authority	Registration Number	Valid up to
1.	LUMICON	9	Registrar of Trademarks	5530526	July 14, 2032
2.	LUMICAB	9	Registrar of Trademarks	5534469	July 18, 2032
3.	LUMICON	9	Registrar of Trademarks	5544248	July 26, 2032
4.	LUMICON	11	Registrar of Trademarks	5542340	July 23, 2032
5.	LUMINO INDUSTRIES LTD.	17	Registrar of Trademarks	5360797	March 8, 2032
6.		19	Registrar of Trademarks	5360798	March 08, 2032

Sr. No.	Description	Class of Registration	Registering Authority	Registration Number	Valid up to
	LUMINO INDUSTRIES LTD.				
7.	LUMINO	9	Registrar of Trademarks	2387216	August 30, 2032
8.	LUMINO	6	Registrar of Trademarks	2780386	July 24, 2034
9.	LUMINO	36	Registrar of Trademarks	2780415	July 24, 2034
10.	LUMINO	37	Registrar of Trademarks	2780416	July 24, 2034
11.	3L (LOW LINE LOSS)	9	Registrar of Trademarks	5265133	December 28, 2031

Sr. No.	Description	Class of Registration	Registering Authority	Registration Number	Valid up to
12.		9	Registrar of Trademarks	6939974	April 4, 2035

As on the date of this Prospectus, our Company has made the following 9 applications for obtaining trademark registration:

Sr. No.	Description	Class of trademark under the Trademarks Act	Application Number	Date of Application
1.		6	6939981	April 4, 2025
2.		17	6939980	April 4, 2025
3.		11	6939979	April 4, 2025
4.		35	6939978	April 4, 2025
5.	LUMINO	6	6939972	April 4, 2025
6.	LUMINO	9	6939973	April 4, 2025
7.	LUMINO	11	6939975	April 4, 2025
8.	LUMINO	17	6939976	April 4, 2025

Sr. No.	Description	Class of trademark under the Trademarks Act	Application Number	Date of Application
9.	LUMINO	35	6939977	April 4, 2025

As on the date of this Prospectus, our Company has three registered copyrights in India, details of which are as given below:

Sr. No.	Description	Class of work	Registering Authority	Registration Number	Title of the work
1.	LUMINO INDUSTRIES LTD.	Artistic work	Registrar of Copyrights	A-146777/2023	LUMINO INDUSTRIES LTD.
2.	3L Conductor	Artistic work	Registrar of Copyrights	A-144402/2023	"3 L CONDUCTOR" [LABEL]
3.	LUMINO	Artistic work	Registrar of Copyrights	AT-43007/2025-CO	LUMINO [LABEL]

For details of our intellectual property, see "***Our Business – Intellectual Property***" on page 278.

OUR GROUP COMPANIES

Pursuant to a resolution of our Board dated January 18, 2025 and as per the SEBI ICDR Regulations, for the purpose of identification of group companies, our Company has considered the companies with which (i) there were related party transactions as per Ind AS 24, as disclosed in the Restated Consolidated Financial Information; and (ii) any other companies considered material by our Board pursuant to the Materiality Policy.

With respect to point (ii) above, and in accordance with our Materiality Policy, for the purpose of disclosure in this Prospectus, a company shall be considered 'material' and will be disclosed as a group company in this Prospectus if, it is a part of the Promoter Group and has entered into one or more transactions with our Company during the most recent financial year and stub period, if any, as per the Restated Consolidated Financial Information disclosed in this Prospectus, which individually or in the aggregate, exceed 10% of the total consolidated income of our Company for such period.

Accordingly, based on the parameters outlined above, as on the date of this Prospectus, our Company has the following Group Companies:

Sr. No.	Group Companies	Registered office
1.	Brijdham Infrastructure Private Limited	Unit No. 6/11 6th floor Merlin Acropolis 1858/1 Rajdanga Main Road E.K.T Kolkata 700 107 West Bengal, India
2.	DRP Realtors Private Limited	Unit No. 6/11 6th floor Merlin Acropolis 1858/1 Rajdanga Main Road E.K.T Kolkata 700 107 West Bengal, India
3.	Lumino Finvest Private Limited	Unit No. 6/11 6th floor Merlin Acropolis 1858/1 Rajdanga Main Road E.K.T Kolkata 700 107 West Bengal, India
4.	Lumino Power Infrastructure Private Limited	Unit No. 6/11 6th floor Merlin Acropolis 1858/1 Rajdanga Main Road E.K.T Kolkata 700 107 West Bengal, India
5.	Shanti Health Services Private Limited	Unit No. 6/11 6th floor Merlin Acropolis 1858/1 Rajdanga Main Road E.K.T Kolkata 700 107 West Bengal, India
6.	Shanti Infrabuild Private Limited	Unit No. 6/11 6th floor Merlin Acropolis 1858/1 Rajdanga Main Road E.K.T Kolkata 700 107 West Bengal, India

Details of our Group Companies

In accordance with the SEBI ICDR Regulations, information with respect to: (i) reserves (excluding revaluation reserve); (ii) sales; (iii) profit/(loss) after tax; (iv) earnings per share; (v) diluted earnings per share; and (vi) net asset value, of our top five Group Companies determined on the basis of their annual turnover, based on their respective audited financial statements for the preceding three years shall be hosted on the websites as indicated below:

Sr. No.	Top five Group Companies	Website
1.	Shanti Health Services Private Limited	www.luminoindustries.com
2.	Lumino Power Infrastructure Private Limited	www.luminoindustries.com
3.	Brijdham Infrastructure Private Limited	www.luminoindustries.com
4.	Lumino Finvest Private Limited	www.luminoindustries.com
5.	DRP Realtors Private Limited	www.luminoindustries.com

Our Company has provided links to such websites solely to comply with the requirements specified under the SEBI ICDR Regulations. Such financial information of the Group Companies and other information provided on the websites given above does not constitute a part of this Prospectus. The information provided on the websites given above should not be relied upon or used as a basis for any investment decision.

Neither our Company nor any of the BRLMs or the Selling Shareholders nor any of the Company's, BRLMs' or any of their respective directors, employees, affiliates, associates, advisors, agents or representatives accept any liability whatsoever for any loss arising from any information presented or contained in the websites given above.

Nature and extent of interests of our Group Companies

In the promotion of our Company

As on the date of this Prospectus, our Group Companies do not have any interest in the promotion or formation of our Company.

In the properties acquired by our Company in the past three years before filing this Prospectus or proposed to be acquired by our Company

Our Group Companies are not interested in any property acquired by our Company in the three years preceding the date of this Prospectus or proposed to be acquired by our Company.

In transactions for acquisition of land, construction of building and supply of machinery, etc

Our Group Companies are not interested in any transaction for acquisition of land, construction of building or supply of machinery, etc entered into by our Company.

Business interest of our Group Companies

Except as disclosed in and under "***Restated Consolidated Financial Information – Related Party Transaction – Note 45.11 – Related party disclosure pursuant to Ind AS - 24***" on page 372, our Group Companies do not have any business interest in our Company.

Related business transactions

Except as disclosed in and under "***Restated Consolidated Financial Information – Related Party Transaction – Note 45.11 – Related party disclosure pursuant to Ind AS - 24***" on page 372, there are no other related business transactions with our Group Companies which are significant to the financial performance of our Company.

Common pursuits

There are common pursuits between our Group Companies and our Company as on the date of this Prospectus. Our Company and our Group Companies will adopt the necessary procedures and practices as permitted by law to address any conflict situation as and when they arise.

Other confirmations

There is no conflict of interest between the suppliers of raw materials and third-party service providers (which are crucial for operations of our Company) and our Group Companies.

There is no conflict of interest between the lessor of the immovable properties (which are crucial for operations of our Company) and our Group Companies.

Our Group Companies do not have any securities listed on any stock exchange.

Litigation

As on date of this Prospectus, our Group Companies are not party to any pending litigation which have a material impact on our Company.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer

Corporate approvals

- Our Board has authorised the Offer pursuant to a resolution dated December 9, 2024.
- Our Shareholders have authorised the Fresh Issue, pursuant to a special resolution passed at their general meeting held on December 9, 2024.
- Our Board has taken on record the consent and authorization of the Selling Shareholders to participate in the Offer for Sale pursuant to its resolution dated August 8, 2026.
- The Draft Red Herring Prospectus was approved pursuant to resolutions passed by our Board and IPO Committee on January 18, 2025 and January 20, 2025, respectively.
- The Corrigendum to the Draft Red Herring Prospectus was approved pursuant to resolution passed by our Board on July 28, 2026.
- The Red Herring Prospectus was approved pursuant to a resolution passed by our Board dated August 20, 2026.
- The Abridged Prospectus was approved pursuant to a resolution passed by our Board dated August 20, 2026.
- This Prospectus and the Abridged Prospectus were approved pursuant to a resolution passed by our Board dated August 31, 2026.

Approvals from the Selling Shareholders

Each of the Selling Shareholders has, severally and not jointly, confirmed and authorised the transfer of its respective portion of the Offered Shares pursuant to the Offer for Sale, as set out below:

Name of the Selling Shareholder	Date of consent letter	Maximum value of Offered Shares
Devendra Goel	August 8, 2026	18,292,682* Equity Shares of face value of ₹5 each aggregating to ₹1,500.00* million
Jay Goel	August 8, 2026	6,097,560* Equity Shares of face value of ₹5 each aggregating to ₹500.00* million

**Subject to finalization of rejection of Bids and Basis of Allotment*

Each Selling Shareholder specifically confirms that, as required under Regulation 8 of the SEBI ICDR Regulations, it has held the Equity Shares proposed to be offered and sold by it in the Offer for a period of at least one year prior to the date of filing of the Draft Red Herring Prospectus and, to the extent that the Equity Shares being offered by such Selling Shareholder in the Offer have not been held by it for a period of at least one year prior to the filing of the Draft Red Herring Prospectus, where such Equity Shares have resulted from a bonus issue, such bonus issue has been on Equity Shares held for a period of at least one year prior to the filing of the Draft Red Herring Prospectus. Further, in this regard, our Company confirms that such bonus issue was not and shall not be undertaken by capitalizing or by utilization of its revaluation reserves or unrealized profits.

In-principle listing approvals

Our Company has received in-principle approvals from BSE and NSE for the listing of our Equity Shares pursuant to letters each dated March 20, 2025.

Prohibition by SEBI, RBI or governmental authorities

Our Company, Promoters, members of our Promoter Group, our Directors, or persons in control of our Company and each of the Selling Shareholders are not prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority or court.

Compliance with the Companies (Significant Beneficial Owners) Rules, 2018

Each of our Company, our Promoters, members of our Promoter Group and the Selling Shareholders, severally and not jointly, confirm that it is in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, to the extent applicable, as on the date of this Prospectus.

Directors associated with the securities market

As of the date of this Prospectus , none of our Directors are associated with the securities market in any manner. Further, no outstanding action has been initiated by SEBI against any of our Directors in the five years preceding the date of this Prospectus.

Eligibility for the Offer

Our Company is eligible to undertake the Offer in accordance with the eligibility criteria provided in Regulation 6(1) of the SEBI ICDR Regulations, and is in compliance with the conditions specified therein in the following manner:

- our Company has net tangible assets of at least ₹30.00 million, calculated on a restated and consolidated basis, in each of the preceding three full years (of 12 months each), of which not more than 50% are held in monetary assets;

- our Company has an average operating profit of at least ₹150.00 million, calculated on a restated and consolidated basis, during the preceding three years (of 12 months each), with operating profit in each of these preceding three years;

- our Company has a net worth of at least ₹10.00 million in each of the three preceding full years (of 12 months each), calculated on a restated and consolidated basis; and

- there has been no change of name of our Company at any time during the one year immediately preceding the date of filing of this Prospectus.

Set forth below are our Company's net tangible assets, operating profit and net worth, derived from our Restated Consolidated Financial Information included in this Prospectus:

(₹ in million, except as stated)

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Restated consolidated net tangible assets(1)	7,031.76	5,540.27	4,445.14
Restated consolidated monetary assets (2)	918.30	894.81	1,026.17
Monetary assets as a % of net tangible assets, as restated	13.06	16.15	23.09
Consolidated pre-tax operating profit, as restated(3)	2,225.30	2,066.11	1,348.78
Average pre-tax operating profit for Fiscals 2026, 2025 and 2024		1,880.06	
Consolidated Net worth, as restated(4)	7,226.31	5,631.29	4,389.85

(1) *The restated consolidated net tangible assets means the sum of all the assets of our group excluding intangible assets, right of use assets and deferred tax asset (net) reduced by sum of all the liabilities excluding lease liabilities and deferred tax liabilities (net) of the group as defined in Ind AS 12.*

(2) *Restated consolidated monetary assets mean cash and cash equivalent and current investments but does not include fixed deposits and Government securities pledge with lenders as collateral security against secured loan.*

(3) *Restated consolidated average pre-tax operating profit means restated profit before tax excluding other income, finance costs and exceptional items.*

(4) *Net worth means aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, derived from Restated Consolidated Financial Information, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.*

Our Company confirms that it is in compliance with the conditions specified in Regulation 7(1) of the SEBI ICDR Regulations, to the extent applicable and will ensure compliance with the conditions specified in Regulation 7(2) of the SEBI ICDR Regulations, to the extent applicable.

Further, in accordance with Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Allottees under the Offer shall be not less than 1,000, failing which, the entire application money will be unblocked/ refunded forthwith.

Further, our Company confirms that it is eligible to make the Offer in terms of Regulations 5 and 7(1) of the SEBI ICDR Regulations, to the extent applicable. Our Company is in compliance with the following conditions specified in Regulations 5 and 7(1) of the SEBI ICDR Regulations:

(a) neither our Company, nor the Selling Shareholders, our Promoters, the members of our Promoter Group, or our Directors are debarred from accessing the capital market by SEBI;

(b) none of our Promoters or our Directors are promoters or directors of any other company which is debarred from accessing capital market by SEBI;

(c) neither our Company, nor our Promoters or Directors is a Wilful Defaulter or a Fraudulent Borrower;

(d) none of our Promoters and our Directors are declared as a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018;

(e) as on the date of this Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments convertible into, or which would entitle any person with any option to receive Equity Shares of our Company;

(f) the Equity Shares of our Company held by the Promoters are in the dematerialised form; and

(g) all the Equity Shares are fully paid-up and there are no partly paid-up Equity Shares, as on the date of filing of this Prospectus.

DISCLAIMER CLAUSE OF SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI")

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE DRAFT RED HERRING PROSPECTUS TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGERS, BEING MOTILAL OSWAL INVESTMENT ADVISORS LIMITED, JM FINANCIAL LIMITED AND MONARCH NETWORTH CAPITAL LIMITED, HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT RED HERRING PROSPECTUS, THE BOOK RUNNING LEAD MANAGERS ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITIES ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGERS, BEING MOTILAL OSWAL INVESTMENT ADVISORS LIMITED, JM FINANCIAL LIMITED AND MONARCH NETWORTH CAPITAL LIMITED, HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED JANUARY 20, 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 THE DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE THE COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013, AS AMENDED OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND/OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGERS, ANY IRREGULARITIES OR LAPSES IN THE DRAFT RED HERRING PROSPECTUS.

Disclaimer from our Company, our Directors, our Promoters, the Selling Shareholders and the Book Running Lead Managers

Our Company, our Directors, our Promoters, the Selling Shareholders and the BRLMs accept no responsibility for statements made otherwise than in this Prospectus or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, including our Company's website at www.luminoindustries.com or any affiliate of our Company or of any of the Selling Shareholders, would be doing so at his or her own risk.

Each of the Selling Shareholders, accept no responsibility for any statements made or undertakings provided other than those specifically confirmed or undertaken by such Selling Shareholder, and only in relation to itself and/or to the respective Equity Shares offered by such Selling Shareholder through the Offer for Sale.

The BRLMs accept no responsibility, save to the limited extent as provided in the Offer Agreement and as will be provided in the Underwriting Agreement.

All information, to the extent required in relation to the Offer, was made available by our Company, each of the Selling Shareholders (only with respect to itself and its respective portion of the Offered Shares) and the BRLMs to the public and investors at large and no selective or additional information was made available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at Bidding Centres or elsewhere.

Bidders who Bid in the Offer were required to confirm and were deemed to have represented to our Company, the Selling Shareholders, Underwriters and their respective directors, partners, designated partners, trustees, officers, employees, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not issue, sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, the Selling Shareholders, the Underwriters and their respective directors, partners, designated partners, trustees, officers, employees, 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, members of the Promoter Group, its Subsidiaries, Group Companies, the Selling Shareholders and their respective directors and officers, group companies, affiliates or associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with our Company, its Group Companies, the Selling Shareholders and their respective affiliates or associates or third parties, for which they have received, and may in the future receive, compensation.

Disclaimer in respect of jurisdiction

Any dispute arising out of the Offer will be subject to the jurisdiction of appropriate court(s) in Kolkata, West Bengal, India only.

Bidders eligible under Indian law to participate in the Offer

The Offer was made in India to persons resident in India (including Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, Hindu Undivided Families ("**HUFs**"), companies, corporate bodies and societies registered under the applicable laws in India and authorised to invest in equity shares, domestic Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to permission from RBI), NBFCs-SI or trusts under applicable trust law and who are authorised under their respective constitutions to hold and invest in equity shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, multilateral and bilateral development financial institutions, state industrial development corporations, insurance companies registered with Insurance Regulatory and Development Authority of India ("**IRDAI**"), permitted provident funds with a minimum corpus of ₹250.00 million (subject to applicable law) and permitted 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, National Investment Fund, insurance funds set up and managed by army, navy or air force of Union of India, insurance funds set up and managed by the Department of Posts, Government of India ("**GoI**") and permitted Non-Residents including Foreign Portfolio Investors ("**FPIs**") and Eligible NRIs, Alternate Investment Funds ("**AIFs**"), and other eligible foreign investors, if any, provided that they are eligible under all applicable laws and regulations to purchase the Equity Shares.

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.

Certain persons outside India are restricted from participating in the Offer. For details, see "***Restrictions on Foreign Ownership of Indian Securities***" on page 493.

Selling and transfer restrictions

Invitations to subscribe to or purchase the Equity Shares in the Offer were made only pursuant to the Red Herring Prospectus if the recipient was in India or the preliminary offering memorandum for the Offer, which comprised the Red Herring Prospectus and the preliminary international wrap for the Offer, if the recipient was outside India. **No person outside India was eligible to Bid for Equity Shares in the Offer unless that person hds received the preliminary offering memorandum for the Offer, which contained the selling restrictions for the Offer outside India.**

The Equity Shares offered in the Offer have not been and will not be registered, listed or otherwise qualified in any jurisdiction except India and may not be offered or sold to persons outside of India except in compliance with the applicable laws of each such jurisdiction. In particular, the Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "**U.S. Securities Act**"), or the securities laws of any state of the United States and may not be offered or sold in the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. The Equity Shares offered in the Offer are being offered and sold only outside the United States in "offshore transactions" as defined in and in reliance on Regulation S under the U.S. Securities Act ("**Regulation S**").

Each purchaser of the Equity Shares in the Offer who does not receive a copy of the preliminary offering memorandum shall be deemed to represent and warrant to and agree with our Company, the Selling Shareholders and the Members of the Syndicate as follows:

- It was outside the United States (as defined in Regulation S) at the time the offer of the Equity Shares was made to it and it was outside the United States (as defined in Regulation S) when its buy order for the Equity Shares was originated.
- It did not purchase the Equity Shares as a result of any "directed selling efforts" (as defined in Regulation S).
- It bought the Equity Shares for investment purposes and not with a view to the distribution thereof. If in the future it decides to resell or otherwise transfer any of the Equity Shares, it agrees that it will not offer, sell or otherwise transfer the Equity Shares except in a transaction complying with Rule 903 or Rule 904 of Regulation S or pursuant to any other available exemption from registration under the U.S. Securities Act.
- It will not sell or transfer any Equity Shares or any economic interest therein, including any offshore derivative instruments, such as participatory notes, issued against the Equity Shares, other than in accordance with applicable laws.
- If it acquired any of the Equity Shares as fiduciary or agent for one or more investor accounts, it has sole investment discretion with respect to each such account and that it has full power to make the foregoing representations, warranties, acknowledgements and agreements on behalf of each such account.
- If it acquired any of the Equity Shares for one or more managed accounts, that it was authorized in writing by each such managed account to subscribe to the Equity Shares for each managed account and to make (and it hereby makes) the representations, warranties, acknowledgements and agreements herein for and on behalf of each such account, reading the reference to "it" to include such accounts.
- It agrees to indemnify and hold the Company, the Selling Shareholders and the Members of the Syndicate harmless from any and all costs, claims, liabilities and expenses (including legal fees and expenses) arising out of or in connection with any breach of these representations, warranties or agreements. It agrees that the indemnity set forth in this paragraph shall survive the resale of the Equity Shares.
- It acknowledges that our Company, the Selling Shareholders and the Members of the Syndicate and others will rely upon the truth and accuracy of the foregoing representations, warranties, acknowledgements and agreements.

Disclaimer clause of the BSE Limited

As required, a copy of the Draft Red Herring Prospectus has been submitted to the BSE. The disclaimer clause as intimated by the BSE to us, is as under:

"*BSE Limited ("the Exchange") has given vide its letter dated March 20, 2025, permission to this Company to use the Exchange's name in this offer document as one of the stock exchanges on which this company's securities are proposed to be listed. The Exchange has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. The Exchange does not in any manner: -*

a. *warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or*

b. *warrant that this Company's securities will be listed or will continue to be listed on the Exchange; or*

c. *take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company.*

and it should not for any reason be deemed or construed that this offer document has been cleared or approved by the Exchange. Every person who desires to apply for or otherwise acquires any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever."

Disclaimer clause of the National Stock Exchange of India Limited

As required, a copy of the Draft Red Herring Prospectus had been submitted to the NSE. The disclaimer clause as intimated by the NSE to us, is as under:

"*As required, a copy of this Offer Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter Ref.: NSE/LIST/5155 dated March 20, 2025, permission to the Issuer to use the Exchange's name in this Offer Document as one of the Stock Exchanges on which this Issuer's securities are proposed to be listed. The Exchange has scrutinized this draft offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is*

to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Issuer's securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer.

Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever."

Listing

The Equity Shares Allotted pursuant to the Red Herring Prospectus and this Prospectus are proposed to be listed on the BSE and the NSE. Applications have been made to the Stock Exchanges for obtaining permission for the listing and trading of the Equity Shares being issued and sold in the Offer and NSE will be the Designated Stock Exchange, with which the Basis of Allotment will be finalised.

If the permission to deal in and for an official quotation of the Equity Shares is not granted by the Stock Exchanges, our Company shall forthwith repay, without interest, all monies received from the applicants in pursuance of the Red Herring Prospectus in accordance with applicable law. If such money is not repaid within the prescribed time, then our Company and every officer in default shall be liable to repay the money, with interest, as prescribed under applicable law. Any expense incurred by our Company on behalf of any of the Selling Shareholders with regard to interest on such refunds as required under the Companies Act, 2013 and any other applicable law will be reimbursed by such Selling Shareholder as agreed among our Company and the Selling Shareholders in writing, in proportion to its respective portion of the Offered Shares. Provided that no Selling Shareholder shall be responsible or liable for payment of any expenses or interest, unless such delay is solely and directly attributable to an act or omission of such Selling Shareholder and such liability shall be limited to the extent of its respective Offered Shares.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading of Equity Shares at the Stock Exchanges are taken within three Working Days of the Bid/Offer Closing Date or such other period as may be prescribed by the SEBI. Each of the Selling Shareholders, severally and not jointly, shall extend commercially reasonable co-operation to our Company, as may be required solely in relation to its respective portion of the Offered Shares, in accordance with applicable law, to facilitate the process of listing the Equity Shares on the Stock Exchanges.

If our Company does not allot Equity Shares pursuant to the Offer within three Working Days from the Bid/Offer Closing Date or 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 as may be prescribed by the SEBI.

Consents

Consents in writing of: (a) each of the Selling Shareholders, our Directors, our Promoters, Promoter Group, our Company Secretary and Compliance Officer, our Joint Statutory Auditors, the legal counsel to the Company, the bankers to our Company, lenders to our Company (wherever applicable), industry report provider (CRISIL), independent chartered engineer, independent chartered accountant, practicing company secretary, the BRLMs and Registrar to the Offer have been obtained; and (b) the Syndicate Members, Escrow Collection Bank, Public Offer Account Bank, Sponsor Bank, Refund Bank and Monitoring Agency to act in their respective capacities, will be obtained and filed along with a copy of this Prospectus with the RoC as required under the Companies Act, 2013. Further, such consents obtained under (a) have not been withdrawn up to the date of this Prospectus.

Experts to the Offer

Our Company has received written consent dated August 11, 2026 from Singhi & Co., Chartered Accountants and SDP & Associates, Chartered Accountants, our Joint Statutory Auditors to include their name as required under Section 26(5) of the Companies Act, 2013 read with the SEBI ICDR Regulations, in the Red Herring Prospectus and this 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 Joint Statutory Auditors, and in respect of their (i) examination report dated August 8, 2026 relating to the Restated Consolidated Financial Information and (ii) the statement of special tax benefits dated August 11, 2026 included in the Red Herring Prospectus and this Prospectus and such consents have not been withdrawn as on the date of this Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Our Company has received written consent dated August 11, 2026 from V Jalan & Co., Chartered Accountants, holding a valid peer review certificate from ICAI, to include their name as required under Section 26(5) of the Companies Act, 2013 read with the SEBI ICDR Regulations, in the Red Herring Prospectus and this Prospectus, and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 in respect of the various certifications issued by them in their capacity as an independent chartered accountant to our Company and such consent has not been withdrawn as on the date of this Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Our Company has received written consent dated August 12, 2026, from the independent chartered engineer, namely Asim Maity & Associates, to include their name in the Red Herring Prospectus and this Prospectus and as an "expert" as defined under Section 2(38) of the Companies Act, 2013, to the extent and in their capacity as a chartered engineer, in relation to their certificate dated August 12, 2026. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Our Company has received written consent from Hansraj Jaria, Practising Company Secretary, to include his name in the Red Herring Prospectus and this Prospectus and as an "expert" as defined under Section 2(38) of the Companies Act, 2013, to the extent that and in his capacity as practising company secretary, in relation to his certificate dated August 20, 2026. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Particulars regarding public or rights issues during the last five years

Our Company has not undertaken any public issue or any rights issue, during the five years preceding the date of this Prospectus.

Commission or brokerage on previous issues in the last five years

Since this is the initial public offering 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 public subscription for any of our Equity Shares during the five years preceding the date of this Prospectus.

Capital issues in the preceding three years by our Company, our listed group companies, subsidiaries and associates of our Company

Except as disclosed in "***Capital Structure – Notes to capital structure***" on page 114, our Company has not made any capital issues during the three years preceding the date of this Prospectus. As on the date of this Prospectus, none of our Group Companies and Subsidiaries are listed. Further, as on the date of this Prospectus, our Company does not have any associate company.

Performance vis-à-vis objects – public/rights issues of our Company

Our Company has not made any public issues or rights issues during the five years preceding the date of this Prospectus.

Performance vis-à-vis objects - public/rights issue of any listed subsidiary/listed Promoters of our Company

As on the date of this Prospectus, we do not have any listed subsidiary or corporate promoter.

Price information of past issues handled by the Book Running Lead Managers

Motilal Oswal Investment Advisors Limited

1. Price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by Motilal Oswal Investment Advisors Limited

Sr. No.	Issue Name	Designated Stock Exchange	Issue Size (₹ in million)	Issue price (₹)	Listing Date	Opening Price on listing date	+/- % 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.	Augmont Enterprises Limited	NSE	8,250.00	788.00	August 31, 2026	961.00	Not applicable	Not applicable	Not applicable
2.	Molbio Diagnostics Ltd##	BSE	9,396.96	807.00	August 17, 2026	980.00	Not applicable	Not applicable	Not applicable
3.	Lohia Corp Limited$$	NSE	11,012.85	425.00	July 30, 2026	461.00	32.96% [-0.58%]	Not applicable	Not applicable
4.	SBI Funds Management Limited^^	NSE	97,953.21	574.00	July 21, 2026	613.30	-3.49% [-0.45%]	Not applicable	Not applicable
5.	Kusumgar Limited**	NSE	6500.00	419.00	July 15, 2026	569.00	42.78% [1.32%]	Not applicable	Not applicable
6.	Turtlemint Fintech Solutions Limited	NSE	2,219.48	152.00	June 29, 2026	134.90	-19.84% [0.16%]	Not applicable	Not applicable
7.	CMR Green Technologies Ltd&&	BSE	6,308.80	192.00	June 10, 2026	275.40	16.98% [3.73%]	Not applicable	Not applicable
8.	GSP Crop Science Limited	BSE	4,000.00	320.00	March 24, 2026	332.30	30.00% [6.01%]	36.45% [-2.18%]	Not applicable
9.	ICICI Prudential Asset Management Company Limited	NSE	1,06,026.53	2165.00	December 19, 2025	2,600.00	35.59% [-1.05%]	39.49% [-7.46%]	49.90%[-6.64%]
10.	Fujiyama Power Systems Limited	BSE	8,280.00	228.00	November 20, 2025	218.40	-14.45% [-0.82%]	-8.27% [-1.74%]	15.37%[-11.32%]

Source: www.nseindia.com and www.bseindia.com

Notes:

1. *The S&P CNX NIFTY or S&P BSE SENSEX is considered as the Benchmark Index, depending upon the designated stock exchange.*
2. *Price is taken from NSE or BSE, depending upon Designated Stock Exchange for the above calculations.*
3. *The 30th, 90th and 180th calendar day computation includes the listing day. If either of the 30th, 90th or 180th calendar days is a trading holiday, the previous trading day is considered for the computation. We have taken the issue price to calculate the % change in closing price as on 30th, 90th and 180th day. We have taken the closing price of the applicable benchmark index as on the listing day to calculate the % change in closing price of the benchmark as on 30th, 90th and 180th days*
4. *Not applicable – Period not completed.*

$$ *A discount of ₹40 per equity share was provided to eligible employees bidding in the employee reservation portion.*

^^ *A discount of ₹54 per equity share was provided to eligible employees bidding in the employee reservation portion.*

** *A discount of ₹39 per equity share was provided to eligible employees bidding in the employee reservation portion.*

&& *A discount of ₹18 per equity share was provided to eligible employees bidding in the employee reservation portion.*

A discount of ₹76 per equity share was provided to eligible employees bidding in the employee reservation portion.

2. *Summary statement of price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by Motilal Oswal Investment Advisors Limited*

Financial Year	**Total no. of IPOs**	**Total amount of funds raised (₹ million)**	**No. of IPOs trading at discount - 30th calendar days from listing**			**No. of IPOs trading at premium - 30th calendar days from listing**			**No. of IPOs trading at discount - 180th calendar days from listing**			**No. of IPOs trading at premium - 180th calendar days from listing**		
			Over 50%	**Between 25-50%**	**Less than 25%**	**Over 50%**	**Between 25-50%**	**Less than 25%**	**Over 50%**	**Between 25-50%**	**Less than 25%**	**Over 50%**	**Between 25-50%**	**Less than 25%**
2026-2027	7	141,641.30	-	-	2	-	2	1	-	-	-	-	-	-
2025-2026	21	492,981.69	-	1	5	3	7	5	1	3	4	3	3	5
2024-2025	7	108,359.23	-	-	2	1	-	4	-	1	1	-	1	4

The information for each of the financial years is based on issues listed during such financial year.
Notes: Since 30 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not available.
Data for number of IPOs trading at premium/discount taken at closing price on NSE or BSE on the respective date, depending upon the Designated Stock Exchange.

JM Financial Limited

1. Price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by JM Financial Limited

Sr. No.	Issue Name	Issue Size (₹ in million)	Issue price (₹)	Listing Date	Opening Price on Listing Date	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	Augmont Enterprises Limited *	8,250.00	788.00	August 31, 2026	961.00	Not applicable	Not applicable	Not applicable
2.	Tempsens Instruments (India) Limited*	6,500.00	300.00	August 28, 2026	634.00	Not applicable	Not applicable	Not applicable
3.	Gaja Alternative Asset Management Limited*	5,500.00	160.00	August 26, 2026	185.00	Not applicable	Not applicable	Not applicable
4.	Horizon Industrial Parks Limited*11	26,000.00	60.00	August 24, 2026	60.25	Not applicable	Not applicable	Not applicable
5.	Shiprocket Limited*8	16,174.85	97.00	August 19, 2026	131.00	Not applicable	Not applicable	Not applicable
6.	Milky Mist Dairy Food Limited*7	15,530.00	140.00	August 18, 2026	165.00	Not applicable	Not applicable	Not applicable
7.	Leap India Limited*	24,800.00	159.00	August 14, 2026	165.90	Not applicable	Not applicable	Not applicable
8.	Juniper Green Energy Limited *10	18,000.00	225.00	August 6, 2026	245.00	Not applicable	Not applicable	Not applicable
9.	SBI Funds Management Limited*9	97,953.21	574.00	July 21, 2026	613.30	-3.49% [-0.45%]	Not applicable	Not applicable
10.	Turtlemint Fintech Solutions Limited *	8,826.70	152.00	June 29, 2026	134.90	-19.84% [0.16%]	Not applicable	Not applicable

Source: www.nseindia.com and www.bseindia.com
 # BSE as designated stock exchange
** NSE as designated stock exchange*
Notes:
1. *Opening price information as disclosed on the website of the designated stock exchange.*
2. *Change in closing price over the issue/offer price as disclosed on designated stock exchange.*
3. *For change in closing price over the closing price as on the listing date, the CNX NIFTY or S&P BSE SENSEX is considered as the Benchmark Index as per the Designated Stock Exchange disclosed by the respective Issuer at the time of the issue, as applicable.*
4. *In case of reporting dates falling on a trading holiday, values for the trading day immediately preceding the trading holiday have been considered.*
5. *30th calendar day has been taken as listing date plus 29 calendar days; 90th calendar day has been taken as listing date plus 89 calendar days; 180th calendar day has been taken a listing date plus 179 calendar days.*
6. *Restricted to last 10 issues.*
7. *A discount of ₹13 per Equity Share was offered to eligible employees bidding in the employee reservation portion.*
8. *A discount of ₹9 per Equity Share was offered to eligible employees bidding in the employee reservation portion.*
9. *A discount of ₹54 per Equity Share was offered to eligible employees bidding in the employee reservation portion.*
10. *A discount of ₹21 per Equity Share was offered to eligible employees bidding in the employee reservation portion.*
11. *A discount of ₹5 per Equity Share was offered to eligible employees bidding in the employee reservation portion.*

2. *Summary statement of price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by JM Financial Limited*

Financial Year	Total no. of IPOs	Total amount of funds raised (₹ million)	No. of IPOs trading at discount - 30th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2026-2027	10	236,793.96	-	-	2	1	-	-	-	-	-	-	-	-
2025-2026	27	675,324.16	1	1	10	-	6	9	-	4	8	6	3	6
2024-2025	13	255,434.10	-	-	5	5	2	1	1	3	1	4	1	2

Monarch Networth Capital Limited

1. *Price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by Monarch Networth Capital Limited*

Sr. No.	Issue Name	Issue Size (₹ in million)	Issue price (₹)	Listing Date	Opening Price on Listing Date	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	Epack Prefab Technologies Limited	5,040.00	204.00	October 1, 2025	183.85	29.77% [4.19%]	34.58% [4.45%]	-31.80% [-8.12%]
2.	Sri Lotus Developers and Realty Limited	7,920.00	150.00	August 6, 2025	178.00	21.84% [0.65%]	18.11% [4.84%]	0.17% [0.01%]
3.	Scoda Tubes Limited	2,200.00	140.00	June 4, 2025	140.00	47.97% [3.19%]	19.49% [0.02%]	20.84% [6.43%]
4.	Exicom Tele Systems Limited	4,2899.99	142.00	March 5, 2024	265.00	43.52% [0.35%]	120.63% [0.78%]	171.51% [12.88%]

Source: Price information www.bseindia.com and www.nseindia.com, Issue Information from respective prospectus. Source: www.nseindia.com and www.bseindia.com.

Notes:

1. *The 30th, 90th and 180th calendar day computation includes the listing day. If either of the 30th, 90th or 180th calendar days is a trading holiday, the previous trading day is considered for the computation. We have taken the issue price to calculate the % change in closing price as on 30th, 90th and 180th day. We have taken the closing price of the applicable benchmark index as on the listing day to calculate the % change in closing price of the benchmark as on 30th, 90th and 180th day.*
2. *The Nifty 50 Index is considered as the benchmark index, NSE being the designated stock exchange.*
3. *Not Applicable - period not completed*

2. *Summary statement of price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by Monarch Networth Capital Limited*

Financial Year	Total no. of IPOs	Total amount of funds raised (₹ million)	No. of IPOs trading at discount - 30th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2026-2027	Nil	-	-	-	-	-	-	-	-	-	-	-	-	-
2025-2026	3	15,160.00	-	-	-	-	2	1	-	1	-	-	-	1
2024- 2025	Nil	-	-	-	-	-	-	-	-	-	-	-	-	-

**The information is as on the date of this RHP.*
The information for each of the financial years is based on issues listed during such financial year.

Track record of past issues handled by the Book Running Lead Managers

For details regarding the track record of the Book Running Lead Managers, as specified in circular number CIR/MIRSD/1/2012 dated January 10, 2012 issued by SEBI, please see the website of the Book Running Lead Managers, as set forth in the table below:

Sr. No.	Name of the BRLMs	Website
1.	Motilal Oswal Investment Advisors Limited	www.motilaloswal.com
2.	JM Financial Limited	www.jmfl.com
3.	Monarch Networth Capital Limited	www.mnclgroup.com

Stock market data of the Equity Shares

This being the initial public offering of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange as on the date of this Prospectus, and accordingly, no stock market data is available for the Equity Shares.

Mechanism for Redressal of Investor Grievances

The Registrar Agreement provides for retention of records with the Registrar to the Offer for a period of at least eight years from the date of listing and commencement of trading of the Equity Shares on the Stock Exchanges or any such period as prescribed under the applicable laws, to enable the investors to approach the Registrar to the Offer for redressal of their grievances. The Registrar to the Offer shall obtain the required information from the Self Certified Syndicate Banks ("**SCSBs**") for addressing any clarifications or grievances of ASBA Bidders.

Bidders can contact the Company Secretary and Compliance Officer and/or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode, etc. For all Offer related queries and for redressal of complaints, Bidders may also write to the BRLMs or Registrar to the Offer, in the manner provided below.

All Offer related grievances, other than of Anchor Investors, may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary, with whom the Bid cum Application Form was submitted giving full details such as name of the sole or First Bidder, Bid cum Application Form number, Bidder's DP ID, Client ID, UPI ID, PAN, address of Bidder, number of the Equity Shares applied for, ASBA Account number in which the amount equivalent to the Bid Amount was blocked (for Bidders other than UPI Bidders) or the UPI ID (for UPI Bidders who make the payment of Bid Amount through the UPI Mechanism), date of Bid cum Application Form and the name and address of the relevant Designated Intermediary where the Bid was submitted. Further, the Bidder shall enclose the Acknowledgment Slip or the application number from the Designated Intermediary in addition to the documents or information mentioned hereinabove. For Offer-related grievances, investors may contact the BRLMs, details of which are given in "***General Information – Book Running Lead Managers***" on page 104.

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

In case of any delay in unblocking of amounts in the ASBA Accounts exceeding two Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day 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, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

The SEBI ICDR Master Circular streamlines the process to handle investor issues arising out of the UPI Mechanism *inter alia* in relation to delay in receipt of mandates by Bidders for blocking of funds due to systemic issues faced by Designated Intermediaries/SCSBs and failure to unblock funds in cases of partial allotment/ non allotment within prescribed timelines and procedures.

In terms of SEBI ICDR Master Circular issued by the SEBI, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days. Further, in terms of SEBI ICDR Master Circular, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLMs, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

Separately, in accordance with the SEBI ICDR Master Circular, the following compensation mechanism shall be applicable for investor grievances in relation to Bids made through the UPI Mechanism for public issue, for which the relevant SCSBs shall be liable to compensate the investor:

Scenario	Compensation amount	Compensation period
Delayed unblock for cancelled/withdrawn/deleted applications	₹100 per day or 15% per annum of the Bid Amount, whichever is higher	From the date on which the request for cancellation/withdrawal/deletion is placed on the bidding platform of the Stock Exchanges till the date of actual unblock
Blocking of multiple amounts for the same Bid made through the UPI Mechanism	1. Instantly revoke the blocked funds other than the original Bid Amount; and 2. ₹100 per day or 15% per annum of the total cumulative blocked amount except the original Bid Amount, whichever is higher	From the date on which multiple amounts were blocked till the date of actual unblock
Blocking more amount than the Bid Amount	1. Instantly revoke the difference amount, i.e., the blocked amount less the Bid Amount; and 2. ₹100 per day or 15% per annum of the difference amount, whichever is higher	From the date on which the funds to the excess of the Bid Amount were blocked till the date of actual unblock
Delayed unblock for non–Allotted/ partially Allotted applications	₹100 per day or 15% per annum of the Bid Amount, whichever is higher	From the Working Day subsequent to the finalisation of the Basis of Allotment till the date of actual unblock

Further, in the event there are any delays in resolving the investor grievance beyond the date of receipt of the complaint from the investor, for each day delayed, the BRLMs shall be liable to compensate the investor by ₹100 per day or 15% per annum of the Bid Amount, whichever is higher. The compensation shall be payable for the period ranging from the day on which the investor grievance is received till the date of actual unblock.

All grievances relating to Bids submitted with Registered Brokers, may be addressed to the Stock Exchanges, with a copy to the Registrar to the Offer.

Disposal of investor grievances by our Company

Our Company estimates that the average time required by our Company or the Registrar to the Offer or the SCSBs in case of ASBA bidders for the redressal of routine investor grievances shall be 10 Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has obtained authentication on the SCORES platform and shall comply with the SEBI circulars in relation to redressal of investor grievances through SCORES.

Our Company has appointed Vivek Jain, as the Company Secretary and Compliance Officer. For further details, see "***General Information – Company Secretary and Compliance Officer***" on page 103. Each of the Selling Shareholders, severally and not jointly, have authorised the Company Secretary and Compliance Officer and the Registrar to the Offer to redress any complaints received from Bidders solely to the extent of the statements specifically made, confirmed or undertaken by the Selling Shareholders in the Offer Documents in respect of themselves and their respective Offered Shares.

Our Company has also constituted Stakeholders' Relationship Committee to resolve the grievances of the security holders of our Company. For further details, see "***Our Management – Committees of the Board – Stakeholders' Relationship Committee***" on page 308.

Our Company has not received any investor grievances during the three years preceding the date of this Prospectus. Further, no investor complaint in relation to our Company is pending as on the date of this Prospectus.

Exemption from complying with any provisions of securities laws, if any, granted by the Securities and Exchange Board of India

Our Company has not sought any exemption from complying with any provisions of securities laws as on the date of this Prospectus.

Other confirmations

Any person connected with the Offer shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any person for making an application in the initial public offer, except for fees or commission for services rendered in relation to the Offer.

SECTION VII – OFFER RELATED INFORMATION

TERMS OF THE OFFER

The Equity Shares being offered and Allotted pursuant to this Offer are subject to the provisions of the Companies Act, 2013, the SEBI ICDR Regulations, SCRA, SCRR, our Memorandum of Association, our Articles of Association, SEBI Listing Regulations, the terms of the Draft Red Herring Prospectus, the Red Herring Prospectus and this Prospectus, the Bid cum Application Form, the Revision Form, the Abridged Prospectus and other terms and conditions as may be incorporated in the Confirmation Allotment Note, Allotment Advice and other documents and certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to the issue of capital, transfer of securities and listing and trading of securities, offered from time to time, by SEBI, Government of India ("**GoI**"), the Stock Exchanges, RoC, RBI, and/or other authorities, as in force on the date of the Offer and to the extent applicable or such other conditions as maybe prescribed by SEBI, GoI, the Stock Exchange, the RoC, the RBI, and/or 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 Selling Shareholders. For details in relation to the sharing of Offer expenses, see "***Objects of the Offer – Offer related expenses***" on page 152.

Ranking of Equity Shares

The Equity Shares being offered/Allotted and transferred pursuant to the Offer will be subject to the provisions of the Companies Act, 2013, the SEBI ICDR Regulations, the SCRA, SCRR, our Memorandum of Association and our Articles of Association and will rank *pari passu* in all respects with the existing Equity Shares of our Company, including in respect of rights to receive dividends and other corporate benefits, if any, declared by our Company after the date of Allotment as per the applicable law. For further details, see "***Main Provisions of the Articles of Association***" beginning on page 494.

Mode of payment of dividend

Our Company will pay dividends, if declared, to the Shareholders, as per the provisions of the Companies Act, 2013, the SEBI Listing Regulations, our Memorandum of Association and our Articles of Association, and any guidelines or directives that may be issued by the GoI in this respect or any other applicable law. Any dividends declared, after the date of Allotment in the Offer, will be payable to the Allottees who have been Allotted Equity Shares in the Offer, for the entire year, in accordance with applicable laws. For further details, see "***Dividend Policy***" and "***Main Provisions of the Articles of Association***" beginning on pages 321 and 494, respectively.

Face Value, Offer Price, Floor Price and Price Band

The face value of each Equity Share is ₹5 each and the Offer Price is ₹82.00 per Equity Share. The Floor Price is ₹78.00 per Equity Share and the Cap of the Price Band is ₹82.00 per Equity Share. The Anchor Investor Offer Price is ₹82.00 per Equity Share.

The Offer Price, Price Band and the minimum Bid Lot were decided by our Company, in accordance with applicable laws and, in consultation with the BRLMs, and were published by our Company in all editions of Financial Express (a widely circulated English national daily newspaper), all editions of Jansatta (a widely circulated Hindi national daily newspaper) and Kolkata edition of Dainik Statesman (a widely circulated Bengali daily newspaper, Bengali being the regional language of West Bengal, where our Registered and Corporate Office is located), at least two Working Days prior to the Bid/Offer Opening Date, and were made available to the Stock Exchanges for the purpose of uploading the same on their websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price were pre-filled in the Bid-cum-Application Forms available at the respective websites of the Stock Exchanges. The Offer Price was determined by our Company, in consultation with the BRLMs, after the Bid/Offer Closing Date, on the basis of assessment of market demand for Equity Shares offered by way of the Book Building Process.

At any given point in time there will be only one denomination for the Equity Shares.

Compliance with disclosure and accounting norms

Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and our Articles of Association, the Equity Shareholders will have the following rights:

1. right to receive dividends, if declared;

2. right to attend general meetings and exercise voting powers, unless prohibited by law;

3. right to vote on a poll either in person or by proxy and e-voting in accordance with the provisions of the Companies Act, 2013;

4. right to receive offers for rights shares and be allotted bonus shares, if announced;

5. right to receive any surplus on liquidation subject to any statutory and preferential claims being satisfied;

6. right of free transferability of their Equity Shares, subject to applicable foreign exchange regulations and other applicable law; and

7. such other rights as may be available to a shareholder of a listed public company under the Companies Act, 2013, the terms of the SEBI Listing Regulations and our Memorandum of Association and Articles of Association.

For a detailed description of the main provisions of our Articles of Association relating to voting rights, dividend, forfeiture, lien, transfer, transmission, consolidation and splitting, see "***Main Provisions of the Articles of Association***" beginning on page 494.

Allotment of Equity Shares only in dematerialised form

Pursuant to Section 29 of the Companies Act, 2013 and the SEBI ICDR Regulations, the Equity Shares shall be Allotted only in dematerialised form. Hence, the Equity Shares offered through the Red Herring Prospectus could be applied for in dematerialised form only. As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form.

In this context, two agreements have been entered into between our Company, the respective Depositories and the Registrar to the Offer:

- Tripartite agreement dated March 5, 2014, among NSDL, our Company and the Registrar to the Offer.

- Tripartite agreement dated February 18, 2014 among CDSL, our Company and Registrar to the Offer.

Market Lot and Trading Lot

Since trading of the Equity Shares will be in dematerialised form, the tradable lot is one Equity Share. Allotment in the Offer was only in electronic form in multiples of 182 Equity Shares of face value of ₹5 each, subject to a minimum Allotment of 182 Equity Shares of face value of ₹5 each for QIBs and RIIs. For NIIs, allotment shall not be less than the Minimum Non-Institutional Application Size. For the method of Basis of Allotment, see "***Offer Procedure***" beginning on page 473.

Jurisdiction

Exclusive jurisdiction for the purpose of the Offer is with the competent courts/authorities in Kolkata, West Bengal, India.

Joint Holders

Subject to the provisions of our Articles of Association, where two or more persons are registered as the holders of the Equity Shares, they will be deemed to hold such Equity Shares as joint tenants with benefits of survivorship.

Period of subscription list of the Offer

For details, see *"- **Bid/ Offer Period**"* on page 464.

Nomination Facility

In accordance with Section 72 of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014, 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 or alienation of Equity Share(s) by the person nominating. A nomination may be cancelled or varied by nominating any other person in place of the present nominee by the holder of the Equity Shares who has made the nomination by giving a notice of such cancellation. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered and Corporate Office or to the Registrar and Share Transfer Agents of our Company.

Further, any person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013, will, on the production of such evidence as may be required by our Board, elect either:

- to register himself or herself as holder of Equity Shares; or
- to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, our Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, our Board may thereafter withhold payment of all dividend, interests, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Offer was made only in dematerialised form, there is no need to make a separate nomination with our Company. Nominations registered with the respective Depository Participant of the Bidder will prevail. If Bidders want to change their nomination, they are advised to inform their respective Depository Participants.

Bid/Offer Period

BID/OFFER OPENED ON	Thursday, August 27, 2026
BID/OFFER CLOSED ON	Monday, August 31, 2026

An indicative timetable in respect of the Offer is set out below:

Event	Indicative Date
Bid/ Offer Closing Date	Monday, August 31, 2026
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about Tuesday, September 1, 2026
Initiation of refunds for Anchor Investors/ unblocking of funds from ASBA Account*	On or about Tuesday, September 1, 2026
Credit of Equity Shares to demat accounts of Allottees	On or about Wednesday, September 2, 2026
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about Thursday, September 3, 2026

* *In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Offer Closing Date for cancelled/withdrawn/deleted ASBA Forms, the Bidder shall be compensated by the intermediary responsible for causing such delay in unblocking at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher, in accordance with applicable law. For (i) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Bidder shall be compensated at a uniform rate ₹100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (ii) any blocking of amounts more than the Bid Amount, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iii) 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 for such delay in unblocking, in accordance with applicable law. The Bidders shall be compensated by the manner specified in the SEBI ICDR Master Circular, in case of delays in resolving investor grievances in relation to blocking/ unblocking of funds, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of our Company with the Self Certified Syndicate Bank(s)("**SCSB**"), to the extent applicable.*

The above timetable is indicative and does not constitute any obligation on our Company or any of the Selling Shareholders or the BRLMs. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges are taken within three Working Days of Bid/ Offer Closing Date or such time as may be prescribed by SEBI, with reasonable support and co-operation of each of the Selling Shareholders, as may be required in respect of its respective portion of the Offered Shares, the timetable may be extended due to various factors, any delay in receiving the final listing and trading approval from the Stock Exchanges or delay in receipt of final certificates from SCSBs, etc. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws. Each of the Selling Shareholders, severally and not jointly, confirms that it shall extend commercially reasonable co-operation to our Company, as may be required solely in relation to its respective Offered Shares, in accordance with applicable law, to facilitate the process of listing and commencement of trading of the Equity Shares on the Stock Exchanges within three Working Days from the Bid/Offer Closing Date or such time as prescribed by SEBI.

In terms of the UPI Circulars, in relation to the Offer, the BRLMs will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within three Working days of Bid/ Offer Closing Date or such time prescribed by SEBI, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

Any circulars or notifications from SEBI after the date of the Red Herring Prospectus may result in changes to the listing timelines. Further, the offer procedure is subject to change basis any revised SEBI circulars to this effect.

Submission of Bids (other than Bids from Anchor Investors):

Bid/Offer Period (except the Bid/Offer Closing Date)	
Submission and Revision in Bids	Only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time ("**IST**")
Bid/Offer Closing Date*	
Submission of Electronic Applications (Online ASBA through 3-in-1 accounts) – For RIIs, other than QIBs, Non-Institutional Investors and Eligible Employees Bidding in the Employee Reservation Portion	Only between 10.00 a.m. and up to 5.00 p.m. IST
Submission of Electronic Applications (Bank ASBA through Online channels like Internet Banking, Mobile Banking and Syndicate UPI ASBA applications)	Only between 10.00 a.m. and up to 4.00 p.m. IST
Submission of Electronic Applications (Syndicate Non-Retail, Non-Individual Applications)	Only between 10.00 a.m. and up to 3.00 p.m. IST
Submission of Physical Applications (Bank ASBA)	Only between 10.00 a.m. and up to 1.00 p.m. IST
Submission of Physical Applications (Syndicate Non-Retail, Non-Individual Applications of QIBs and NIIs where Bid Amount is more than ₹0.50 million)	Only between 10.00 a.m. and up to 12.00 p.m. IST
Modification/ Revision/cancellation of Bids	
Upward Revision of Bids by QIBs and Non-Institutional Investors categories#	Only between 10.00 a.m. on the Bid/ Offer Opening Date and up to 4.00 p.m. IST on Bid/ Offer Closing Date
Upward or downward Revision of Bids or cancellation of Bids by RIIs and Eligible Employees Bidding in the Employee Reservation Portion	Only between 10.00 a.m. on the Bid/ Offer Opening Date and up to 5.00 p.m. IST on Bid/ Offer Closing Date

* *UPI mandate end time and date was at 5:00 pm on the Bid/Offer Closing Date.*
\# *QIBs and Non-Institutional Investors can neither revise their bids downwards nor cancel/ withdraw their Bids.*

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 Investors; 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 Investors and Eligible Employees Bidding in the Employee Reservation Portion.

On Bid/Offer Closing Date, extension of time have been granted by Stock Exchanges only for uploading Bids received by Retail Individual Investors and Eligible Employees Bidding in the Employee Reservation Portion after taking into account the total number of Bids received up to closure of timings for acceptance of Bid cum Application Forms as stated herein and as reported by the BRLMs to the Stock Exchanges.

The Registrar to the Offer was required to submit the details of cancelled/withdrawn/deleted applications to the SCSBs on a daily basis within 60 minutes of the bid closure time from the Bid/Offer Opening Date till the Bid/Offer Closing Date by obtaining such information from the Stock Exchanges. The SCSBs were required to unblock such applications by the closing hours of the Working Day and submit the confirmation to the BRLMs and the Registrar to the Offer on a daily basis.

It was clarified that Bids were processed only after the application monies were blocked in the ASBA Account and Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount was not blocked by SCSBs, or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

To avoid duplication, the facility of re-initiation provided to members of the Syndicate Members were allowed only once per bid/batch and as deemed fit by the Stock Exchanges, after closure of the time for uploading Bids.

Due to limitation of time available for uploading the Bids on the Bid/Offer Closing Date, Bidders were 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. (Indian Standard Time) on the Bid/ Offer Closing Date. Any time mentioned in the Red Herring Prospectus is IST. Bidders were cautioned that, in the event a large number of Bids were received on the Bid/Offer Closing Date, some Bids could not get uploaded due to lack of sufficient time. Such Bids that could not be considered for allocation under the Offer. Bids were accepted on the Stock Exchange platform only during Working Days, during the Bid/ Offer Period and were not be accepted on Saturdays and holidays as declared by the Stock Exchanges. The Designated Intermediaries could modify select fields uploaded in the Stock Exchange platform during the Bid/Offer Period till 5.00 pm on the Bid/Offer Closing Date after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing. 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 the BSE and NSE, respectively, Bids and any revision in Bids were not be accepted on Saturdays, Sundays and public/bank holidays as declared by the Stock Exchanges. Bids by ASBA Bidders could be uploaded by the relevant Designated Intermediary in the electronic system to be provided by the Stock Exchanges.

In case of discrepancy in data entered in the electronic book vis-vis data contained in the Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges were taken as the final data for the purpose of Allotment.

Minimum Subscription

If our Company does not receive the minimum subscription in the Offer as specified under Rule 19(2)(b) of the SCRR or 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 was required to forthwith refund the entire subscription amount received in accordance with applicable law including the SEBI ICDR Master Circular. If there was a delay beyond two Working Days after our Company becomes liable to pay the amount, our Company, and every Director of our Company, who are officers in default, was required to pay interest at the rate of 15% per annum. It is clarified that each of the Selling Shareholders shall, severally and not jointly, be liable to refund money raised in the Offer together with any interest for delays in making refunds as per applicable law, only to the extent of its respective portion of Offered Shares. Notwithstanding the foregoing, no liability to make any payment of interest could accrue on any Selling Shareholder and such interest was required to be borne by our Company unless any delay of the payments to be made hereunder, or any delay in obtaining listing and/or trading approvals or any approvals in relation to the Offer was solely and directly attributable to an act or omission of such Selling Shareholder.

The requirement for minimum subscription is not applicable to the Offer for Sale. In the event of undersubscription in the Offer, subject to receiving minimum subscription for 90% of the Fresh Issue and compliance with Rule 19(2)(b) of the SCRR, the Allotment for the valid Bids was made in the following order: (i) such number of Equity Shares were required to be first Allotted by the Company such that 90% of the Fresh Issue portion is subscribed; (ii) upon achieving (i) above, all the Equity Shares held by the Selling Shareholders and offered for sale in the Offer for Sale were required to be Allotted (in proportion to the Offered Shares being offered by each Selling Shareholder); and (iii) once Equity Shares were Allotted as per (i) and (ii) above, such number of Equity Shares were required to be Allotted by the Company towards the balance 10% of the Fresh Issue portion.

Undersubscription, if any, in any category except the QIB Category, was required to spill-over from the other categories at the discretion of our Company, in consultation with the BRLMs, and the Designated Stock Exchange.

Further, in terms of Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Bidders to whom the Equity Shares will be Allotted will be not less than 1,000, failing which the entire application monies shall be unblocked in the respective ASBA Accounts of the Bidders. In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) 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.

Arrangements for disposal of odd Lots

Since the Equity Shares were treated in dematerialised form only, and the market lot for the Equity Shares was one Equity Share, there were no arrangements for disposal of odd lots.

New financial instruments

Our Company did not issue any new financial instruments through the Offer.

Restrictions, if any on transfer and transmission of Equity Shares

Except for lock-in of pre-Offer equity shareholding of our Company, minimum Promoters' contribution and Anchor Investor lock-in in the Offer, as detailed in "***Capital Structure – History of the share capital held by our Promoters - Build-up of Promoters' shareholding in our Company***" on page 132 and except as provided in our Articles as detailed in "***Main Provisions of the Articles of Association***" beginning on page 494, there are no restrictions on transfers and transmission of shares/debentures and on their consolidation/splitting.

Option to receive Equity Shares in dematerialized form

Investors should note that the Equity Shares was required to be Allotted to all successful Bidders only in dematerialised form. Bidders did not have the option of being Allotted Equity Shares in physical form. However, they may get the Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Offer, subject to applicable laws.

Withdrawal of the Offer

The Offer shall be withdrawn in the event that 90% of the Fresh Issue portion of the Offer is not subscribed.

Our Company and the Selling Shareholders, in consultation with the BRLMs, reserved 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 could 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 were required to inform the Stock Exchanges promptly on which the Equity Shares are proposed to be listed. The BRLMs, through the Registrar to the Offer, were required to notify the SCSBs and the Sponsor Banks, in case of UPI Bidders, to unblock the bank accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification and also inform the Bankers to the Offer to process refunds to the Anchor Investors, as the case may be. The notice of withdrawal was required to be issued in the same newspapers where the pre-Offer advertisements had appeared and the Stock Exchanges were also required to be informed promptly.

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 a public offering of the Equity Shares, our Company shall file a fresh red herring prospectus with SEBI. Notwithstanding the foregoing, the Offer is also subject to obtaining the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment and within three Working Days of the Bid/ Offer Closing Date or such other time period as prescribed under applicable law. If Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law.

OFFER STRUCTURE

The Offer is of 85,365,851* Equity Shares of face value of ₹5 each, for cash at a price of ₹82.00 per Equity Share aggregating to ₹7,000.00* million comprising a Fresh Issue of 60,975,609 Equity Shares of face value of ₹5 each, aggregating to ₹5,000.00* million by our Company and an Offer for Sale of 24,390,242* Equity Shares of face value of ₹5 each, aggregating to ₹2,000.00* million by the Selling Shareholders.

The Offer comprises of a Net Offer of 59,756,097* Equity Shares of face value of ₹5 each aggregating to ₹4,900.00* million and Employee Reservation Portion of 1,219,512* Equity Shares of face value of ₹5 each aggregating to ₹100.00 million. The Employee Reservation Portion shall not exceed 5% of our post-Offer paid-up Equity Share capital. The Offer and the Net Offer shall constitute 28.03% and 27.63%, respectively, of the post-Offer paid-up Equity Share capital of our Company.

In terms of Rule 19(2)(b) of the SCRR, the Offer is being made through the Book Building Process, in compliance with Regulation 31 of the SEBI ICDR Regulations.

Particulars	Eligible Employees#	Qualified Institutional Buyers ("QIB")(1)	Non-Institutional Investors	Retail Individual Investors
Number of Equity Shares available for Allotment or allocation*(2)	12,19,512* Equity Shares of face value of ₹5 each aggregating to ₹100 million	Not more than 42,073,169* Equity Shares of face value of ₹5 each aggregating to ₹3,450.00* million	Not less than 12,621,951* Equity Shares of face value of ₹5 each aggregating to ₹1,035.00* million available for allocation or Offer less allocation to QIB Bidders and RIIs	Not less than 29,451,219* Equity Shares of face value of ₹5 each available for allocation or Offer less allocation to QIB Bidders and Non-Institutional Investors
Percentage of Offer Size available for Allotment or allocation	The Employee Reservation Portion constituted 0.40% of the post-Offer paid-up Equity Share capital of our Company.	Not more than 50% of the Net Offer was available for allocation to QIB Bidders. However, 5% of the Net QIB Category will be available for Allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion were also eligible for allocation in the remaining Net QIB Category. The unsubscribed portion in the Mutual Fund Portion was required to be added to the Net QIB Category	Not less than 15% of the Net Offer or the Offer less allocation to QIB Bidders and Retail Individual Investors was available for allocation. One-third of the Non-Institutional Category was available for allocation to Bidders with a Bid size of more than ₹200,000 and up to ₹1,000,000 and two-thirds of the Non-Institutional Category was available for allocation to Bidders with a Bid size of more than ₹1,000,000, provided that the unsubscribed portion in either the sub-categories mentioned above may be allocated to applicants in the other sub-category of Non-Institutional Bidders.	Not less than 35% of the Net Offer or the Offer less allocation to QIB Bidders and Non-Institutional Investors was available for allocation
Basis of Allotment if respective category is oversubscribed*	Proportionate; unless the Employee Reservation Portion is undersubscribed, the value of allocation to an Eligible Employee did not exceed ₹200,000. In the event of undersubscription in the Employee Reservation Portion, the unsubscribed portion will be allocated, on a proportionate basis, to Eligible Employees for a value exceeding ₹200,000, subject to total Allotment to an Eligible Employee not exceeding ₹500,000.	Proportionate as follows (excluding the Anchor Investor Portion): a) 841,464* Equity Shares of face value of ₹5 each was available for allocation on a proportionate basis to Mutual Funds only; and b) 15,987,804* Equity Shares of face value of ₹5 each was available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above	The Equity Shares available for allocation to Non-Institutional Investors under the Non-Institutional Category was subjected to the following: (a) One-third of the Non-Institutional Category was available for allocation to Bidders with a Bid size of more than ₹200,000 and up to ₹1,000,000; and (b) Two-thirds of the Non-Institutional Category was available for allocation to Bidders with a Bid size of more than ₹1,000,000 The unsubscribed portion in either of the aforementioned	The allotment to each RII was not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Category and the remaining available Equity Shares if any, were Allotted on a proportionate basis. For further details, see "***Offer Procedure***" beginning on page 473

Particulars	Eligible Employees#	Qualified Institutional Buyers ("QIB")(1)	Non-Institutional Investors	Retail Individual Investors
		60% of the QIB Category (of 25,243,901* Equity Shares of face value of ₹5 each) may be allocated on a discretionary basis to Anchor Investors of which 40% of the Anchor Investor Portion shall be available for allocation in the following manner: (i) 33.33% shall be available for allocation to domestic Mutual Funds and (ii) 6.67% shall be reserved for life insurance companies and pension funds, subject to valid Bid received from domestic Mutual Funds, life insurance companies and pension funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations	subcategories was allocated to applicants in the other sub-category of Non-Institutional Investors. The Allotment of Equity Shares to each Non-Institutional Investor was required to be not less than the minimum application size, subject to availability in the Non-Institutional Category, and the remainder, if any, shall be allotted in accordance with the conditions specified in Schedule XIII to the SEBI ICDR Regulations	
Mode of Bid^	ASBA Process only (including the UPI Mechanism)	ASBA process only (excluding UPI Mechanism) (except in case of Anchor Investors)	ASBA Process only (including the UPI Mechanism), to the extent of Bids up to ₹500,000	ASBA Process only (including the UPI Mechanism)
Minimum Bid	182 Equity Shares of face value of ₹5 each.	Such number of Equity Shares in multiples of 182 Equity Shares of face value of ₹5 such that the Bid Amount exceeds ₹200,000.	For Non-Institutional Investors applying under (i) one-third of the Non- Institutional Category such number of Equity Shares in multiples of 182 Equity Shares of face value of ₹5 each such that the Bid Amount exceeds ₹200,000 For Non-Institutional Investors applying under (ii) two-thirds of the Non- Institutional Category such number of Equity Shares in multiples of 182 Equity Shares such that the Bid Amount exceeds ₹10,00,000	Such number of Equity Shares of face value of ₹5 each and in multiples of 182 Equity Shares of face value of ₹5 each thereafter
Maximum Bid	Such number of Equity Shares in multiples of 182 Equity Shares of face value of ₹5 each, so that the maximum Bid Amount by each Eligible Employee in Eligible Employee Portion does not exceed ₹500,000.	Such number of Equity Shares in multiples of 182 Equity Shares of face value of ₹5 each 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 182 Equity Shares of face value of ₹5 each not exceeding the size of the Net Offer (excluding the QIB Category), subject to limits applicable to each Bidder.	Such number of Equity Shares in multiples of 182 Equity Shares of face value of ₹5 each so that the Bid Amount does not exceed ₹200,000.
Mode of Allotment	Compulsorily in dematerialised form			
Bid Lot	182 Equity Shares of face value of ₹5 each and in multiples of 182 Equity Shares of face value of ₹5 each thereafter			
Allotment Lot	182 Equity Shares of face value of ₹5 each and in multiples of one Equity Share thereafter	182 Equity Shares of face value of ₹5 each and in multiples of one Equity Share thereafter	For NIIs allotment shall not be less than the minimum non-institutional application size.	182 Equity Shares of face value of ₹5 each and in multiples of one Equity Share thereafter
Trading Lot	One Equity Share			
Who can apply(3)(4)(5)	Eligible Employees such that the Bid Amount does not exceed ₹500,000.	Public financial institutions as specified in Section 2(72) of the Companies Act, 2013 ("**Companies Act**"), scheduled commercial banks, Mutual Funds, Foreign Portfolio Investors ("**FPIs**")	Resident Indian individuals, Eligible Non-Resident Individuals ("**NRIs**"), Hindu Undivided Families ("**HUFs**") (in the name of the karta), companies, corporate bodies, scientific institutions, societies,	Resident Indian individuals, Eligible NRIs and HUFs (in the name of the karta)

Particulars	Eligible Employees[#]	Qualified Institutional Buyers ("QIB")[(1)]	Non-Institutional Investors	Retail Individual Investors
		(other than individuals, corporate bodies and family offices), Venture Capital Funds ("**VCFs**"), Alternate Investment Funds ("**AIFs**"), Foreign Venture Capital Investors ("**FVCIs**") registered with Securities and Exchange Board of India ("**SEBI**"), multilateral and bilateral development financial institutions, state industrial development corporation, NBFC-SI, accredited investors as defined in regulation 2(1)(ab) of the SEBI AIF Regulations, for the limited purpose of their investments in angel funds registered with the Board, under the SEBI AIF Regulations, insurance companies registered with Insurance Regulatory and Development Authority of India ("**IRDAI**"), provident funds (subject to applicable law) with minimum corpus of ₹250.00 million, pension funds with minimum corpus of ₹250.00 million, registered with the Pension Fund Regulatory and Development Authority established under subsection (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013, National Investment Fund set up by the Government of India ("**GoI**") through resolution F. No.2/3/2005-DD-II dated November 23, 2005, the insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and NBFCs - SI in accordance with applicable laws.	trusts, family offices and FPIs who are individuals, corporate bodies and family offices which are re-categorised as category II FPIs (as defined in the SEBI FPI Regulations) and registered with SEBI.	
Terms of Payment	**In case of Anchor Investors**: Full Bid Amount was payable by the Anchor Investors at the time of submission of their Bids[(4)] **In case of all other Bidders:** Full Bid Amount was blocked by the SCSBs in the bank account of the ASBA Bidder, or by the Sponsor Bank(s) through the UPI Mechanism (other than Anchor Investors), that is specified in the ASBA Form at the time of submission of the ASBA Form			

Assuming full subscription in the Offer.

**Subject to finalization of rejection of Bids and Basis of Allotment.*

\# *Eligible Employees Bidding in the Employee Reservation Portion could Bid up to a Bid Amount of ₹500,000. However, a Bid by an Eligible Employee in the Employee Reservation Portion was considered for allocation, in the first instance, for a Bid Amount of up to ₹200,000. In the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion was available for allocation and Allotment, proportionately to all Eligible Employees who had Bid in excess of ₹200,000, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹500,000. Further, an Eligible Employee Bidding in the Employee Reservation Portion could also Bid in the Net Offer and such Bids was not treated as multiple Bids subject to applicable limits. The undersubscribed portion, if any, in the Employee Reservation Portion was added back to the Net Offer. In case of undersubscription in the Net Offer, spill-over to the extent of such under-subscription was permitted from the Employee Reservation Portion.*

^ *The SEBI ICDR Master Circular has mandated that ASBA applications in public issues shall be processed only after the application monies are blocked in the bank accounts of the Bidders.*

(1) *Our Company in consultation with the BRLMs, allocated 60% of the QIB Category to Anchor Investors at the Anchor Investor Offer Price, on a discretionary basis in accordance with the SEBI ICDR Regulations, subject to there being (i) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion was up to ₹2,500.00 million subject to a minimum Allotment of ₹50.00 million per Anchor Investor, and (iii) in case of allocation above ₹2,500.00 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹2,500.00 million, and an additional 15 Anchor Investors for every additional ₹2,500.00 million or part thereof was permitted, subject to minimum allotment of ₹50.00 million per Anchor Investor. An Anchor Investor was required to make a minimum Bid of such number of Equity Shares, that the Bid Amount is at least ₹100.00 million. 33.33% of the Anchor Investor Portion was reserved for domestic Mutual Funds and 6.67% of the Anchor Investor Portion was reserved for life insurance companies and pension funds, subject to valid Bids having been received from domestic Mutual Funds, life insurance companies and pension funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulation, which price was determined by our Company, in consultation with the BRLMs. In the event of under-subscription in the Anchor Investor Portion, the balance Equity Shares in the Anchor Investor Portion was required to added to the Net QIB Category. For further details, see "**Offer Procedure**" beginning on page 473.*

(2) *Subject to valid Bids having been received at or above the Offer Price. This Offer was made in accordance with Rule 19(2)(b) of the SCRR and Regulation 6(1) of the SEBI ICDR Regulations wherein not more than 50% of the Net Offer was available for allocation on a proportionate basis to QIBs. Such number of Equity Shares representing 5% of the Net QIB Category was available for allocation on a proportionate basis to Mutual Funds only. The remainder of the Net QIB Category was available for allocation on a proportionate basis to QIBs, including Mutual Funds, subject to valid Bids having been 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 Category, the balance Equity Shares available for allocation in the Mutual Fund Portion was required to be added to the remaining Net QIB Category for proportionate allocation to all QIBs. Further, not less than 15% of the Net Offer was available for allocation to Non-Institutional Investors, of which (a) one-third portion was reserved for applicants with a Bid size of more than ₹200,000 and up to ₹1,000,000; and (b) two-thirds portion was reserved for applicants with a Bid size of more than ₹1,000,000, provided that the unsubscribed portion in either of such sub-categories might be allocated to applicants in the other sub-category of Non-Institutional Investors, subject to valid Bids being received at or above the Offer Price and not less than 35% of the Net Offer was required to be available for allocation to RIIs in accordance with the SEBI ICDR Regulations, subject to valid Bids having been received from them at or above the Offer Price.*

(3) *In the event that a Bid was submitted in joint names, the relevant Bidders ensured that the depository account is also held in the same joint names and the names are in the same sequence in which they appear in the Bid cum Application Form. The Bid cum Application Form contained only the name of the first Bidder whose name also appeared as the first holder of the beneficiary account held in joint names. The signature of only such first Bidder was required in the Bid cum Application Form and such first Bidder was deemed to have signed on behalf of the joint holders. Our Company reserved the right to reject, in its absolute discretion, all or any multiple Bids in any or all categories.*

(4) *Full Bid Amount was required to 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 was payable by the Anchor Investor Pay-in Date as indicated in the Confirmation Allotment Note CAN.*

(5) *Bidders were required to confirm and were deemed to have represented to our Company, the Selling Shareholders, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they were eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.*

Bids by FPIs with certain structures as described under "***Offer Procedure - Bids by Foreign Portfolio Investors***" on page 479 and having same PAN was required to be collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with same PAN) were proportionately distributed.

Eligible Employees bidding in the Employee Reservation Portion at a price within the Price Band were requited to make payment based on Bid Amount, at the time of making a Bid. Eligible Employees bidding in the Employee Reservation Portion at the Cut-Off Price had to ensure payment at the Cap Price, at the time of making a Bid.

Subject to valid Bids having been received at or above the Offer Price, under-subscription, if any, in any category except the QIB Category, was required to be met with spill-over from the other categories or a combination of categories at the discretion of our Company, in consultation with the BRLMs, and the Designated Stock Exchange, on proportionate basis as per the SEBI ICDR Regulations.

OFFER PROCEDURE

*All Bidders should read the General Information Document for Investing in Public Issues prepared and issued in accordance with the SEBI circular number 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, 2013, 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 especially in relation to the process for Bids by UPI Bidders 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.*

Additionally, all Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Offer; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders/Applicants; (v)issuance of CAN and allotment in the Offer; (vi) general instructions (limited to instructions for completing the Bid cum Application Form); (vii) submission of Bid cum Application Form; (viii) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (ix) applicable provisions of the Companies Act, 2013 relating to punishment for fictitious applications; (x) mode of making refunds; (xi) Designated Date; (xii) interest in case of delay in allotment or refund; and (xiii) disposal of applications.

In terms of Regulation 23(5) and Regulation 52 of SEBI ICDR Regulations, the timelines and processes mentioned in SEBI RTA Master Circular, shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and lead managers shall continue to coordinate with intermediaries involved in the said process.

Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with Applicable Laws and did not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus and this Prospectus. Further, our Company, the Selling Shareholders and the Syndicate are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in this Offer.

Pursuant to NSDL circular number NSDL/CIR/II/28/2023 dated August 8, 2023 and CDSL circular no. CDSL/OPS/RTA/POLCY/2023/161 dated August 8, 2023, our Company may request the Depositories to suspend/ freeze the ISIN in depository system till listing/ trading effective date. Pursuant to the aforementioned circulars, our Company may request the Depositories to suspend/ freeze the ISIN in depository system from or around the date of the Red Herring Prospectus till the listing and commencement of trading of our Equity Shares. The shareholders who intend to transfer the pre-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 was 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 and in compliance with Regulation 6(1) of the SEBI ICDR Regulations, wherein not more than 50% of the Net Offer was available for allocation on a proportionate basis to QIBs, provided that our Company, in consultation with the BRLMs, allocated 60% of the QIB Category to Anchor Investors and the basis of such allocation was on a discretionary basis by our Company, in consultation with the BRLMs, of which, 40% was available for allocation in the following manner: (i) 33.33% was available for allocation to domestic Mutual Funds, and (ii) 6.67% was reserved for life insurance companies and pension funds subject to valid Bids having been received from domestic Mutual Funds, life insurance companies and pension funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares were required to be added to the QIB Category (other than the Anchor Investor Portion). Further, 5% of the Net QIB Category was available for allocation on a proportionate basis to Mutual Funds only, subject to valid Bids having been received at or above the Offer Price, and the remainder of the Net QIB Category was available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids having been received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Category, the balance Equity Shares available for allocation in the Mutual Fund Portion was added to the remaining QIB Category for proportionate allocation to QIBs. Further, not less than 15% of the Net Offer was available for allocation to Non-Institutional Investors, in accordance with the SEBI ICDR Regulations, of which one-third of the Non-Institutional Category was available for allocation to Bidders with a Bid size of more than ₹200,000 and up to ₹1,000,000 and two-thirds of the Non-Institutional Category was available for allocation to Bidders with a Bid size of more than ₹1,000,000 and under- subscription in either of these two sub-categories of the Non-Institutional Category was allocated to Bidders in the other sub-category of the Non-Institutional Category in accordance with the SEBI ICDR Regulations, subject to valid Bids having been received at or above the Offer Price. Further, not less than 35% of the Net Offer was available for allocation to Retail Individual Portion, in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price. Further, 1,219,512* Equity Shares of face value of ₹5 each, aggregating to ₹100.00 million was made available for allocation on a proportionate basis only to Eligible Employees Bidding in the Employee Reservation Portion, subject to valid Bids having been received at or above the Offer Price, if any.

* *Subject to finalisation of rejection of Bids and Basis of Allotment.*

Undersubscription, if any, in any category, except in the Net QIB Category, was required to be met with spill-over from any other category or categories, as applicable, at the discretion of our Company and in consultation with the BRLMs and the Designated Stock Exchange, subject to receipt of valid Bids received at or above the Offer Price. Under-subscription, if any, in the Net QIB Category, was not allowed to be met with spill-over from any other category or a combination of categories. In the event of an under-subscription in the Employee Reservation Portion post the initial Allotment, such unsubscribed portion was 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.

Investors were required to ensure that their Permanent Account Number ("**PAN**") was linked with Aadhaar and was in compliance with the notification issued by Central Board of Direct Taxes on February 13, 2020, and press release dated June 25, 2021 and September 17, 2021, CBDT circular number 7 of 2022, dated March 30, 2022, read with press release dated March 28, 2023, read with subsequent circulars issued in relation thereto.

The Equity Shares, on Allotment, was traded only in the dematerialised segment of the Stock Exchanges.

Investors should note that the Equity Shares was Allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms which did not have the details of the Bidders' depository account, including depository participant's identity number ("**DP ID**"), client identification number ("**Client ID**"), PAN and unified payments interface identity number ("**UPI ID**"), as applicable, shall be treated as incomplete and were rejected. Bidders did not have the option of being Allotted Equity Shares in physical form. However, they may get the Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Offer, subject to applicable laws.

All SCSBs offering the facility of making application in public issues were provided facility to make application using UPI. Our Company has appointed the Sponsor Banks to act as a conduit between the Stock Exchanges and National Payments Corporation of India ("**NPCI**") in order to facilitate collection of requests and/or payment instructions of the UPI Bidders using the UPI.

NPCI through its circular number NPCI/UPI/OC No. 127/ 2021-22 dated December 9, 2021, *inter alia*, has enhanced the per transaction limit from ₹200,000 to ₹500,000 for applications using UPI in initial public offerings.

Pursuant to the UPI Circulars, SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Circular include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send short message service ("**SMS**") alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one Working Day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law. Additionally, if there is any delay in the redressal of investors' complaints, the relevant SCSB as well as the post-Offer BRLMs will be required to compensate the concerned investor.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the BRLMs.

Further, in accordance with the SEBI ICDR Master Circular, all UPI Bidders were required to provide their UPI ID in the Bid cum Application Form submitted with any of the entities mentioned herein below:

(i) a syndicate member;

(ii) a stockbroker registered with a recognised stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity);

(iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for this activity); or

(iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for this activity).

Electronic registration of Bids

(i) The Designated Intermediary may register the Bids using the online facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the online facilities for Book Building on a regular basis before the closure of the Offer.

(ii) On the Bid/Offer Closing Date, the Designated Intermediaries uploaded the Bids till such time as may be permitted by the Stock Exchanges and as disclosed in the Red Herring Prospectus.

(iii) Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The Designated Intermediaries are given till 5:00 pm on the Bid/Offer Closing Date to modify select fields uploaded in the Stock 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.

(iv) QIBs and Non-Institutional Investors can neither revise their bids downwards nor cancel/withdraw their bids.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the Abridged Prospectus were available with the Designated Intermediaries at the Bidding Centres, and our Registered and Corporate Office. An electronic copy of the Bid cum Application Form was also available for download on the websites of the BSE Limited ("**BSE**") (www.bseindia.com) and the National Stock Exchange of India Limited ("**NSE**") (www.nseindia.com) at least one day prior to the Bid/Offer Opening Date.

Copies of the Anchor Investor Application Form was available at the offices of the BRLMs.

All Bidders (other than Anchor Investors) were mandatorily required to participate in the Offer only through the ASBA process. UPI Bidders were required to Bid in the Offer through the UPI Mechanism. ASBA Bidders must provide either (i) the bank account details and authorisation to block funds in the ASBA Form, or (ii) the UPI ID, as applicable, in the relevant space provided in the ASBA Form. The ASBA Forms that did not contain such details were liable to be rejected. Applications made by the UPI Bidders using third party bank account or using third party linked bank account UPI ID were liable for rejection. Anchor Investors were not permitted to participate in the Offer through the ASBA process. UPI Bidders Bidding using the UPI Mechanism could also apply through the SCSBs and mobile applications using the UPI handles as provided on the website of SEBI. ASBA Bidders were required to ensure that the Bids are made on ASBA Forms bearing the stamp of the relevant Designated Intermediary, submitted at the relevant Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp were liable to be rejected. In accordance with the SEBI ICDR Master Circular, the ASBA applications in public issues were required to be processed only after the application monies are blocked in the bank accounts of the Bidders. Stock Exchanges were required to accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked. This circular was be applicable for all categories of investors viz. RII, QIB, NII and other reserved categories and also for all modes through which the applications are processed.

The ASBA Bidders, including UPI Bidders, were required to ensure that they have sufficient credit balance such that an amount equivalent to full Bid Amount could be blocked therein, at the time of submitting the Bid. as the application made by a ASBA Bidder was required to only be processed after the Bid amount is blocked in the ASBA account of the investor's bank accounts, pursuant to the SEBI ICDR Master Circular.

The prescribed colour of the Bid cum Application Form for the various categories is as follows:

Category	Colour of Bid cum Application Form*
Resident Indians, including resident QIBs, Non-Institutional Investors, Retail Individual Investors and Eligible NRIs applying on a non-repatriation basis^	White
Non-Residents including Foreign Portfolio Investors ("**FPIs**"), Eligible Non-Resident Investors ("**NRIs**") applying on a repatriation basis, foreign Venture Capital Investors ("**FVCIs**") and registered bilateral and multilateral institutions	Blue
Anchor Investors^^	White
Eligible Employees Bidding in the Employee Reservation Portion#	Pink

* *Excluding the electronic Bid cum Application Form.*

^ *Electronic Bid cum Application Form were available for download on the website of the BSE (*www.bseindia.com*) and NSE (www.nseindia.com).*

^^ *Bid cum Application Forms for Anchor Investors were available at the offices of the BRLMs.*

\# *Bid cum Application Forms for Eligible Employees will be available only at our branches and offices in India.*

In case of ASBA Forms, the relevant Designated Intermediaries were required to upload the relevant bid details in the electronic bidding system of the Stock Exchanges and the Stock Exchanges shall accept the ASBA applications in their electronic bidding system only with a mandatory confirmation on the application monies blocked. For RIIs using the UPI Mechanism, the Stock Exchanges were required to share the Bid details (including UPI ID) with the Sponsor Banks on a continuous basis to enable the Sponsor Banks to initiate UPI Mandate Request to UPI Bidders for blocking of funds.

In case of ASBA Forms, the relevant Designated Intermediaries were required to capture and upload the relevant bid details (including UPI ID in case of ASBA Forms under the UPI Mechanism) in the electronic bidding system of the Stock Exchanges.

The Sponsor Banks were required to undertake a reconciliation of Bid responses received from Stock Exchanges and sent to NPCI and were also required to 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 were required to 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, Core Banking System ("**CBS**") data and UPI raw data. NPCI is to coordinate with issuer banks and Sponsor Banks on a continuous basis.

Pursuant to NSE circular number 23/2022 dated July 22, 2022 and BSE circular number 20220722-30 dated July 22, 2022, has mandated that trading members, Syndicate Members, RTA and Depository Participants shall submit Syndicate ASBA bids above ₹500,000 and NIB and QIB bids above ₹200,000, through SCSBs only.

For all pending UPI Mandate Requests, the Sponsor Banks were required to initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 5:00 p.m. on the Bid/Offer Closing Date ("**Cut-Off Time**"). Accordingly, UPI Bidders Bidding using through the UPI Mechanism were required to 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.

The processing fees for applications made by UPI Bidders using the UPI Mechanism was released to the SCSBs only after such banks provided a written confirmation on compliance with the UPI Circulars.

For ASBA Forms (other than UPI Bidders using UPI Mechanism) Designated Intermediaries (other than SCSBs) were required to submit/deliver the ASBA Forms to the respective SCSB where the Bidder has an ASBA bank account and were not required to submit it to any non-SCSB bank or any Escrow Collection Bank(s).

The Sponsor Banks are required to host a web portal for intermediaries (closed user group) from the date of Bid/Offer Opening Date till the date of listing of the Equity Shares with details of statistics of mandate blocks/unblocks, performance of apps and UPI handles, down-time/network latency (if any) across intermediaries and any such processes having an impact/bearing on the Offer Bidding process.

Participation by the Promoters and Promoter Group of our Company, BRLMs, the Syndicate Members and their associates and affiliates and the persons related thereto

The BRLMs and the Syndicate Members were not allowed to purchase Equity Shares in the Offer in any manner, except towards fulfilling their respective underwriting obligations. However, the respective associates and affiliates of the BRLMs and the Syndicate Members could have Bid for Equity Shares in the Offer, either in the QIB Category or in the Non-Institutional Category as may be applicable to such Bidders, and such subscription might be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of the BRLMs and Syndicate Members, could treated equally for the purpose of allocation.

Except as stated below, neither the BRLMs nor any persons related to the BRLMs can apply in the Offer under the Anchor Investor Portion:

(i) mutual funds sponsored by entities which are associate of the BRLMs;

(ii) insurance companies promoted by entities which are associate of the BRLMs;

(iii) Alternate Investment Funds ("**AIFs**") sponsored by the entities which are associate of the BRLMs;

(iv) Foreign Portfolio Investors ("**FPIs**") other than individuals, corporate bodies and family offices sponsored by the entities which are associate of the BRLMs; or

(v) pension funds sponsored by entities which are associate of the BRLMs;

Except to the extent of the Offered Shares, our Promoters and the members of our Promoter Group did not participate in the Offer. Further, persons related to our Promoters and Promoter Group did not apply in the Offer under the Anchor Investor Portion.

For the purposes of the above, a QIB who has the following rights was deemed to be a person related to our Promoters or Promoter Group:

(i) rights under a shareholders' agreement or voting agreement entered into with our Promoters or Promoter Group;

(ii) veto rights; or

(iii) right to appoint any nominee director on the Board.

Further, an Anchor Investor shall be deemed to be an "associate of the BRLMs" if:

(i) either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or

(ii) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or

(iii) there is a common director, excluding nominee director, amongst the Anchor Investors and the BRLMs.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate was required to be lodged along with the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs reserved the right to reject any Bid without assigning any reason thereof, subject to applicable laws.

Bids made by asset management companies or custodians of Mutual Funds were required to specifically state names of the concerned schemes for which such Bids were made.

In case of a Mutual Fund, a separate Bid could have been 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 were not treated as multiple Bids provided that the Bids clearly indicated the scheme concerned for which the Bid was made.

No Mutual Fund scheme invested more than 10% of its net asset value ("**NAV**") in equity shares or equity related instruments of any single company provided that the limit of 10% was not applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes owned more than 10% of any company's paid-up share capital carrying voting rights.

Bids by Eligible Non-resident Indians ("NRIs")

Eligible NRIs could have obtained copies of Bid cum Application Form from the Designated Intermediaries. Eligible NRI Bidders bidding on a repatriation basis by using the Non-Resident forms were required to authorise their SCSB to block their Non-Resident External ("**NRE**") accounts (including UPI ID, if activated), or foreign currency non-resident accounts ("**FCNR Accounts**"), and eligible NRI Bidders bidding on a non-repatriation basis by using resident forms were required to authorise their SCSB 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. NRIs who applied in the Offer through the UPI Mechanism were advised to enquire with the relevant bank, whether their account is UPI linked, prior to submitting a Bid cum Application Form.

Eligible NRIs Bidding on non-repatriation basis were advised to use the Bid cum Application Form for residents (white in colour). Eligible NRIs Bidding on a repatriation basis were advised to use the Bid cum Application Form meant for Non-Residents (blue in colour).

Participation of Eligible NRIs in the Offer was subject to the Foreign Exchange Management Act ("**FEMA**") Non-debt Instrument Rules. Only bids accompanied by payment in Indian rupees or fully convertible foreign exchange were considered for allotment.

In accordance with the FEMA Non-Debt Instruments Rules, the total holding by any individual NRI, on a repatriation basis, did not exceed 5% of the total paid-up Equity Share capital on a fully diluted basis or did not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and Overseas Citizen of India ("**OCI**") put together did not exceed 10% of the total paid-up Equity Share capital on a fully diluted basis or did not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company.

For details of restrictions on investment by NRIs, see "***Restrictions on Foreign Ownership of Indian Securities***" beginning on page 493.

Bids by Hindu Undivided Families ("HUFs")

Bids by Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder was required to specify that the Bid was made in the name of the HUF in the Bid cum Application Form as follows: "Name of sole or first bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Bids by HUFs were considered at par with Bids from individuals.

Bids by Eligible Employees

The Bid must be for a minimum of 182 Equity Shares of face value of ₹5 each and in multiples of 182 Equity Shares of face value of ₹5 each thereafter so as to ensure that the Bid Amount payable by the Eligible Employee did not exceed ₹500,000 on a net basis. However, the initial allocation to an Eligible Employee in the Employee Reservation Portion did not exceed ₹200,000. Allotment in the Employee Reservation Portion was as detailed in the section "***Offer Structure***" beginning on page 469.

However, Allotments to Eligible Employees in excess of ₹200,000 was considered on a proportionate basis, in the event of under-subscription in the Employee Reservation Portion, subject to the total Allotment to an Eligible Employee not exceeding ₹500,000. Subsequent under-subscription, if any, in the Employee Reservation Portion were required to be added back to the Net Offer. Eligible Employees Bidding in the Employee Reservation Portion may Bid at the Cut-off Price.

Bids under the Employee Reservation Portion by Eligible Employees were required to be:

- Made only in the prescribed Bid cum Application Form or Revision Form.
- Only Eligible Employees (excluding such other persons not eligible under applicable laws, rules, regulations and guidelines) would be eligible to apply in this Offer under the Employee Reservation Portion.

- In case of joint bids, the sole/ first Bidder were the Eligible Employee.
- Bids by Eligible Employees was made at Cut-off Price.
- Only those Bids, which were received at or above the Offer Price was considered for allocation under this portion.
- The Bids must be for a minimum of 182 Equity Shares of face value of ₹5 each and in multiples of 182 Equity Shares thereafter so as to ensure that the Bid Amount payable by the Eligible Employee subject to a maximum Bid Amount of ₹500,000 on a net basis.
- Eligible Employees bidding in the Employee Reservation Portion were required to Bid through the UPI mechanism
- If the aggregate demand in this portion is less than or equal to 1,219512 Equity Shares at or above the Offer Price, full allocation was made to the Eligible Employees to the extent of their demand.
- Bids by Eligible Employees in the Employee Reservation Portion and in the Net Offer portion was not treated as multiple Bids.
- Eligible Employees were required to mention their employee number at the relevant place in the Bid cum Application Form or Revision Form.

In the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion was available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹200,000, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹500,000.

Bids by Foreign Portfolio Investors ("FPIs")

In terms of 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. Further, in terms of the FEMA Non-Debt Instruments Rules, the total holding by each FPI, of an investor group, shall be below 10% of the total paid-up Equity Share capital of our Company on a fully diluted basis and the aggregate limit for FPI investments shall be the sectoral caps applicable to our Company, which is 100% of the total paid-up Equity Share capital of our Company on a fully diluted basis. In case the total holding of an FPI or investor group increases 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 comply with applicable reporting requirements. Further, the total holdings of all FPIs put together, with effect from April 1, 2020, can be up to the sectoral cap applicable to the sector in which our Company operates (i.e., up to 100%). In terms of the FEMA Non-Debt Instruments Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included. Bids by FPIs which utilise the multi-investment manager structure, submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs were not treated as multiple Bids.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations was required to be attached to the Bid cum Application Form, failing which our Company, in consultation with the BRLMs reserved the right to reject any Bid without assigning any reason, subject to applicable laws.

FPIs were permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time. In terms of the FEMA Non-Debt Instruments Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs was included.

To ensure compliance with the above requirement, SEBI, pursuant to the SEBI RTA Master Circular, has directed that at the time of finalisation of the Basis of Allotment, the Registrar shall (i) use the PAN issued by the Income Tax Department of India for checking compliance for a single FPI; and (ii) obtain validation from Depositories for the FPIs who have invested in the Offer to ensure there is no breach of the investment limit, within the timelines for issue procedure, as prescribed by SEBI from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI, 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.

In case the total holding of an FPI increases beyond 10% of the total paid-up Equity Share capital, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants issued that may be issued by our Company, the total investment made by the FPI will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements.

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:

(a) such offshore derivative instruments are transferred to persons subject to fulfilment of SEBI FPI Regulations; and

(b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred are pre-approved by the FPI.

The FPIs who wished to participate in the Offer were advised to use the Bid cum Application Form for non-residents.

Bids received from FPIs bearing the same PAN were treated as multiple Bids and were liable to be rejected, except for Bids from FPIs that utilize the multiple investment manager structure in accordance with SEBI master circular number SEBI/HO/AFD/AFD-PoD-2/P/CIR/2024/70 May 30, 2024, provided such Bids were made with different beneficiary account numbers, Client IDs and DP IDs.

Accordingly, it should be noted that multiple Bids received from FPIs, which did not utilize the multiple investment managers ("**MIM**") Structure, and bear the same PAN, were liable to be rejected. In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, were required to provide a confirmation in the Bid cum Application Forms that the relevant FPIs making multiple Bids utilize the MIM Structure. In the absence of such confirmation from the relevant FPIs, such multiple Bids were rejected.

Further, in the following cases, Bids by FPIs were not treated as multiple Bids:

- FPIs which utilise the MIM structure, indicating the name of their respective investment managers in such confirmation;
- Offshore derivative instruments ("**ODI**") which have obtained separate FPI registration for ODI and proprietary derivative investments;
- Sub funds or separate class of investors with segregated portfolio who obtain separate FPI registration;
- FPI registrations granted at investment strategy level/sub fund level where a collective investment scheme or fund has multiple investment strategies/sub-funds with identifiable differences and managed by a single investment manager;
- Multiple branches in different jurisdictions of foreign bank registered as FPIs;
- Government and Government related investors registered as Category 1 FPIs; and
- Entities registered as collective investment scheme having multiple share classes.

The Bids belonging to any of the above mentioned seven structures and having same PAN were required to be collated and identified as a single Bid in the Bidding process. The Equity Shares allotted in the Bid could be proportionately distributed to the Applicant FPIs (with same PAN). In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, were required to provide a confirmation along with each of their Bid cum Application Forms that the relevant FPIs making multiple Bids utilized any of the above-mentioned structures and indicate the name of their respective investment managers in such confirmation. In the absence of such confirmation from the relevant FPIs, such multiple Bids were rejected.

Please note that in terms of the General Information Document, the maximum Bid by any Bidder including QIB Bidder should not exceed the investment limits prescribed for them under applicable laws. Further, MIM Bids by an FPI Bidder utilising the MIM Structure shall be aggregated for determining the permissible maximum Bid. Further, please note that as disclosed in the Red Herring Prospectus read with the General Information Document, Bid Cum Application Forms are liable to be rejected in the event that the Bid in the Bid cum Application Form "*exceeds the Offer size and/or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of this Prospectus.*"

For example, an FPI were required to 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**") was 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 was liable to be rejected.

Bids by Securities and Exchange Board of India ("SEBI") registered Venture Capital Funds ("VCFs"), Alternate Investment Funds ("AIFs") and Foreign Capital Investors ("FVCIs")

SEBI VCF Regulations as amended, inter alia prescribe the investment restrictions on VCFs, registered with SEBI. SEBI AIF Regulations prescribe, amongst others, the investment restrictions on AIFs. Post the repeal of the SEBI VCF Regulations, the venture capital funds which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations until the existing fund or scheme managed by the fund is wound up and such fund shall not launch any new scheme after the notification of the SEBI AIF Regulations. SEBI FVCI Regulations prescribe the investment restrictions on FVCIs.

Accordingly, the holding in any company by any individual VCF or FVCIs registered with SEBI should not exceed 25% of the corpus of the VCF or FVCI. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds in various prescribed instruments, including in public offering.

Category I and II AIFs cannot invest more than 25% of the investible funds in one investee company. A Category III AIF cannot invest more than 10% of the investible funds in one investee company. A VCF registered as a Category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than one-third of its investible funds by way of subscription to an initial public offering of a venture capital undertaking whose shares are proposed to be listed. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

All non-resident investors noted that refunds (in case of Anchor Investors), dividends and other distributions, if any, would be payable in Indian Rupees only and net of bank charges and commission.

Our Company or the BRLMs were not responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Participation of AIFs, VCFs and FVCIs were subject to the FEMA Non-Debt Instruments Rules.

There is no reservation for Eligible NRI Bidders, AIFs, FPIs and FVCIs. All Bidders will be treated on the same basis with other categories for the purpose of allocation.

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, was required to be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs reserved 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 the RBI, certified copies of (i) the certificate of registration issued by the RBI, and (ii) the approval of such banking company's investment committee were required to be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs, reserved the right to reject any Bid without assigning any reason thereof, subject to applicable law.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949 (the "**Banking Regulation Act**"), and Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10% of the paid-up share capital of the investee company or 10% of the bank's own paid-up share capital and reserves, whichever is lower. Further, the aggregate equity investments in subsidiaries and other entities engaged in financial and non-financial services, including overseas investments, cannot exceed 20% of the bank's paid-up share capital and reserves. However, a banking company may hold up to 30% of the paid-up share capital of the investee company with the prior approval of the RBI, provided that the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act or the additional acquisition is through restructuring of debt, or to protect the bank's interest on loans/investments made to a company.

Bids by Self-Certified Syndicate Banks ("SCSBs")

SCSBs participating in the Offer were required to comply with the terms of the SEBI ICDR Master Circular issued by SEBI. Such SCSBs were required to ensure that for making applications on their own account using ASBA, they should have had a separate account in their own name with any other SEBI registered SCSBs. Further, such account could be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

Bids by insurance companies

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI was required to be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs reserved the right to reject any Bid without assigning any reason thereof, subject to applicable law.

The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016, read with the Investments – Master Circular dated October 27, 2022, each as amended, are broadly set forth below:

(a) equity shares of a company: the lower of 10%* of the outstanding equity shares (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer or health insurer;

(b) the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or health insurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and

(c) the industry sector in which the investee company operates: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or health insurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (a), (b) and (c) above, as the case may be.

**The above limit of 10% shall stand substituted as 15% of outstanding equity shares (face value) for insurance companies with investment assets of ₹2,500,000.00 million or more and 12% of outstanding equity shares (face value) for insurers with investment assets of ₹500,000.00 million or more but less than ₹2,500,000.00 million.*

Insurance companies participating in the Offer were required to comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

Bids by Provident Funds/Pension Funds

In case of Bids made by provident funds/pension funds with minimum corpus of ₹250.00 million registered with the Pension Fund Regulatory and Development Authority established under sub-section (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013, subject to applicable law, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund were required to be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs reserved the right to reject any Bid, without assigning any reason thereof.

Bids under Power of Attorney

In case of Bids made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, eligible FPIs, AIFs, Mutual Funds, insurance companies, systematically important non-banking finance company ("**NBFC-SI**"), insurance funds set up by the army, navy or air force of the India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹250.00 million (subject to applicable laws) and pension funds with a minimum corpus of ₹250.00 million, registered with the Pension Fund Regulatory and Development Authority established under 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 was required to be lodged along with the Bid cum Application Form. Failing this, our Company reserved the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof.

Our Company, in consultation with the BRLMs, in their absolute discretion, reserved the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form, subject to such terms and conditions that our Company, in consultation with the BRLMs, may deem fit.

Bids by Anchor Investors

In accordance with the SEBI ICDR Regulations, in addition to details and conditions mentioned in this section the key terms for participation by Anchor Investors are provided below:

(a) Anchor Investor Application Forms were made available for the Anchor Investor Portion at the offices of the BRLMs.

(b) The Bid was required to be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹100 million. A Bid could not be submitted for over 60% of the QIB Category. In case of a Mutual Fund, separate bids by individual schemes of a Mutual Fund were aggregated to determine the minimum application size of ₹100.00 million.

(c) Out of 40%, (i) 33.33% was available for allocation to domestic Mutual Funds, and (ii) 6.67% was available for life insurance companies and pension funds, subject to valid bids having been received from domestic Mutual Funds, life insurance companies and pension funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in (ii) above, the allocation was made to domestic Mutual Funds.

(d) Bidding for Anchor Investors opened one Working Day before the Bid/Offer Opening Date and was completed on the same day.

(e) Our Company finalised allocation to the Anchor Investors and the basis of such allocation was on a discretionary basis by our Company, in consultation with the BRLMs, provided that the minimum number of Allottees in the Anchor Investor Portion was not less than:

    (i) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion was up to ₹2,500.00 million, subject to a minimum Allotment of ₹50.00 million per Anchor Investor; and

    (ii) 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 15 Anchor Investors for every additional ₹2,500.00 million, subject to minimum Allotment of ₹50.00 million per Anchor Investor.

(f) Allocation to Anchor Investors was completed on the Anchor Investor Bidding Date. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made, was available in the public domain by the BRLMs before the Bid/Offer Opening Date, through intimation to the Stock Exchanges.

(g) Anchor Investors could not withdraw or lower the size of their Bids at any stage after submission of the Bid.

(h) If the Offer Price was greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Offer Price and the Anchor Investor Offer Price was 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 was required to be at the higher price.

(i) 50% of the Equity Shares Allotted to the Anchor Investors in the Anchor Investor Portion was 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 in the Anchor Investor Portion was required to be locked in for a period of 30 days from the date of Allotment.

(j) Neither the BRLMs nor any associate of the BRLMs (except Mutual Funds sponsored by entities which are associates of the BRLMs or insurance companies promoted by entities which are associate of BRLMs or AIFs sponsored by the entities which are associate of the BRLMs or FPIs, other than individuals, corporate bodies and family offices sponsored by the entities which are associate of the and BRLMs) applied in the Offer under the Anchor Investor Portion. See ***"– Participation by the Promoters and Promoter Group of our Company, BRLMs, the Syndicate Members and their associates and affiliates and the persons related thereto***" above.

(k) Bids made by QIBs under both the Anchor Investor Portion and the QIB Category were be considered as multiple Bids.

Bids by Systemically Important Non-Banking Financial Companies

In case of Bids made by NBFC-SI registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) certified copy of its last audited financial statements on a standalone basis, (iii) a net worth certificate from its statutory auditors, and (iv) such other approval as may be required by the NBFC-SI, were required to be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs, reserved the right to reject any Bid without assigning any reason thereof, subject to applicable law. NBFC-SI participating in the Offer were required to comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

The investment limit for NBFC-SI was as prescribed by RBI from time to time.

For more information, please read the General Information Document.

The above information is given for the benefit of the Bidders. Bidders are advised to make their independent investigations and ensure that any single Bid from it does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by it under applicable law or regulation or as specified in the Red Herring Prospectus and this Prospectus.

The relevant Designated Intermediary will enter a maximum of three Bids at different price levels opted in the Bid cum Application Form and such options are not considered as multiple Bids. It is the Bidder's responsibility to obtain the acknowledgment slip from the relevant Designated Intermediary. The registration of the Bid by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated/Allotted. Such Acknowledgement Slip will be non-negotiable and by itself will not create any obligation of any kind. When a Bidder revises his or her Bid, he/she shall surrender the earlier Acknowledgement Slip and may request for a revised acknowledgment slip from the relevant Designated Intermediary as proof of his or her having revised the previous Bid. In relation to electronic registration of Bids, the permission given by the Stock Exchanges to use their network and software of the electronic bidding system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company, the Selling Shareholders and/or the Book Running Lead Managers are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

General Instructions

Please note that QIBs and Non-Institutional Investors were not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. RIIs could have revised their Bid(s) during the Bid/Offer Period and withdrawn or lower the size of their Bid(s) until Bid/Offer Closing Date. Anchor Investors were not allowed to withdraw their Bids after the Anchor Investor Bidding Date.

***Do's*:**

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;

2. All Bidders (other than Anchor Investors) were required to submit their Bids through the ASBA process only;

3. Ensure that you have Bid within the Price Band;

4. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;

5. Ensure that you (other than the Anchor Investors) have mentioned the correct details of ASBA Account (i.e., bank account number or UPI ID, as applicable) and PAN in the Bid cum Application Form and if you are a UPI Bidder ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle), in the Bid cum Application Form;

6. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the relevant Bidding Centre (except in case of electronic Bids) within the prescribed time;

7. UPI Bidders Bidding using the UPI Mechanism in the Offer shall ensure that they use only their own ASBA Account or only their own bank account linked UPI ID to make an application in the Offer and not ASBA Account or bank account linked UPI ID of any third party;

8. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to the relevant Designated Intermediaries;

9. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Banks prior to 5:00 pm on the Bid/Offer Closing Date;

10. 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 also signed by the ASBA Account holder;

11. Ensure that the names given in the Bid cum Application Form is/are exactly the same as the names 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;

12. Ensure that you request for and receive a stamped acknowledgement in the form of a counterfoil of the Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;

13. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;

14. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the SEBI circular number MRD/DoP/Cir-20/2008 dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) Bids by persons resident in the state of Sikkim, who, in terms of the circular dated July 20, 2006 issued by SEBI, may be exempted from specifying their PAN for transacting in the securities market, and (iii) persons/entities exempt from

holding a PAN under applicable law, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficial owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;

15. 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;

16. 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;

17. 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;

18. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents including a copy of the power of attorney, if applicable, are submitted;

19. Ensure that Bids submitted by any person outside India is in compliance with applicable foreign and Indian laws;

20. Since the Allotment will be in dematerialised form only, ensure that the depository account is active, the correct DP ID, Client ID, UPI ID (for UPI Bidders bidding through UPI mechanism) and the 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 initial public offerings ("**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;

21. In case of QIBs and NIIs, 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);

22. Ensure that you have correctly signed the authorisation/undertaking box in the Bid cum Application Form or have otherwise provided an authorisation to the SCSB or 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 at the time of submission of the Bid. In case of UPI Bidder Bidding through the UPI Mechanism, ensure that you authorise 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;

23. Ensure that the Demographic Details are updated, true and correct in all respects;

24. 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;

25. The ASBA Bidders shall ensure that bids above ₹500,000, are uploaded only by the SCSBs;

26. 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. In case of UPI Bidders, once the Sponsor Banks issues the Mandate Request, the UPI Bidders would be required to proceed to authorise the blocking of funds by confirming or accepting the UPI Mandate Request to authorise the blocking of funds equivalent to application amount and subsequent debit of funds in case of Allotment, in a timely manner;

27. 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 authorise the UPI Mandate Request using his/her UPI PIN. Upon the authorisation of the mandate using his/her UPI PIN, a UPI Bidder Bidding through UPI Mechanism shall be deemed to have verified the attachment containing the application details of the UPI Bidding through UPI Mechanism in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorised the Sponsor Banks issue a request to block the Bid Amount specified in the Bid cum Application Form in his/her ASBA Account;

28. 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;

29. UPI Bidders using the UPI Mechanism who have revised their Bids subsequent to making the initial Bid were also required to approve the revised UPI Mandate Request generated by the Sponsor Banks to authorise blocking of funds equivalent to the revised Bid Amount and subsequent debit of funds in case of Allotment in a timely manner.

30. Bids by Eligible NRIs HUFs and any individuals, corporate bodies and family offices which are recategorized as category II FPI and registered with SEBI for a Bid Amount of less than ₹200,000 would be considered under the Retail Category for the purposes of allocation and Bids for a Bid Amount exceeding ₹200,000 would be considered under the Non-Institutional Category for allocation in the Offer; and

31. Ensure that Anchor Investors submit their Bid cum Application Forms only to the BRLMs.

The Bid cum Application Form was liable to be rejected if the above instructions, as applicable, were not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which was not mentioned on the list available on the website of SEBI and updated from time to time and at such other websites as may be prescribed by SEBI from time to time was liable to be rejected.

Don'ts:

1. Do not Bid for lower than the minimum Bid Lot;

2. Do not submit a Bid using UPI ID, if you are not a UPI Bidder;

3. Do not Bid for a Bid Amount exceeding ₹200,000 for Bids by Retail Individual Investors and ₹500,000 for Bids by Eligible Employees Bidding in the Employee Reservation Portion;

4. 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;

5. Do not Bid/revise the Bid amount to less than the floor price or higher than the cap price;

6. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;

7. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;

8. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Investors);

9. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;

10. Do not submit the Bid for an amount more than funds available in your ASBA Account;

11. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of Bidder;

12. 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;

13. 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);

14. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for exceeds the Offer size and/or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Red Herring Prospectus;

15. Do not Bid for Equity Shares more than specified by the respective Stock Exchanges for each category;

16. In case of ASBA Bidders (other than UPI Bidders using UPI mechanism), do not submit more than one Bid cum Application Form per ASBA Account;

17. If you are UPI Bidder and are using UPI mechanism, do not submit more than one Bid cum Application Form for each UPI ID;

18. Do not make the Bid cum Application Form using third party bank account or using third party linked bank account UPI ID;

19. Anchor Investors should not bid through the ASBA process;

20. Do not submit the Bid cum Application Form to any non-SCSB bank or our Company;

21. 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 Intermediaries;

22. Do not submit the GIR number instead of the PAN;

23. Anchor Investors should submit Anchor Investor Application Form only to the BRLMs;

24. Do not Bid on a Bid cum Application Form that does not have the stamp of a Designated Intermediary;

25. If you are a QIB, do not submit your Bid after 3 p.m. on the QIB Bid/Offer Closing Date (for online applications) and after 12:00 p.m. on the Bid/ Offer Closing Date (for Physical Applications);

26. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Investor. Retail Individual Investors can revise or withdraw their Bids on or before the Bid/Offer Closing Date;

27. Do not submit Bids to a Designated Intermediary at a location other than at the relevant Bidding Centres. If you are UPI Bidder and are using UPI mechanism, do not submit the ASBA Form directly with SCSBs;

28. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID details if you are a UPI Bidder Bidding through the UPI Mechanism. Further, do not provide details for a beneficiary account which is suspended or for which details cannot be verified to the Registrar to the Offer;

29. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are available for blocking in the relevant ASBA Account;

30. 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;

31. 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;

32. Do not submit more than one Bid cum Application Form for each UPI ID in case of UPI Bidders Bidding using the UPI Mechanism;

33. Do not Bid if you are an OCB; and

34. In case of ASBA Bidders (other than 3 in 1 Bids) Syndicate Member shall ensure that they do not upload any bids above ₹500,000.

The Bid cum Application Form was liable to be rejected if the above instructions, as applicable, were not complied with.

For helpline details of the BRLMs in accordance with the SEBI ICDR Master Circular, see "***General Information – Book Running Lead Managers***" on page 104.

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 – Company Secretary and Compliance Officer***" on page 103.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/ Offer Closing Date, the Bidder shall be compensated in accordance with applicable law. Further, Investors shall be entitled to compensation in the manner specified in the SEBI ICDR Master Circular in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

The BRLMs shall be the nodal entity for any issues arising out of public issuance process. In terms of Regulation 23(5) and Regulation 52 of SEBI ICDR Regulations, the timelines and processes mentioned in SEBI RTA Master Circular shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and the BRLMs shall continue to coordinate with intermediaries involved in the said process.

For details of grounds for technical rejections of a Bid cum Application Form, please see the General Information Document.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorised employees of the Stock Exchanges, along with the BRLMs and the Registrar to the Offer, were required to ensure that the Basis of Allotment was finalised in a fair and proper manner in accordance with the procedure specified in the SEBI ICDR Regulations.

Method of allotment as may be prescribed by SEBI from time to time

Our Company will not make any allotment in excess of the Equity Shares offered through the Offer 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 Net Offer to public may be made for the purpose of making allotment in minimum lots.

The allotment of Equity Shares to Bidders other than to the RIIs, NIIs and Anchor Investors was required to be on a proportionate basis within the respective investor categories and the number of securities allotted was required to be rounded off to the nearest integer. The Allotment of Equity Shares to Anchor Investors was made on a discretionary basis.

The Allotment of Equity Shares to each Retail Individual Investor was required to be not less than the minimum Bid Lot, subject to the availability of shares in Retail Individual Investor category, and the remaining available shares, if any, was required to be allotted on a proportionate basis. Not less than 15% of the Net Offer was required to be available for allocation to Non-Institutional Investors. The Equity Shares available for allocation to Non-Institutional Investors under the Non-Institutional Category, was subject to the following: (i) one-third of the portion available to Non-Institutional Investors was required to be reserved for applicants with a Bid size of more than ₹200,000 and up to ₹1,000,000, and (ii) two-third of the portion available to Non-Institutional Investors was required to be reserved for applicants with a Bid size of more than ₹1,000,000, provided that the unsubscribed portion in either of the aforementioned sub-categories was required to be allocated to applicants in the other sub-category of Non-Institutional Investors. The allotment to each Non-Institutional Investor was not less than the minimum NII application size, subject to the availability of Equity Shares in the Non-Institutional Category, and the remaining Equity Shares, if any, was allocated on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII of the SEBI ICDR Regulations.

The allotment of Equity Shares to each RII was not less than the minimum bid lot, subject to the availability of shares in Retail category, and the remaining available shares, if any, were allotted on a proportionate basis.

Payment into Anchor Investor Escrow Account

Our Company, in consultation with the BRLMs have decided the list of Anchor Investors to whom the CAN was sent, pursuant to which, the details of the Equity Shares allocated to them in their respective names was notified to such Anchor Investors. Anchor Investors were not permitted to Bid in the Offer through the ASBA process. Instead, Anchor Investors transferred the Bid Amount (through direct credit, real time gross settlement ("**RTGS**"), national automated clearing house ("**NACH**") or national electronic fund transfer ("**NEFT**") to the Escrow Account(s). For Anchor Investors, the payment instruments for payment into the Anchor Investor Escrow Account had to be drawn in favour of:

(a) In case of resident Anchor Investors: "LUMINO INDUSTRIES LIMITED – ANCHOR R ACCOUNT"

(b) In case of Non-Resident Anchor Investors: "LUMINO INDUSTRIES LIMITED – ANCHOR NR ACCOUNT"

Anchor Investors were informed that the escrow mechanism was not prescribed by SEBI and has been established as an arrangement between our Company, the Selling Shareholders, the Syndicate, the Escrow Collection Bank and the Registrar to the Offer to facilitate collections of Bid amounts from Anchor Investors.

Pre-Offer Advertisement

Subject to Section 30 of the Companies Act, 2013, our Company had , after filing the Red Herring Prospectus with the RoC, published a pre-Offer advertisement, in the form prescribed under the SEBI ICDR Regulations, in all editions of Financial Express (a widely circulated English national daily newspaper), all editions of Jansatta (a widely circulated Hindi national daily newspaper) and Kolkata edition of Dainik Statesman (a widely circulated Bengali daily newspaper, Bengali being the regional language of West Bengal, where our Registered and Corporate Office is located).

In the pre-Offer advertisement, we stated the Bid/Offer Opening Date and the Bid/Offer Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, was in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

The information set out above is given for the benefit of the Bidders/applicants. Bidders/applicants are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the prescribed limits under applicable laws or regulations.

In accordance with RBI regulations, Overseas Corporate Body ("**OCB**") cannot participate in the Offer.

Allotment Advertisement

The Allotment Advertisement shall be uploaded on the websites of our Company, the BRLMs and the Registrar to the Offer, before 9:00 p.m. IST, on the date of receipt of the final listing and trading approval from all the Stock Exchanges where the Equity Shares are proposed to be listed, provided such final listing and trading approval from all the Stock Exchanges is received prior to 9:00 p.m. IST on that day. In an event, if final listing and trading approval from all the Stock Exchanges is received post 9:00 p.m. IST on the date of receipt of the final listing and trading approval from all the Stock Exchanges where the equity shares of the Issuer are proposed to be listed, then the Allotment Advertisement shall be uploaded on the websites of our Company, the BRLMs and the Registrar to the Offer, following the receipt of final listing and trading approval from all the Stock Exchanges.

Our Company, the BRLMs and the Registrar to the Offer shall publish an allotment advertisement not later than one Working Day after the commencement of trading, disclosing the date of commencement of trading in all editions of Financial Express (a widely circulated English national daily newspaper), all editions of Jansatta (a widely circulated Hindi national daily newspaper) and Kolkata edition of Dainik Statesman (Bengali daily newspaper, Bengali being the regional language of West Bengal, where our Registered and Corporate Office is located).

Signing of the Underwriting Agreement and Filing with the RoC

a) Our Company, the Selling Shareholders and the Underwriters have entered into an Underwriting Agreement dated August 31, 2026.

b) A copy of this Prospectus has been filed with the RoC in accordance with applicable law. This Prospectus contains details of the Offer Price, the Anchor Investor Offer Price, the Offer size, and underwriting arrangements and will be complete in all material respects.

Impersonation

Attention of the applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013, which is reproduced below:

"*Any person who:*

(a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or

(b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or(c)otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

shall be liable for action under Section 447."

The liability prescribed under Section 447 of the Companies Act, 2013, for fraud involving an amount of at least ₹1.00 million or 1% of the turnover of our 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 our 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:

- 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 are taken within such other time period as may be prescribed by the SEBI or applicable law will be taken;

- the funds required for making refunds/unblocking (to the extent applicable) as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;

- if Allotment is not made within the prescribed timelines under applicable laws, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable laws. If there is a delay beyond such prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI ICDR Regulations and other applicable laws for the delayed period;

- where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the Applicant within time prescribed under applicable laws, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;

- where release of block on the applicable amount for unsuccessful Bidders or part of the application amount in case of proportionate Allotment, a suitable communication shall be sent to the applicants;

- adequate arrangements were made to collect ASBA applications;

- that if our Company or the Selling Shareholders do not proceed with the Offer after the Bid/Offer Closing Date but prior to Allotment, the reason thereof shall be given by our Company as a public notice within two days of the Bid/Offer Closing Date. The public notice shall be issued in the same newspapers where the pre-Offer advertisements were published. The Stock Exchanges shall be informed promptly;

- that if our Company and/or the Selling Shareholders withdraw the Offer after the Bid/Offer Closing Date, our Company shall be required to file a fresh offer document with SEBI, in the event our Company or the Selling Shareholders subsequently decide to proceed with the Offer;
- that no further issue of securities shall be made till the securities offered through the Offer Document are listed or till the application monies are refunded on account of non-listing, under subscription, etc., other than as disclosed in accordance with applicable law; and
- adequate arrangements shall be made to collect all Bid cum Application Forms from Bidders.

Undertakings by the Selling Shareholders

Each of the Selling Shareholders, severally and not jointly, specifically undertakes and/or confirms the following in respect to itself as a Selling Shareholder and its respective portion of the Offered Shares:

- that the Offered Shares are eligible for being offered in the Offer for Sale in terms of Regulation 8 of the SEBI ICDR Regulations and are in dematerialised form;
- the Selling Shareholder is the legal and beneficial owner of its respective portion of the Offered Shares with valid and marketable title, and shall be transferred pursuant to the Offer, free and clear of any encumbrances;
- the Selling Shareholder had transferred its respective portion of the Offered Shares in an escrow demat account in accordance with the Share Escrow Agreement;
- the Selling Shareholder shall not 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 in the Offer; and
- the Selling Shareholder shall not have recourse to the proceeds from the Offer for Sale until receipt by our Company of the final listing and trading approvals from the Stock Exchanges in accordance with applicable law.

Utilisation of proceeds from the Offer

Our Board certifies that:

(i) all monies received out of the Offer shall be credited/transferred to a separate bank account other than the bank account referred to in sub-Section (3) of Section 40 of the Companies Act, 2013;

(ii) details of all monies utilised out of the Fresh Issue shall be disclosed, and continue to be disclosed till the time any part of the Fresh Issue proceeds remains unutilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised; and

(iii) details of all unutilised monies out of the Fresh Issue, if any shall be disclosed under an appropriate separate head in the balance sheet indicating the form in which such unutilised 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. Foreign investment is permitted (except in the prohibited sectors) in Indian companies, either through the automatic route or the approval route, depending upon the sector in which foreign investment is sought to be made. The Government of India makes policy announcements on FDI through press notes and press releases. The regulatory framework, over a period of time, thus, consists of acts, regulations, press notes, press releases, and clarifications among other amendments. The DPIIT (formerly Department of Industrial Policy and Promotion) issued the Consolidated FDI Policy Circular dated October 15, 2020, with effect from October 15, 2020 (the "**Consolidated FDI Policy**"), which consolidates and supersedes all previous press note, press releases and clarifications on FDI issued by the DPIIT that were in force and effect prior to October 15, 2020. Under the current Consolidated FDI Policy, 100% foreign investment is permitted in 'Manufacturing' sector under automatic route.

In terms of Press Note 3 of 2020, dated April 17, 2020 ("**Press Note**"), issued by the DPIIT, the Consolidated FDI Policy and the FEMA Non-Debt Instruments Rules has been amended to state that all investments under the foreign direct investment route by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country will require prior approval of the Government of India. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government of India. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank of fund in India. Each Bidder should seek independent legal advice about its ability to participate in the Offer. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar to the Offer in writing about such approval along with a copy thereof within the Offer Period.

Transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that (i) the activities of the investee company are under the automatic route under the Consolidated FDI Policy and transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the Consolidated FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

For details of the aggregate limit for investments by NRIs and FPIs in our Company, see "***Offer Procedure – Bids by Eligible Non-resident Indians***" and "***Offer Procedure – Bids by Foreign Portfolio Investors***" on page 478 and 479, respectively.

As per the existing policy of the Government of India, OCBs cannot participate in this Offer.

For further details, see "***Offer Procedure***" beginning on page 473.

The above information is given for the benefit of the Bidders. Our Company and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this 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 ("**Articles**"). The main provisions of the Articles, which may have a bearing on the Offer, are detailed below.*

*This set of Articles 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 Lumino Industries Limited (the "**Company**") held on December 9, 2024. 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 there.*

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

LUMINO INDUSTRIES LIMITED

APPLICABILITY OF TABLE F

Subject as hereinafter provided and insofar as these Articles do not modify or exclude them, the regulations contained in Table 'F' of Schedule I of the Companies Act, 2013, as amended, shall apply to the Company only so far as they are not inconsistent with any of the provisions contained in these Articles or modification thereof or are not expressly or by implication excluded from these Articles.

The regulations for the management of the Company and for the observance of the members thereto and their representatives, shall, subject to any exercise of the statutory powers of the Company with reference to the deletion or alteration of or addition to its regulations by Special Resolution as prescribed or permitted by the Companies Act, 2013, as amended, be such as are contained in these Articles.

I. DEFINITIONS AND INTERPRETATION

1. In these Articles:

(i) Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modifications thereof in force at the date on which the Articles become binding on the Company. In these Articles:

"**Act**" means Companies Act, 2013 and any amendments, re-enactments or other statutory modifications thereof for the time being in force, including all rules, regulations, notifications and circulars made thereunder, to the extent notified and in force.

"**Alternate Director**" shall have the meaning assigned to it in Article 149 of these Articles.

"**Annual General Meeting**" means the annual General Meeting held in accordance with Section 96 of the Act.

"**Articles**" means the articles of association of the Company as amended from time to time in accordance with the Act.

"**Auditors**" shall mean and include those persons appointed as such for the time being by the Company.

"**Beneficial Owner**" means the beneficial owner as defined in clause (a) of sub-section (1) of Section 2 of the Depositories Act, 1996, as amended.

"**Board**" or "**Board of Directors**" means the board of directors of the Company as constituted from time to time in accordance with the applicable Law and the terms of these Articles.

"**Board Meeting**" means a meeting of the Directors duly called, constituted and held or as the case may be, the Directors assembled at a Board, or the requisite number of Directors entitled to pass a circular resolution in accordance with these Articles and the Act.

"**Company**" means Lumino Industries Limited, a company incorporated under the Companies Act, 1956.

"**Chairman**" or "**Chairperson**" means the chairperson of the Board of Directors for the time being of the Company or the person elected or appointed to preside over the Board and/ or General Meetings of the Company.

"**Debenture**" includes debenture stock, bonds or any other instrument evidencing a debt, whether constituting a charge on the assets of the Company, or not.

"**Depositories Act**" means the Depositories Act, 1996, as amended or any statutory modification or re- enactment thereof for the time being in force.

"**Depository**" means a Depository as defined under clause (e) of sub-section (1) of Section 2 of the Depositories Act and includes a company formed and registered under the Companies Act, 1956, which has been granted a Certificate of Registration under sub section (1A) of Section 12 of the Securities and Exchange Board of India Act, 1992, as amended.

"**Director**" means a director of the Board appointed from time to time in accordance with the terms of these Articles and the provisions of the Act.

"**Dividend**" means the dividend including the interim dividend, as defined under the Act.

"**Equity Share Capital**" means in relation to the Company, its equity Share capital within the meaning of Section 43 of the Act, as amended from time to time.

"**Encumbrance**" means any encumbrance, including, without limitation, charge, claim, community property interest, pledge, hypothecation, condition, equitable interest, lien (statutory or other), deposit by way of security, bill of sale, option or right of pre-emption, beneficial ownership (including usufruct and similar entitlements), option, security interest, mortgage, easement, encroachment, public/ common right, right of way, right of first refusal, or restriction of any kind, including any restriction on use, voting, transfer, receipt of income or exercise of any other attribute of ownership, any provisional, conditional or executional attachment and any other interest held by a third party.

"**General Meeting**" means any duly convened meeting of the Shareholders of the Company and includes an extra-ordinary General Meeting.

"**Independent Director**" shall have the meaning assigned to the said term under the Act and the applicable Law.

"**INR**" or "**Rs.**" means the Indian Rupee, the currency and legal tender of the Republic of India.

"**Law**" includes all Indian statutes, enactments, acts of legislature or parliament, laws, ordinances, rules, bye-laws, regulations, notifications, guidelines, policies, directions, determinations, directives, writs, decrees, injunctions, judgments, rulings, awards, clarifications and other delegated legislations and orders of any governmental authority, statutory authority, tribunal, board, court, stock exchange or other judicial or quasi-judicial adjudicating authority and, if applicable, foreign law, international treaties, protocols and regulations.

"**Managing Director**" means a director who, by virtue of these Articles or an agreement with the Company or a resolution passed in the General Meeting, or by the Board of Directors, is entrusted with substantial powers of management of the affairs of the Company and includes a director occupying the position of managing director, by whatever name called.

"**Member**" means a member of the Company within the meaning of sub-section 55 of Section 2 of the Act, as amended from time to time.

"**Memorandum**" or "**Memorandum of Association**" means the memorandum of association of the Company, as may be altered from time to time.

"**Ordinary Resolution**" shall have the meaning assigned to it in Section 114 of the Act.

"**Original Director**" shall have the meaning assigned to it in Article 149 of these Articles.

"**Paid up Capital**" means such aggregate amount of money credited as paid-up as is equivalent to the amount received as paid up in respect of Shares issued by the Company and also includes any amount credited as paid-up in respect of Shares of the Company but does not include any other amount received in respect of such Shares, by whatever name called.

"**Person**" means any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, partnership, unlimited or limited liability company, joint venture, governmental authority, Hindu undivided family, trust, union, organization or any other entity that may be treated as a person under applicable Law.

"**Preference Share Capital**" means in relation to the Company, its preference Share capital within the meaning of Section 43 of the Act, as amended from time to time.

"**Proxy**" means an instrument whereby any person is authorized to vote for a member at a General Meeting on a poll and shall include an attorney duly constituted under a power-of-attorney.

"**Registrar**" or "**RoC**" or "**Registrar of Companies**" means Registrar of Companies, West Bengal at Kolkata.

"**Seal**" means the common seal of the Company.

"**SEBI**" means Securities and Exchange Board of India.

"**Secretary**" or "**Company Secretary**" means company secretary as defined in clause (c) of sub-section (1) of section 2 of the Company Secretaries Act, 1980, as amended, who is appointed by the Company to perform the functions of a company secretary under the Act.

"**Securities**" means and includes equity Shares, scrips, stocks, bonds, Debentures or options whether or not, directly or indirectly convertible into, or exercisable or exchangeable into or for equity Shares, and any other marketable securities as may be defined and specified under Securities Contract Regulation Act, 1956, as amended.

"**Shares**" means a share in the Share Capital of the Company and includes stock.

"**Share Capital**" means the Equity Share Capital and Preference Share Capital of any face value together with all rights, differential rights, obligations, title, interest and claim in such Shares and includes all subsequent issue of such Shares of whatever face value or description, bonus Shares, conversion Shares and Shares issued pursuant to a stock split or the exercise of any option or other convertible security of the Company.

"**Shareholder**" shall mean a Member of the Company.

"**Special Resolution**" shall have the meaning assigned to it in Section 114 of the Act.

(ii) The terms "*writing*" or "*written*" include printing, typewriting, lithography, photography and any other mode or modes (including electronic mode) of representing or reproducing words in a legible and non-transitory form.

(iii) The headings hereto shall not affect the construction hereof.

(iv) Any reference to a particular statute or provisions of the statute shall be construed to include reference to any rules, regulations or other subordinate legislation made under the statute and shall, unless the context otherwise requires, include any statutory amendment, modification or re-enactment thereof.

(v) Any reference to words importing the masculine gender shall also include the feminine and neuter gender and *vice versa*.

(vi) Any reference to words importing the singular, shall include, where context admits or requires, the plural and *vice versa*.

(vii) Any reference to an agreement or other document shall be construed to mean a reference to the agreement or other document, as amended or novated from time to time.

(viii) Any reference to a decision of the Board and/ or any committee of the Board shall, in the absence of an express statement to the contrary, refer to a simple majority decision of the Board and/ or the relevant committee of the Board or of the Shareholders.

(ix) Any reference to the Equity Shares or any class of Preference Shares held by the shareholders or persons holding a right to subscribe to Equity Shares, shall include the Equity Shares or such class of Preference Shares issued and allotted in relation to such Equity Shares or Preference Shares pursuant to any stock split, bonus issuance or consolidation undertaken by the Company.

II. PUBLIC COMPANY

2. The Company is a public company within the meaning of the Act.

III. SHARE CAPITAL AND VARIATION OF RIGHTS

3. The authorized Share Capital of the Company shall be as set out in clause V of the Memorandum of Association with the power to increase or reduce such capital from time to time in accordance with the Articles and the legislative provisions for the time being in force in this regard and with the power also to divide the Shares in the Share Capital for the time being into Equity Share Capital and Preference Share Capital, and to attach thereto respectively any preferential, qualified or special rights, privileges or conditions, in accordance with the provisions of the Act and these Articles.

4. 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, who may issue, allot or otherwise dispose of the Shares or any of them to such persons, in such proportion, on such terms and conditions, either at a premium or at par or at a discount (subject to compliance with Sections 52 and 53 and other provisions of the Act), at such time as it may from time to time deem fit, and with the sanction of the Company in a General Meeting, to give to any person or persons the option or right to call for any Shares, either at par or premium during such time and for such consideration as the Board deems fit, and may issue and allot Shares on payment in full or part of any property sold and transferred or for any services rendered to the Company in the conduct of its business. Any Shares so allotted may be issued as fully paid-up Shares and if so issued, shall be deemed to be fully paid-up Shares. *Provided that*, the option or right to call for Shares shall not be given to any person or persons without the sanction of the Company in a General Meeting. As regards all allotments, from time to time made, the Board shall duly comply with Sections 23 and 39 of the Act, as the case may be.

5. Subject to these Articles and the provisions of the Act, the Company may, from time to time, by Ordinary Resolution, increase the Share Capital by such sum, to be divided into Shares of such amount, as may be specified in the resolution.

6. Subject to the provisions of the Act, the Company may from time to time by Ordinary Resolution, undertake any of the following:

(i) consolidate and divide all or any of its Share Capital into Shares of larger amount than its existing Shares;

(ii) convert all or any of its fully paid-up Shares into stock, and reconvert that stock into fully paid-up Shares of any denomination;

(iii) sub-divide its Shares, or any of them, into Shares of smaller amount, such that the proportion between the amount paid and the amount, if any, unpaid on each reduced Share shall be the same as it was in case of the Share from which the reduced Share is derived; or

(iv) cancel any Shares which, at the date of the passing of the resolution in that behalf, have not been taken or agreed to be taken by any Person, and diminish the amount of its Share Capital by the amount of Shares so cancelled. A cancellation of Shares pursuant to this Article shall not be deemed to be a reduction of the Share Capital within the meaning of the Act.

7. Subject to the provisions of these Articles, the Act, other applicable Law and subject to such other approvals, permissions or sanctions as may be necessary, the Company may issue any Shares with or without differential rights upon such terms and conditions and with such rights and privileges (including with regard to voting rights and dividend) as may be permitted by the Act or the applicable Law or guidelines issued by the statutory authorities and/ or listing requirements and that the provisions of these Articles.

8. Subject to the provisions of the Act, any preference Shares may be issued on the terms that they are, or at the option of the Company are, liable to be redeemed on such terms and in such manner as the Company before the issue of the Shares may, by Special Resolution determine.

9. The period of redemption of such preference Shares shall not exceed the maximum period for redemption provided under the Act.

10. Where at any time, it is proposed to increase its subscribed Share Capital by the issuance/ allotment of further Shares either out of the unissued Share Capital or increased Share Capital then, such further Shares may be offered to:

(i) Persons who, at the date of offer, are holders of equity Shares of the Company, in proportion, as nearly as circumstances admit, to the capital paid up on those Shares by sending a letter of offer subject to the following conditions: (a) the offer shall be made by notice specifying the number of Shares offered and limiting a time not being less than 15 (fifteen) days and not exceeding 30 (thirty) days from the date of the offer within which the offer, if not accepted, will be deemed to have been declined; (b) the offer aforesaid shall be deemed to include a right exercisable by the Person concerned to renounce the Shares offered to him or any of them in favour of any other Person and the notice referred to in (a) shall contain a statement of this right, *provided that* the Board may decline, without assigning any reason therefore, to allot any Shares to any Person in whose favour any Member may renounce the Shares offered to him; and (c) after expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the Person to whom such notice is given that he declines to accept the Shares offered, the Board may dispose of them in such manner which is not disadvantageous to the Members and the Company;

Nothing in sub-Article (i)(b) above shall be deemed to extend the time within which the offer should be accepted; or to authorize any Person to exercise the right of renunciation for a second time on the ground that the Person in whose favour the renunciation was first made has declined to take the Shares comprised in the renunciation. The notice referred to in sub- Article (i)(a) above shall be dispatched through registered post or speed post or through electronic mode or courier or any other mode having proof of delivery to all the existing Shareholders at least three days before the opening of the offer.

(ii) employees under a scheme of employees' stock option, subject to Special Resolution passed by the Company and subject to such conditions as may be prescribed under the Act and other applicable Laws; or

(iii) any Persons, if authorized by a Special Resolution, whether or not those Persons include the Persons referred to in (i) or (ii) above, either for cash or for a consideration other than cash, subject to the compliance with applicable Laws.

11. Nothing in Article 10 above shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option as a term attached to the Debentures issued or loan raised by the Company to convert such Debentures or loans into Shares in the Company or to subscribe for Shares in the Company; *provided that* the terms of issue of such Debentures or loan containing such an option have been approved before the issue of such Debentures or the raising of loan by a Special Resolution adopted by the Company in a General Meeting.

12. Where any Debentures have been issued, or loan has been obtained from any government by the Company, and if that government considers it necessary in the public interest so to do, it may, by order, direct that such Debentures or loans or any part thereof shall be converted into Shares in the Company on such terms and conditions as appear to the government to be reasonable in the circumstances of the

case even if terms of the issue of such Debentures or the raising of such loans do not include a term for providing for an option for such conversion

13. Provided that where the terms and conditions of such conversion are not acceptable to the Company, it may, within sixty days from the date of communication of such order, appeal to National Company Law Tribunal which shall after hearing the Company and the government pass such order as it deems fit. 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 made thereunder.

14. Save as otherwise provided in the Articles, the Company shall be entitled to treat the registered holder of the Shares in records of the depository as the absolute owner thereof as regards receipt of dividend or bonus or service of notices and all or any other matters connected with the Company, and accordingly, the Company shall not, except as ordered by a Court of competent jurisdiction, or as by Law required, be bound to recognize any equitable or other claim to or interest in such Shares on the part of any other Person.

15. Any Debentures, debenture stock or other Securities may be issued at a discount, premium or otherwise, if permissible under the Act, and may be issued on the condition that they shall be convertible into Shares of any denomination and with any privileges and conditions as to redemption, surrender, drawings, allotment of Shares, attending (but not voting) at General Meetings, appointment of Directors and otherwise. Debentures with the rights to conversion into or allotment of Shares shall not be issued except with the sanction of the Company in General Meeting by a Special Resolution and subject to the provisions of the Act.

16. The Company shall, subject to the applicable provisions of the Act, compliance with all the Laws, consent of the Board, and consent of its Shareholders' by way of Special Resolution, have the power to issue American Depository Receipts or Global Depository Receipts on such terms and in such manner as the Board deems fit including their conversion and repayment. Such terms may include at the discretion of the Board, limitations on voting by holders of American Depository Receipts or Global Depository Receipts, including without limitation, exercise of voting rights in accordance with the directions of the Board.

17. If at any time the Share Capital is divided into different classes of Shares, the rights attached to any class (unless otherwise provided by the terms of issue of the Shares of that class) may, subject to the provisions of the Act, and whether or not the Company is being wound up, be varied accordingly. To every such separate General Meeting of the holders of the Shares of that class, the provisions of these Articles relating to General Meetings shall *mutatis mutandis* apply.

18. 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.

19. Subject to the provisions of the Act, the Company may issue bonus Shares to its Members out of (i) its free reserves; (ii) the securities premium account; or (iii) the capital redemption reserve account, in any manner as the Board may deem fit.

20. Subject to the provisions of Sections 68 to 70 and other applicable provisions of the Act, the Company shall have the power to buy-back its own Shares or other Securities, as it may consider necessary.

21. Subject to the provisions of the Act, the Company shall have the power to make compromise or make arrangements with creditors and Members, consolidate, demerge, amalgamate or merge with other company or companies in accordance with the provisions of the Act and any other applicable Laws.

22. Subject to the provisions of the Act, the Company may, from time to time, by Special Resolution reduce in any manner and with, and subject to, any incident authorised and consent required under applicable Law:

   (i) the Share Capital;

   (ii) any capital redemption reserve account; or

(iii) any securities premium account.

IV. CAPITALISATION OF PROFITS

23. The Company 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 any 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 Article 24 below amongst the Members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

24. The sum aforesaid shall not be paid in cash, but shall be applied, subject to the provision contained in Article 25 below, either in or towards:

(i) paying of any amounts for the time being unpaid on any Shares held by such Members respectively; or

(ii) paying up in full, un-issued Shares of the Company to be allotted and distributed, credited as fully paid, to and amongst such Members in the proportions aforesaid; or

(iii) partly in the way specified in Article 24(i) and partly in that specified in Article 24(ii);

(iv) a securities premium account and a capital redemption reserve account may, for the purposes of this Article, only be applied in the paying up of un-issued Shares to be issued to members of the Company as fully paid bonus Shares.

(v) the Board shall give effect to the resolution passed by the Company in pursuance of this Article.

25. 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, if any; and

(ii) generally, do all acts and things required to give effect thereto.

26. The Board shall have power to:

(i) make such provision, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of Shares or Debentures becoming distributable in fractions; and

(ii) authorise any Person to enter, on behalf of all the Members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further Shares to which they may be entitled upon such 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 profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing Shares.

27. Any agreement made under such authority shall be effective and binding on such Members.

V. COMMISSION AND BROKERAGE

28. The Company may exercise the powers of paying commissions conferred by Section 40(6) of the Act (as amended from time to time), *provided that* the rate per cent or amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.

29. The rate or amount of the commission shall not exceed the rate or amount prescribed under the applicable rules.

30. 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.

31. The Company may also, on any issue of Shares or Debentures, pay such brokerage as may be lawful.

VI. LIEN

32. The Company shall have a first and paramount lien upon all the Shares/ Debentures (other than fully paid up Shares/ Debentures) registered in the name of each Member (whether solely or jointly with others) to the extent of monies called or payable in respect thereof, 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 such Shares/ Debentures and no equitable interest in any Share shall be created except upon the footing and condition that this Article will have full effect. Such lien shall extend to all dividends and bonuses from time to time declared in respect of such Shares/ Debentures. Fully paid up Shares shall be free from all liens. Unless otherwise agreed, the registration of a transfer of Shares/ Debentures shall operate as a waiver of the Company's lien if any, on such Shares/ Debentures. In case of partly-paid Shares, Company's lien shall be restricted to the monies called or payable at a fixed time in respect of such Shares. *Provided that* the Board may at any time declare any Shares/ Debentures wholly or in part to be exempt from the provisions of this Article.

33. Subject to the provisions of the Act, the Company may sell, in such manner as the Board thinks fit, any Shares on which the Company has a lien. *Provided that* no sale shall be made -

(i) unless a sum in respect of which the lien exists is presently payable; or

(ii) until the expiration of 14 (fourteen) days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the Share or the person entitled thereto by reason of his death or insolvency.

34. A Member shall not exercise any voting rights in respect of the Shares in regard to which the Company has exercised the right of lien.

35. (i) To give effect to any such sale, the Board may authorise some Person to transfer the Shares sold to the purchaser thereof.

(ii) The purchaser shall be registered as the holder of the Shares comprised in any such transfer.

(iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the Shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

36. (i) The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.

(ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the Shares before the sale, be paid to the Person entitled to the Shares at the date of the sale.

VII. CALLS ON SHARES

37. Subject to the provisions of the Act, the Board may, from time to time, make calls upon the Members in respect of any money unpaid on their Shares (whether on account of the nominal value of the Shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times.

Provided that no call shall exceed one-fourth of the nominal value of the Share or be payable at less than one month from the date fixed for the payment of the last preceding call.

38. Each Member shall, subject to receiving at least 14 (fourteen) days' notice specifying the time or times and place of payment, pay to the Company, at the time or times and place so specified, the amount called on his Shares.

39. A call may be revoked or postponed at the discretion of the Board.

40. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments.

41. The joint holders of a Share shall be jointly and severally liable to pay all calls in respect thereof.

42. If a sum called in respect of a Share is not paid before or on the day appointed for payment thereof, the Person from whom the sum is due shall pay interest thereof from the day appointed for payment thereof to the time of actual payment at 10% (ten percent) per annum or at such lower rate, if any, as the Board may determine. The Board shall be at liberty to waive payment of any such interest wholly or in part.

43. Any sum which by the terms of the 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. 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.

44. The Board may, if it thinks fit, subject to the provisions of the Section 50 of the Act, agree to and receive from any Member willing to advance the same, whole or any part of the monies due upon the Shares held by him beyond the sums actually called for and upon the amount so paid or satisfied in advance, or so much thereof as from time to time exceeds the amount of the calls then made upon the Shares in respect of which such advance has been made, the Company may pay interest at twelve per cent per annum. *Provided that* money paid in advance of calls on any Share may carry interest but shall not confer a right to dividend or to participate in profits. The Board may at any time repay the amount so advanced.

The Member shall not be entitled to any voting rights in respect of the monies so paid by him until the same would, but for such payment, become presently payable.

The provisions of these Articles shall *mutatis mutandis* apply to any calls on Debentures or any other securities of the Company.

VIII. DEMATERIALIZATION OF SECURITIES

45. The Company shall be entitled to treat the Person whose name appears on the register of Members as the holder of any Share or whose name appears as the beneficial owner of Shares in the records of the Depository, as the absolute owner thereof. The register and index of beneficial owners maintained by a Depository under the Depositories Act, 1996 shall be deemed to be a register and index of members for the purposes of the Act.

Provided however that provisions of the Act or these Articles relating to distinctive numbering shall not apply to the Shares of the Company, which have been dematerialized.

46. Notwithstanding anything contained herein, the Company shall be entitled to dematerialize its Shares, Debentures and other Securities pursuant to the Depositories Act and offer its Shares, Debentures and other Securities for subscription in a dematerialized form. The Company shall be further entitled to maintain a register of Members with the details of Members holding Shares both in material and dematerialized form in any medium as permitted by Law including any form of electronic medium.

47. Every Person subscribing to the Shares offered by the Company shall receive such Shares in dematerialized form. Such a Person who is the beneficial owner of the Shares can at any time opt-out of a Depository, if permitted by the Law, in respect of any Shares in the manner provided by the Depositories Act and the regulations made thereunder and the Company shall in the manner and within the time prescribed, issue to the beneficial owner the required certificate of Shares.

48. If a Person opts to hold his Shares with a depository, the Company shall intimate such Depository the details of allotment of the Shares, and on receipt of the information, the Depository shall enter in its record the name of the allottee as the beneficial owner of the Shares.

49. All Shares held by a Depository shall be dematerialized and shall be in a fungible form.

(a) Notwithstanding anything to the contrary contained in the Act or the Articles, a depository shall be deemed to be the registered owner for the purposes of effecting any transfer of ownership of Shares on behalf of the beneficial owner.

(b) Save as otherwise provided in (i) above, the depository as the registered owner of the Shares shall not have any voting rights or any other rights in respect of Shares held by it.

50. Except as ordered by a court of competent jurisdiction or by applicable law required and subject to the provisions of the Act, every Person holding Shares of the Company and whose name is entered as the beneficial owner in the records of the Depository shall be deemed to be the absolute owner of such Shares and shall also be deemed to be a Shareholder of the Company. The beneficial owner of the Shares shall be entitled to all the liabilities in respect of his Shares which are held by a Depository.

51. Notwithstanding anything in the Act or the Articles to the contrary, where Shares are held in a Depository, the records of the beneficial ownership may be served by such Depository on the Company by means of electronic mode or by delivery of disks, drives or any other mode as prescribed by Law from time to time.

52. In the case of transfer of Shares or other marketable Securities where the Company has not issued any certificates and where such Shares or Securities are being held in an electronic and fungible form, the provisions of the Depositories Act shall apply.

IX. TRANSFER OF SHARES

53. Transferability of Shares

The Securities or other interest of any Member shall be freely transferable, *provided that* any contract or arrangement between 2 (Two) or more Persons in respect of transfer of Securities shall be enforceable as a contract. The instrument of transfer of any Share in the Company shall be duly executed by or on behalf of both the transferor and transferee. The transferor shall be deemed to remain a holder of the Share until the name of the transferee is entered in the register of Members in respect thereof. A common form of transfer shall be used in case of transfer of Shares. The instrument of transfer shall be in writing and shall be executed by or on behalf of both the transferor and transferee and shall be in conformity with all the provisions of Section 56 of the Act and of any statutory modification thereof for the time being shall be duly complied with in respect of all transfers of Shares and the registration thereof.

54. Where Shares are converted into stock:

(i) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the Shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit; *Provided that* the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the Shares from which the stock arose.

(ii) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company, and other matters, as if they held the Shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in Shares, have conferred that privilege or advantage.

55. Save as otherwise provided in the Act or any applicable Law, no transfer of a Share shall be registered unless a proper instrument of transfer duly stamped and executed by or on behalf of the transferor and by or on behalf of the transferee has been delivered to the Company together with the certificate or certificates of Shares, and is no such certificate is in existence, then the letter of allotment of the Shares. Application for the registration of the transfer of a Share may be made either by the transferor or by the transferee *provided that* where such application is made by the transferor, no registration shall, in the case of a partly paid Share be affected unless the Company gives notice of the application to the transferee in the manner prescribed under the Act, and subject to the provisions of these Articles, the Company shall, unless objection is made by the transferee, within 2 (two) weeks from the date of receipt of the notice, enter in the register the name of the transferee in the same manner and subject to the same conditions as if the application for registration of the transfer was made by the transferee. On giving not less than 7 (seven) days previous notice in accordance with the Act or any other time period as may be specified by Law, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine, *provided that* such registration shall not be suspended for

more than 30 (thirty) days at any one time or for more than 45 (forty-five) days in the aggregate in any year.

56. Subject to the provisions of the Act, these Articles, the Securities (Contracts) Regulation Act, 1956, as amended, any listing agreement entered into with any recognized stock exchange and other applicable provisions of the Act or any other law for the time being in force, the Board may refuse whether in pursuance of any power of the Company under these Articles or otherwise to register the transfer of, or the transmission by operation of law of the right to, any Shares or interest of a Member in or Debentures of the Company. The Company shall within 30 (thirty) days from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to the Company, send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission, as the case may be, giving reasons for such refusal. *Provided that* the registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever except where the Company has a lien on Shares or other securities.

57. Only fully paid Shares or Debentures shall be transferred to a minor acting through his/ her legal or natural guardian. Under no circumstances, Shares or Debentures be transferred to any insolvent or a person of unsound mind.

58. The instrument of transfer shall after registration be retained by the Company and shall remain in their custody. All instruments of transfer which the Directors may decline to register, shall on demand be returned to the persons depositing the same. The Directors may cause to be destroyed all transfer deeds lying with the Company after such period as they may determine.

59. The Board may, subject to the right of appeal conferred by Section 58 of the Act decline to register—

(a) the transfer of a Share, not being a fully paid Share, to a person of whom they do not approve; or

(b) any transfer of Shares on which the Company has a lien.

60. The Board may decline to recognize any instrument of transfer unless—

(a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of Section 56 of the Act;

(b) the instrument of transfer is accompanied by the certificate of the Shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and

(c) the instrument of transfer is in respect of only one class of Shares

61. 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 documents.

62. The Company may close the register of Members or the register of debenture-holders or the register of other security holders for any period or periods not exceeding in the aggregate forty-five days in each year, but not exceeding thirty days at any one time, subject to giving of previous notice of at least 7 (seven days) or such lesser period as may be specified by SEBI.

X. TRANSMISSION OF SHARES

63. On the death of a Member, the survivor or survivors where the Member was a joint holder of the Shares, and his nominee or nominees or legal representatives 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. Nothing in this Article shall release the estate of the deceased joint holder from any liability in respect of any Share which had been jointly held by him with other Persons.

64. Any Person becoming entitled to a Share in consequence of the death or insolvency of a Member may, upon such evidence being produced as the Board may from time to time require, and subject as hereinafter provided, elect, either:

(a) to be registered as holder of the Share; or

(b) to make such transfer of the Share as the deceased or insolvent Member could have made.

All the limitations, restrictions and provisions of these Articles relating to the right to transfer and the registration of transfers of Shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the Member had not occurred and the notice or transfer were a transfer signed by that Member.

65. The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent Member had transferred the Share before his death or insolvency.

66. If the Person so becoming entitled shall elect to be registered as holder of the Shares, such person shall deliver or send to the Company a notice in writing signed by him stating that he so elects.

67. If the Person aforesaid shall elect to transfer the Share, he shall testify his election by executing an instrument of transfer in accordance with the provisions of these Articles relating to transfer of Shares.

68. All the limitations, restrictions and provisions contained in these Articles relating to the right to transfer and the registration of transfers of Shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the Member had not occurred and the notice or transfer were a transfer signed by that Member.

69. A Person becoming entitled to a Share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the Share, except that he shall not, before being registered as a Member in respect of the Share, be entitled in respect of it to exercise any right conferred by membership in relation to the General Meetings of the Company, *provided that* the Board may, at any time, give notice requiring any such Person to elect either to be registered himself or to transfer the Share, and if the notice is not complied with within 90 (ninety) days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the Share, until the requirements of the notice have been complied with.

XI. FORFEITURE OF SHARES

70. If a Member fails to pay any call, or instalment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.

71. The notice issued under Article 70 shall:

(i) name a further day (not being earlier than the expiry of 14 (fourteen) days from the date of service of the notice) on or before which the payment required by the notice is to be made; and

(ii) 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 will be liable to be forfeited.

72. If the requirements of any such notice as aforesaid is 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.

73. A forfeited Share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.

74. At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

75. A Person whose Shares have been forfeited shall cease to be a Member in respect of the forfeited Shares, but shall, notwithstanding the forfeiture, remain liable to pay to the Company all monies which, at the date of forfeiture, were presently payable by the Person to the Company in respect of the Shares.

76. 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.

77. 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 Person claiming to be entitled to the Share.

78. The Company may receive the consideration, if any, given for the Share on any sale or disposal thereof and may execute a transfer of the Share in favour of the Person to whom the Share is sold or otherwise disposed of.

79. The transferee shall there upon be registered as the holder of the Share.

80. The transferee shall not be bound to ascertain or confirm the application of the purchase money, if any, nor shall his title to the Share be affected by any irregularity to invalidity in the proceedings in reference to the forfeiture, sale or disposal of the Share.

81. The provision 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, become payable at a fixed time, whether on account of the nominal value of the Share or by way of premium, as the same had been payable by virtue of a call duly made and notified.

XII. SHARES AND SHARE CERTIFICATES

82. The Company shall cause to be kept a register of Members in accordance with Section 88 of the Act. The Company shall be entitled to maintain in any country outside India a "foreign register" of Members or Debenture holders resident in that country.

83. A Person subscribing to Shares of the Company shall have the option either to receive certificates for such Shares or hold the Shares with a Depository in electronic form. Where Person opts to hold any Share with the Depository, the Company shall intimate such Depository of details of allotment of the Shares to enable the Depository to enter in its records the name of such Person as the beneficial owner of such Shares.

84. Every person whose name is entered as a Member in the register of Members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or sub-division or consolidation or renewal of any of its Shares as the case may be or within a period of six months from the date of allotment in the case of any allotment of Debenture or within such other period as the conditions of issue shall be provided –

(a) one certificate for all his Shares without payment of any charges; or

(b) several certificates, each for one or more of his Shares, upon payment of twenty rupees for each certificate after the first.

85. Every certificate of Shares shall be under the seal of the Company, if any, and shall specify the number and distinctive numbers of Shares to which it relates and amount paid-up thereon and shall be signed by two Directors or by a Director and the Company Secretary. Further, out of the two Directors there shall be at least one director other than managing or whole-time director, where the composition of the Board so permits. *Provided that* in respect of a Share or Shares held jointly by several Persons, the Company shall not be bound to issue more than one certificate and delivery of a certificate for a Share to one of several joint holders shall be sufficient delivery to all such holders. The Company may sub-divide or consolidate the share certificates.

86. If any Share stands in the names of 2 (Two) or more Persons, the Person first named in the Register of Members of the Company shall as regards voting at General Meetings, service of notice and all or any matters connected with the Company, except the transfer of Shares and any other matters herein otherwise provided, be deemed to be sole holder thereof but joint holders of the Shares shall be severally as well as jointly liable for the payment of all deposits, instalments and calls due in respect of such Shares and for all incidents thereof according to these Articles.

87. The Board may subject to the provisions of the Act, accept from any Member on such terms and conditions as they think fit, a surrender of his Shares or stock or any part thereof.

88. 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 or in case of sub-division or consolidation of Shares, 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, 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 on payment of Rs. 20 for each certificate. Such share certificates shall also be issued in the event of consolidation or sub-division of shares of the Company. Every such certificate shall be issued in the manner prescribed under Section 46 of the Act and the rules framed thereunder. Particulars of every share certificate issued shall be entered in the register of members against the name of the person, to whom it has been issued, indicating the date of issue. Provided that notwithstanding what is stated above, the Board shall comply with such rules or regulations or requirements of any stock exchange or the rules made under the Act or rules made under the Securities Contracts (Regulation) Act,1956 or any other act, or rules applicable thereof in this behalf. *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 not further space on the back thereof for endorsement of transfer or in case of sub-division or consolidation of Shares.

Provided that notwithstanding what is stated above, the Directors shall comply with such rules or regulations and requirements of any stock exchange or the rules made under the Act or the rules made under Securities Contracts (Regulation) Act, 1956, as amended or any other act or rules applicable in this behalf.

The provisions of this Article shall *mutatis mutandis* apply to issue of certificates for any other Securities, including Debentures, of the Company.

89. Subject to the provisions of Section 89 of the Act, a Person whose name is entered in the register of Members of the Company as the holder of the Shares but who does not hold the beneficial interest in such Shares shall file with the Company, a declaration to that effect in the form prescribed under the Act and the Company shall make necessary filings with the Registrar as may be required, within a prescribed period as set out in the Act and the rules framed thereunder.

90. Subject to provisions of Section 90 of the Act, every individual, who acting alone or together, or through one or more persons or trust, including a trust and Persons resident outside India, holds beneficial interests, of not less than twenty-five per cent. or such other percentage as may be prescribed under the Act, in Shares of the Company or the right to exercise, or the actual exercising of significant influence or control as defined in sub-section (27) of Section 2 of the Act, over the Company shall make a declaration to the Company, specifying the nature of his interest and other particulars, in such manner and within such period of acquisition of the beneficial interest or rights and any change thereof. The Company shall maintain a register of the interest declared by such individuals and changes therein which shall include the name of individual, his date of birth, address, details of ownership in the Company and such other details as may be prescribed under the Act.

XIII. SHAREHOLDERS' MEETINGS

91. An Annual General Meeting shall be held each year within the period specified by the Law. Not more than 15 (fifteen) months shall elapse between the date of one Annual General Meeting of the Company and that of the next. Nothing contained in the foregoing provisions shall be taken as affecting the right conferred upon the Registrar under the provisions of Section 96 of the Act to extend the time within which any Annual General Meeting may be held. Every Annual General Meeting shall be called during business hours on a day that is not a national holiday (declared as such by the Central Government) and shall be held either at the registered office or at some other place within the city in which the registered office of the Company is situate, as the Board may determine. Every Member of the Company shall be entitled to attend every General Meeting either in person or by proxy.

92. All notices of, and other communications relating to, any General Meeting shall be forwarded to the auditor of the Company, and the auditor shall, unless otherwise exempted by the Company, attend either by himself or through his authorised representative, who shall also be qualified to be an auditor, any

General meeting and shall have right to be heard at such meeting on any part of the business which concerns him as the auditor.

93. All General Meetings other than the Annual General Meeting shall be called extraordinary General Meetings.

94. The business of an Annual General Meeting shall be the consideration of financial statements and the reports of the Board of Directors and auditors; the declaration of any dividend; the appointment of Directors in place of those retiring; the appointment of, and the fixing of the remuneration of, the auditors; in the case of any other meeting, all business shall be deemed to be special.

95. No business shall be discussed at any General Meeting except election of a Chairperson while the chair is vacant.

96. (i) The Board may, whenever it thinks fit, call an extraordinary General Meeting.

(ii) The Board shall on the requisition of such number of Member or Members of the Company as is specified in Section 100 of the Act, forthwith proceed to call an extra-ordinary General Meeting of the Company and in respect of any such requisition and of any meeting to be called pursuant thereto, all other provisions of Section 100 of the Act shall for the time being apply.

(iii) A General Meeting of the Company may be convened by giving not less than clear 21 (Twenty-One) days' notice either in writing or through electronic mode in such manner as prescribed under the Act, *provided that* a General Meeting may be called after giving a shorter notice if consent is given in writing or by electronic mode by majority in number of Members entitled to vote and who represent not less than 95% (ninety-five percent) of such part of the paid-up Share Capital of the Company as gives a right to vote at such General Meeting.

(iv) Notice of every General Meeting shall be given to the Members and to such other Person or Persons as required by and in accordance with Section 101 and 102 of the Act and it shall be served in the manner authorized by Section 20 of the Act.

(v) A General Meeting may be called after giving shorter notice if consent, in writing or by electronic mode, is accorded thereto in accordance to the provisions of Section 101 of the Act. *Provided that* where any Member of the Company is entitled to vote only on some resolution or resolutions to be moved at a meeting and not on the others, those Members shall be taken into account for the purposes of this Article in respect of the former resolution or resolutions and not in respect of the latter.

(vi) Any accidental omission to give notice to, or the non-receipt of such notice by, any Member or other Person who is entitled to such notice for any meeting shall not invalidate the proceedings of the meeting.

(vii) Subject to the provisions contained under Section 115 of the Act, where, by any provision contained in the Act or in these Articles, special notice is required of any resolution, notice of the intention to move such resolution shall be given to the Company by such number of Members holding not less than one per cent of total voting power or holding Shares on which such aggregate sum not exceeding five lakh rupees, has been paid-up and the Company shall immediately after receipt of the notice, give its members notice of the resolution at least 7 (seven) days before the meeting, exclusive of the day of dispatch of notice and day of the meeting, in the same manner as it gives notice of any General Meetings.

XIV. PROCEEDINGS AT SHAREHOLDERS' MEETINGS

97. No business shall be transacted at any General Meeting, unless a quorum of Members is present at the time when the meeting proceeds to transact business.

98. Save as otherwise provided herein, the quorum for the General Meetings shall be as provided in Section 103 of the Act.

99. In the event a quorum as required herein is not present within 30 (thirty) minutes of the appointed time, then subject to the provisions of Section 103 of the Act, the General Meeting shall stand adjourned to the

same place and time 7 (seven) days later or to such other date and such other time and place as the Board may determine, *provided that* the agenda for such adjourned General Meeting shall remain the same. The said General Meeting if called by requisitionists under Section 100 of the Act shall stand cancelled.

100. In case of an adjourned meeting or of a change of day, time or place of meeting, the Company shall give not less than 3 (three) days' notice to the Members either individually or by publishing an advertisement in the newspapers (one in English and one in vernacular language) which is in circulation at the place where the registered office of the Company is situated.

101. The required quorum at any adjourned General Meeting shall be the same as that required at the original General Meeting.

102. If at the adjourned meeting also a quorum is not present within 30 (thirty) minutes from the time appointed for holding such meeting, the Members present shall be the quorum and may transact the business for which the meeting was called.

103. The Chairperson may, with the consent of Members at any meeting at which a quorum is present, and shall, if so directed at the meeting, adjourn the meeting, from time to time and from place to place.

104. No business shall be transacted at any adjourned General Meeting other than the business left unfinished at the meeting from which the adjournment took place.

105. When a meeting is adjourned for 30 (thirty) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

106. Save as aforesaid, and as provided in Section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

107. Before or on the declaration of the results of the voting on any resolution on a show of hands, a poll may be ordered to be taken by the Chairperson of the meeting on his/ her own motion and shall be ordered to be taken by him/ her on a demand made in accordance with Section 109 of the Act.

108. The demand for a poll may be withdrawn at any time by the person or persons who made the demand.

109. Notwithstanding anything contained elsewhere in these Articles, the Company:

(i) shall, in respect of such items of business as the Central Government may, by notification, declare or which are under any other applicable Law required to be transacted only by means of postal ballot; and

(ii) may, in respect of any item of business, other than ordinary business and any business in respect of which Directors or auditors have a right to be heard at any meeting, transact by means of postal ballot,

in such manner as may be prescribed, instead of transacting such business at a General Meeting and any resolution approved by the requisite majority of the Members by means of such postal ballot, shall be deemed to have been duly passed at a General Meeting convened in that behalf and shall have effect accordingly.

110. Directors may attend and speak at General Meetings, whether or not they are Shareholders.

111. A body corporate being a Member shall be deemed to be personally present if it is represented in accordance with Section 113 of the Act and the Articles.

112. The Chairperson of the Board of Directors or in his absence the vice-Chairperson of the Board shall, preside as chairperson at every General Meeting, annual or extraordinary.

113. If there is no such Chairperson or if he is not present within 15 (fifteen minutes) after the time appointed for holding the General Meeting or is unwilling to act as the Chairperson of the General Meeting, the Directors present shall elect one of their members to be the Chairperson of the General Meeting.

114. If at any General Meeting no Director is willing to act as the Chairperson or if no Director is present within 15 (fifteen) minutes after the time appointed for holding the General Meeting, the Members

present shall choose one of their Members to be the Chairperson of the General Meeting. If a poll is demanded on the election of the Chairperson, it shall be taken forthwith in accordance with the provisions of the Act and the Chairperson elected on show of hands shall exercise all the powers of the Chairperson under the said provisions. If some other person is elected Chairperson as a result of the poll, he shall be the Chairperson for the rest of the meeting.

XV. VOTES OF MEMBERS

115. Subject to any rights or restrictions for the time being attached to any class or classes of Shares:

(i) on a show of hands, every Member present in Person shall have 1 (one) vote; and

(ii) on a poll, the voting rights of Members shall be in proportion to their Share in the paid-up Share Capital.

116. The Chairperson shall not have a second or casting vote in the event of an equality of votes at General Meetings of the Company.

117. At any General Meeting, a resolution put to vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the voting on any resolution on show of hands) demanded by any Member or Members present in Person or by proxy, and having not less than one-tenth of the total voting power or holding Shares on which an aggregate sum of not less than Rs. 5,00,000 (Indian Rupees Five Lakh) or such higher amount as may be prescribed has been paid up.

118. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

119. A Member may exercise his vote at a meeting by electronic means in accordance with Section 108 of the Act and shall vote only once.

120. In case of joint holders, the vote of the senior who tenders a vote, whether in Person or proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names are stated in the register of Members of the Company.

121. A Member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.

122. No Member shall be entitled to exercise any voting rights either personally or by proxy at any General Meeting or meeting of a class of Shareholders either upon a show of hands or upon a poll in respect of any Shares registered in his/ her name on which any calls or other sums presently payable by him in respect of Shares in the Company have not been paid.

123. 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 General Meeting and whether given personally or by proxy or otherwise shall be deemed valid for all purpose. Any such objection made in due time shall be referred to the Chairperson of the General Meeting whose decision shall be final and conclusive.

124. A declaration by the Chairperson of the meeting of the passing of a resolution or otherwise by show of hands and an entry to that effect in the books containing the minutes of the meeting of the Company shall be conclusive evidence of the fact of passing of such resolution or otherwise.

125. Any poll duly demanded on the question of adjournment shall be taken forthwith. A poll demanded on any other question (not being a question relating to the election of a Chairperson or adjournment of the meeting) shall be taken at such time not exceeding 48 hours from the time when the demand was made, as the Chairperson may direct.

126. The Chairperson of a General Meeting, may with the consent of the meeting, adjourn the same 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.

127. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question of which a poll has been demanded.

128. Where a poll is to be taken, the Chairperson of the meeting shall appoint two scrutinisers to scrutinise the votes given on the poll and to report thereon to him/ her in accordance with Section 109 of the Act.

129. The Chairperson shall have power, at any time before the result of the poll is declared to remove a scrutiniser from office and to fill vacancies in the office of scrutiniser arising from such removal or from any other cause.

130. Of the two scrutinisers, one shall always be a Member (not being an officer or employee of the Company) present at the meeting, provided such a Member is available and willing to be appointed.

131. The Chairperson of the meeting shall have power to regulate the manner in which a poll shall be taken.

132. The result of the poll shall be deemed to be decision of the meeting on the resolution on which the poll was taken.

133. The Chairperson of any meeting shall be the sole judge of the validity of every vote tendered at such meeting.

134. On a poll taken at meeting of the Company, a Member entitled to more than one vote, or his proxy or other person entitled to vote for him, as the case may be, need not, if he votes, use all his votes or cast in the same way all the votes he uses.

135. Where a resolution is passed at an adjourned meeting of the Company, the resolution shall, for all purposes, be treated as having been passed on the date on which it was in fact passed and shall not be deemed to have been passed on any earlier date.

136. At every Annual General Meeting of the Company, there shall be laid on the table the Directors' report, audited statements of accounts, auditor's report (if not already, incorporated in the audited statements of accounts), the proxy register with proxies and the register of Directors' holdings.

XVI. PROXY

137. Subject to the provisions of the Act and these Articles, any Member of the Company entitled to attend and vote at a General Meeting of the Company shall be entitled to appoint a proxy to attend and vote instead of himself and the proxy so appointed shall have no right to speak at the meeting.

138. The proxy shall not be entitled to vote except on a poll.

139. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office not less than 48 (forty eight) hours before the time for holding the meeting or adjourned meeting at which the Person named in the instrument proposes to vote; or in the case of a poll, not less than 24 (twenty four) hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

140. An instrument appointing a proxy shall be in the form as prescribed under the Act and the rules framed thereunder.

141. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the Shares in respect of which the proxy is given; *provided that* no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its office before the commencement of the meeting or the adjourned meeting at which the proxy is used.

XVII. DIRECTORS

142. The business of the Company shall be managed by the Directors who may pay all expenses incurred in setting up and registering the Company and may exercise all such powers of the Company as are not restricted by the Act or by these Articles.

143. Subject to the provisions of the Act, the number of Directors shall not be less than 3 (three) and more than 15 (fifteen), *provided that* the Company may appoint more than 15 (fifteen) directors after passing a Special Resolution. At least one Director shall reside in India for a total period of not less than 182 (One hundred and eighty-two) days in each financial year.

144. The Directors need not hold any qualification Shares in the Company.

145. Subject to the provisions of the Act, a Director, other than the managing director or whole time-director, shall be paid sitting fees for each meeting of the Board or a Committee thereof attended by him, subject to the ceiling prescribed under the Act.

146. The Directors may also be paid travelling and other expenses for attending and returning from meeting of the Board of Directors (including hotel expenses) and any other expenses properly incurred by them in connection with the business of the Company. The Directors may also be remunerated for any extra services done by them outside their ordinary duties as Directors, subject to the provisions of Section 197 of the Act.

147. Subject to the applicable provisions of the Act, if any Director, being willing shall be called upon to perform extra services for the purposes of the Company, the Company shall remunerate such Director by such fixed sum or percentage of profits or otherwise as may be determined by the Directors and such remuneration may be either in addition to or in substitution for his remuneration provided above.

148. Subject to the provisions of Section 197 and the other applicable provisions of the Act, the remuneration of Directors may be fixed at a particular sum or a percentage of the net profits or partly by one way and partly by the other.

149. In the event that a Director is absent for a continuous period of not less than 3 (three) months from India (an "**Original Director**"), subject to these Articles, the Board may appoint another Director (an "**Alternate Director**"), not being a person holding any alternate directorship for any other Director or holding directorship in the Company, for and in place of the Original Director. The Alternate Director shall be entitled to receive notice of all meetings and to attend and vote at such meetings in place of the Original Director and generally to perform all functions of the Original Director in the Original Director's absence. No Person shall be appointed as an Alternate Director to an Independent Director unless such Person is qualified to be appointed as an Independent Director of the Company. Any Person so appointed as Alternate Director shall not hold office for a period longer than that permissible to the Original Director and shall vacate the office if and when the Original Director returns to India.

150. The office of a Director shall automatically become vacant, if he is disqualified under any of the provisions of the Act. Further, subject to the provisions of the Act, a Director may resign from his office at any time by giving a notice in writing to the Company and the Board shall on receipt of such notice take note of the same and the Company shall intimate the Registrar and also place the fact of such resignation in the report of Directors laid in the immediately following General Meeting. Such Director may also forward a copy of his resignation along with detailed reasons for the resignation to the Registrar within 30 (thirty) days of resignation. The resignation of a Director shall take effect from the date on which the notice is received by the Company or the date, if any, specified by the Director in the notice, whichever is later.

151. At any Annual General Meeting at which a Director retires, the Company may fill up the vacancy by appointing the retiring Director who is eligible for re-election or some other Person if a notice for the said purpose has been left at the office of the Company in accordance with the provisions of the Act. The directors liable to retire by rotation shall not include independent directors, the managing director and any director or directors whose appointment terms, as governed by any agreement referred to in Article 157, exempt them from retirement by rotation. Among the directors subject to retirement by rotation, those who have held office the longest since their last appointment shall retire. In cases where two or

more directors were appointed on the same day, the director to retire shall be determined, in the absence of an agreement amongst themselves, by lot.

152. No Person shall be appointed as a Director unless he furnishes to the Company his Director Identification Number under Section 154 of the Act or any other number as may be prescribed under Section 153 of the Act and a declaration that he is not disqualified to become a Director under the Act.

153. No Person appointed as a Director shall act as a Director unless he gives his consent to hold the office as a Director and such consent has been filed with the Registrar within 30 (Thirty) days of his appointment in the manner prescribed in the Act.

154. Subject to the provisions of the Act, the Directors shall have the power, at any time and from time to time to appoint any Persons as Additional Director in addition to the existing Directors so that the total number of Directors shall not at any time exceed the number fixed for Directors in these Articles. Any Director so appointed shall hold office only until the next following Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier, but shall be eligible for re-appointment as Director.

155. The Company may by Ordinary Resolution, of which special notice has been given in accordance with the Section 169 of the Act, remove any Director including the Managing Director, if any, before the expiration of the period of his office. Notwithstanding anything contained in these Articles or in any agreement between the Company and such Director, such removal shall be without prejudice to any contract of service between him and the Company.

156. If the office of any Director appointed by the Company in General Meeting, is vacated before his term of office expires in the normal course, the resulting casual vacancy may be filled up by the Board at a meeting of the Board but any Person so appointed shall retain his office so long only as the vacating Director would have retained the same if such vacancy had not occurred.

157. In the event of the Company borrowing any money from any financial corporation or institution or government or any government body or a collaborator, bank, Person or Persons or from any other source, while any money remains due to them or any of them the lender concerned may have and may exercise the right and power to appoint, from time to time, any Person or Persons to be a Director or Directors of the Company and the Directors so appointed, shall not be liable to retire by rotation, subject however, to the limits prescribed by the Act. Any Person so appointed may at any time be removed from the office by the appointing authority who may from the time of such removal or in case of death or resignation of Person, appoint any other or others in his place. Any such appointment or removal shall be in writing, signed by the appointee and served on the Company. Such Director need not hold any qualification Shares.

158. 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 or reasonably.

XVIII. MANAGING DIRECTOR OR WHOLE TIME DIRECTOR

159. The Board may, from time to time, subject to Section 196 and other applicable provisions of the Act, appoint one or more of their bodies to the office of the Managing Director or whole time Director for such period and on such remuneration and other terms, as they think fit and subject to the terms of any agreement entered into in any particular case, may revoke such appointment.

160. Subject to the provisions of any contract between him and the Company, the Managing Director/ whole-time director, shall be subject to the same provisions as to resignation and removal as the other Directors and his appointment shall automatically terminate if he ceases to be a Director.

161. Subject to the provisions of the Act, a Managing Director or whole time director may be paid such remuneration (whether by way of salary, commission or participation in profits or partly in one way and party in other) as the Board may determine.

162. The Board, subject to Section 179 and any other applicable provisions of the Act, may entrust to and confer upon a Managing Director or whole time director any of the powers exercisable by them upon

such terms and conditions and with such transfers, as they may think fit and either collaterally with or to the exclusion of their own powers and may, from time to time, revoke, withdraw or alter or vary all or any of such powers.

XIX. CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER

163. Subject to the provisions of the Act, a chief executive officer, manager or a company secretary may be appointed by the Board on such terms and conditions and remuneration as it may deem fit and the chief executive officer, manager or company secretary so appointed may be removed by means of a resolution of the Board.

XX. MEETINGS OF THE BOARD

164. The Board may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.

165. A Director may, and the manager or the Secretary of the Company upon the requisition of a Director shall, at any time convene a meeting of the Board.

166. Subject to the provisions the Act, the Board shall meet at least 4 (four) times in a year in such a manner that not more than 120 (one hundred and twenty) days shall intervene between 2 (two) consecutive meetings of the Board.

167. The quorum for the meeting of the Board shall be one third of its total strength or 2 (two) Directors, whichever is higher, and the participation of the Directors by video conferencing or by other audio-visual means shall also be counted for the purpose of quorum. *Provided that* where at any time the number of interested Directors is equal to or exceeds two-thirds of the total strength of the Board, the number of remaining Directors, that is to say the number of Directors who are not interested and present at the meeting being not less than 2 (two), shall be the quorum during such time.

168. The continuing Directors may act notwithstanding any vacancy in the Board; but if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that fixed for the quorum, or of summoning a General Meeting of the Company, but for no other purpose.

169. If quorum is found to be not present within 30 (thirty) minutes from the time when the meeting should have begun or if during the meeting, valid quorum no longer exists, the meeting shall be reconvened at the same time and at the same place 7 (seven) days later. At the reconvened meeting, the Directors present and not being less than 2 (two) Persons shall constitute the quorum and may transact the business for which the meeting was called and any resolution duly passed at such meeting shall be valid and binding on the Company.

170. Subject to the provisions of the Act allowing for shorter notice periods, a meeting of the Board shall be convened by giving not less than 7 (seven) days' notice in writing to every Director at his address registered with the Company and such notice shall be sent by hand delivery or by post or by electronic means.

171. Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.

172. The Board may elect a Chairperson for its meetings and determine the period for which he is to hold office. The Board may likewise appoint a vice-chairman of the Board of Directors to preside over the meeting at which the chairman shall not be present. If at any meeting the Chairperson is not present within 5 (five) minutes after the time appointed for holding the meeting, the Directors present may choose one of their members to be Chairperson of the meeting.

173. In case of equality of votes, the Chairperson of the Board shall have a casting vote at Board meetings of the Company.

174. 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.

175. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

176. A committee may elect a Chairperson of its meetings and may also determine the period for which he is to hold office. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within 5 (Five) minutes after the time appointed for holding the meeting, the Members present may choose one of their Members to be Chairperson of the meeting.

177. A committee may meet and adjourn as it thinks fit.

178. Questions arising at any meeting of a committee shall be determined by a majority of votes of the Directors present. The chairperson of the committee, if any, shall not have any second or casting vote.

179. Subject to these Articles and Sections 175, 179 and other applicable provisions of the Act, a circular resolution in writing, executed by or on behalf of a majority of the Directors or members of the Committee, shall constitute a valid decision of the Board or committee thereof, as the case may be, *provided that* a of such resolution together with the information required to make a fully-informed good faith decision with respect to such resolution and appropriate documents required to evidence passage of such resolution, if any, was sent to all of the Directors or members of the committee (as the case may be) at their addresses registered with the Company in India by hand delivery or by post or by courier, or through such electronic means as may be prescribed under the Act, and has been approved by a majority of the Directors or members who are entitled to vote on the resolution.

180. All acts done in any meeting of the Board or of a committee thereof or by any Person acting as a Director shall, notwithstanding that it may be afterwards discovered that his appointment was invalid by reason of any defect for disqualification or had terminated by virtue of any provisions contained in the Act, or in these Articles, be as valid as if every such Director or such Person had been duly appointed and was qualified to be a Director.

181. Subject to the provisions of the Act, no Director shall be disqualified by his office from contracting with the Company, nor shall any such contract entered into by or on behalf of the Company in which any Director shall be in any way interested be avoided, nor shall any Director contracting or being so interested be liable to account to the Company for any profit realized by any such contract by reason only of such Director holding that office or of the fiduciary relations thereby established; *provided that* every Director who is in any way whether directly or indirectly concerned or interested in a contract or arrangement, entered into or to be entered into by or on behalf of the Company, shall disclose the nature of his concern or interest at a meeting of the Board and shall not participate in such meeting as required under Section 184 and other applicable provisions of the Act, and his presence shall not count for the purposes of forming a quorum at the time of such discussion or vote.

XXI. POWERS OF THE DIRECTORS

182. The Directors shall have powers for the engagement and dismissal of managers, engineers, clerks and assistants and shall have power of general directions, management and superintendence of the business of the Company with full power or do all such acts, matters and things deemed necessary, proper or expedient for carrying on the business of the Company and to make and sign all such contracts, and other government papers and instruments that shall be necessary, proper or expedient, for the authority and direction of the Company except only such of them as by the Act or by these Articles are expressly directed to be exercised by the Members in the General Meeting.

183. Subject to Section 179 of the Act, the Directors shall have the right to delegate any of their powers covered under Section 179(3)(d) to Section 179(3)(f) to any committee of the Board, managers, or any other principal officer of the Company as they may deem fit and may at their own discretion revoke such powers.

184. The Board of Directors shall, or shall authorize Persons in their behalf, to make necessary filings with governmental authorities in accordance with the Act and other applicable Law, as may be required from time to time.

185. Subject to the provisions of the Act and these Articles, the Board shall be entitled to exercise all such powers, and to do all such acts and things as the Company is authorized to exercise and do; *provided that* the Board shall not exercise any power or do any act or thing which is directed or required, whether by

the Act, or any other statute or by the Memorandum of Association or by these Articles or otherwise, to be exercised or done by the Company in a General Meeting; provided further that in exercising any such power or doing any such act or thing, the Board shall be subject to the provisions in that behalf contained in the Act or any other statute or in the Memorandum of Association of the Company or in these Articles, or in any regulations not inconsistent therewith and duly made thereunder, including regulations made by the Company in General Meeting, but no regulation made by the Company in General meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.

186. Subject to the provisions of the Act and the and any other applicable Law for the time being in force, the Directors shall have the power, from time to time and at their discretion, to borrow, raise or secure the payment of any sum of money for and on behalf of the Company in such manner and upon such terms and conditions in all respects as they think fit and through the issue of Debentures or bonds of the Company or by mortgage or charge upon all or any of the properties of the Company both present and future including its uncalled capital then available.

187. The Directors shall have the power to open bank accounts, to sign cheques on behalf of the Company and to operate all banking accounts of the Company and to receive payments, make endorsements, draw and accept negotiable instruments, *hundies* and bills or may authorise any other Person or Persons to exercise such powers.

XXII. BORROWING POWERS

188. Subject to the provisions of the Act, the Board may from time to time, at their discretion raise or borrow or secure the payment of any sum or sums of money for and on behalf of the Company. Any such money may be raised or the payment or repayment thereof may be secured in such manner and upon such terms and conditions in all respect as the Board may think fit by promissory notes or by opening loan or current accounts or by receiving deposits and advances at interest with or without security or otherwise and in particular by the issue of bonds, perpetual or redeemable Debentures of the Company charged upon all or any part of the property of the Company (both present and future) including its uncalled capital for the time being or by mortgaging or charging or pledging any lands, buildings, machinery, plant, goods or other property and Securities of the Company or by other means as the Board deems expedient.

189. The Board of Directors shall not except with the consent of the Company by way of a Special Resolution, borrow monies where the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) exceeds the aggregate of paid-up Share Capital, free reserves and securities premium of the Company.

XXIII. DIVIDEND AND RESERVES

190. The Company in a General Meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

191. Subject to the provisions of the Act, the Board may from time to time pay to the Members such interim dividends as appear to it to be justified by the profits of the Company.

192. The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalising 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. The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

193. 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.

194. No amount paid or credited as paid on a Share in advance of calls shall be treated, for the purpose of these Articles, as paid on the Share. However, any amount paid in advance of calls on a Share may carry

interest, as determined by the Board in accordance with applicable Law but shall not entitle the holder of the Share to participate in respect of that amount in any dividend subsequently declared.

195. 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.

196. The Board may deduct from any dividend payable to any Member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the Shares.

197. Any dividend, interest or other monies payable in cash in respect of Shares may be paid by electronic mode or by cheque or demand 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 of the Company, or to such Person and to such address as the holder or joint holders may in writing direct.

198. Every such cheque shall be made payable to the order of the Person to whom it is sent.

199. Any one of two or more joint holders of a Share may give effectual receipts for any dividends, bonuses or other payments in respect of such Share.

200. Notice of any dividend, whether interim or otherwise, that may have been declared shall be given to the Persons entitled to Share therein in the manner mentioned in the Act.

201. No dividend shall bear interest against the Company.

202. A Shareholder can waive/ forgo the right to receive the dividend (either final and/ or interim) to which he is entitled, on some or all the equity Shares held by him in the Company. However, the Shareholder cannot waive/ forgo the right to receive the dividend (either final and/ or interim) for a part of percentage of dividend on Share(s).

203. Where a dividend has been declared by the Company but has not been paid or claimed within thirty days from the date of the declaration to any Shareholder entitled to the payment of the dividend, the Company shall, within seven days from the date of expiry of the said period of thirty days, transfer the total amount of dividend which remains unpaid or unclaimed to a special account to be opened by the Company in that behalf in any scheduled bank to be called the 'Unpaid Dividend Account'.

204. Any money transferred to the 'Unpaid Dividend Account' of the Company which remains unpaid or unclaimed for a period of 7 (seven) years from the date of such transfer, shall be transferred by the Company along with the interest accrued, if any, to the Fund known as Investor Education and Protection Fund established under Section 125 of the Act. There shall be no forfeiture of unclaimed or unpaid dividends before the claim becomes barred by law.

205. All Shares in respect of which the Dividend has not been paid or claimed for 7 (seven) consecutive years or more shall be transferred by the Company in the name of Investor Education and Protection Fund along with a statement containing such details as may be prescribed. *Provided that* any claimant of Shares so transferred shall be entitled to claim the transfer of Shares from Investor Education and Protection Fund in accordance with such procedure and on submission of such documents as may be prescribed.

206. The Company shall comply with the provisions of the Act in respect of any dividend remaining unpaid or unclaimed with the Company.

XXIV. INSPECTION OF ACCOUNTS

207. (i) The Board shall cause proper books of account to be maintained under Section 128 and other applicable provisions of the Act.

(ii) The Board shall, from time to time, in accordance with the Act, determine whether and to what extent and at what times and places and under what conditions or regulations all books of the Company or any of them, shall be open to the inspection of Members not being Directors.

(iii) No Member (not being a Director) or other Person shall have any right of inspecting any account book or document of the Company except as conferred by Law or authorised by the Board or by the Company in General Meetings.

(iv) Each Director shall be entitled to examine the books, accounts and records of the Company, and shall have free access, at all reasonable times and with prior written notice, to any and all properties and facilities of the Company.

XXV. SECRECY

208. Every manager, auditor, trustee, member of a Committee, officer, servant, agent, accountant or other Persons employed in the business of the Company shall, if so required by the Board, before entering upon the duties, sign a declaration pledging himself to observe strict secrecy respecting all *bona fide* transactions of the Company with its customers and the state of accounts with individuals and in matters relating thereto and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required to do so by the Directors or by any General Meeting or by the Law of the country and except so far as may be necessary in order to comply with any of the provisions in these Articles and the provisions of the Act.

XXVI. WINDING UP

209. The Company may be wound up in accordance with the Act and the Insolvency and Bankruptcy Code, 2016, as amended. (to the extent applicable).

XXVII. THE SEAL

210. (i) The Board shall provide for the safe custody of the seal of the Company.

(ii) The seal shall not be affixed to any instrument except by the authority of resolution of the Board or a committee of the Board authorised by it in that behalf, and except in the presence of at least 1 (One) Director or Company Secretary or any other official of the Company as the Board may decide and that 1 (One) Director or Company Secretary or such official shall sign every instrument to which the Seal of the Company is so affixed in their presence. The Share certificates will, however, be signed and sealed in accordance with Rule 5 of the Companies (Share Capital and Debentures) Rules, 2014, as amended.

XXVIII.AUDIT

211. Subject to the provisions of the Act, the Company shall appoint an auditor at an Annual General Meeting to hold office from the conclusion of that Annual General Meeting until the conclusion of the sixth Annual General Meeting from such Annual General Meeting, and every auditor so appointed shall be informed of his appointment within 15 days.

212. The Directors may fill up any casual vacancy in the office of the auditors within 30 (Thirty) days subject to the provisions of Section 139 and 140 of the Act and the rules framed thereunder.

213. The remuneration of the auditors shall be fixed by the Company in the Annual General Meeting or in such manner as the Company may in the General Meeting determine.

XXIX. GENERAL AUTHORITY

214. Wherever in the Act, it has been *provided that* the Company shall have any right, privilege or authority or that the Company cannot carry out any transaction unless the Company is so authorized by its Articles then in that case, these Articles hereby authorize and empower the Company to have such rights, privilege or authority and to carry out such transaction as have been permitted by the Act, without there being any specific Article in that behalf herein provided.

XXX. INDEMNITY

Every officer of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the National Company Law Tribunal.

SECTION IX – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following documents and contracts which have been entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company and includes contracts entered into until the date of this Prospectus) which are, or may be deemed material will be attached to the copy of the Red Herring Prospectus and filed with the RoC (except for such contracts and documents executed after the filing of the Red Herring Prospectus). Copies of the contracts and documents for inspection referred to hereunder, were made available for inspection at our Registered and Corporate Office, from 10.00 am to 5.00 pm on all Working Days and were also made available on the website of our Company at www.luminoindustries.com from the date of the Red Herring Prospectus until the Bid/Offer Closing Date, except for such contracts and documents that were entered into or executed subsequent to the completion of the Bid/Offer Closing Date.

Material Contracts to the Offer

1. Offer Agreement dated January 20, 2025 entered into among our Company, the Selling Shareholders and the BRLMs.

2. Registrar Agreement dated January 20, 2025 entered into among our Company, the Selling Shareholders and the Registrar to the Offer.

3. Monitoring Agency Agreement dated August 20, 2026 entered into between our Company and the Monitoring Agency.

4. Cash Escrow and Sponsor Bank Agreement dated August 20 , 2026 entered into among our Company, the Selling Shareholders, the BRLMs, the Syndicate Members, Banker(s) to the Offer and the Registrar to the Offer.

5. Share Escrow Agreement dated August 20, 2026 entered into among the Selling Shareholders, our Company and the Share Escrow Agent.

6. Syndicate Agreement dated August 20, 2026 entered into among the Members of the Syndicate, our Company, the Selling Shareholders and the Registrar to the Offer.

7. Underwriting Agreement dated August 31, 2026 entered into among our Company, the Selling Shareholders, Registrar to the Offer and the Underwriters.

Material Documents

1. Certified copies of our Memorandum of Association and Articles of Association, as amended from time to time.

2. Partnership deed dated September 1, 1989 entered into between Deepak Goel and Shanti Devi Goel for the formation of Lumino Industries as a partnership firm.

3. Certificate of incorporation dated March 30, 2005.

4. Resolution of our Board dated December 9, 2024 approving the Offer and other related matters.

5. Shareholders' resolution dated December 9, 2024 approving the Fresh Issue and other related matters.

6. Resolution of our Board dated January 18, 2025 approving the Draft Red Herring Prospectus for filing with SEBI and the Stock Exchanges.

7. Resolution of our IPO Committee dated January 20, 2025 approving the Draft Red Herring Prospectus for filing with SEBI and the Stock Exchanges.

8. Resolution of our Board dated August 8, 2026 taking on record the consent and authorisation of the Selling Shareholders to participate in the Offer for Sale.

9. Consent letter and authorisation from the Selling Shareholders consenting to participate in the Offer for Sale.

10. Resolution of our Board dated August 20, 2026 approving the Red Herring Prospectus for filing with RoC, SEBI and the Stock Exchanges.

11. Resolution of our Board dated August 31, 2026, approving this Prospectus and the Abridged Prospectus for filing with SEBI and the Stock Exchanges.

12. Resolution of our Board dated July 28, 2026, approving the Corrigendum to the Draft Red Herring Prospectus for filing with SEBI and the Stock Exchanges

13. Copies of the annual reports of our Company for the Fiscals 2026, 2025 and 2024.

14. The examination report dated August 8, 2026 of the Joint Statutory Auditors on our Restated Consolidated Financial Information.

15. The report dated August 11, 2026 on the statement of special tax benefits available to the Company, its shareholders from the Joint Statutory Auditors.

16. Consent dated August 11, 2026 from Singhi & Co., Chartered Accountants and SDP & Associates, Chartered Accountants, our Joint Statutory Auditors, holding a valid peer review certificate from ICAI, to include their name as required under section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in the Red Herring Prospectus and this 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 Joint Statutory Auditors, and in respect of their (i) examination report, dated August 8, 2026 on our Restated Consolidated Financial Information; (ii) their report dated August 11, 2026 on the statement of special tax benefits included in the Red Herring Prospectus and this Prospectus and such consent has not been withdrawn as on the date of this Prospectus.

17. Consent dated August 12, 2026 from the independent chartered engineer, namely Asim Maity & Associates, to include their name in the Red Herring Prospectus and this Prospectus and as an "expert" as defined under Section 2(38) of the Companies Act, 2013, to the extent and in their capacity as a chartered engineer, in relation to their certificate dated August 12, 2026.

18. Consent dated August 11, 2026, from the independent chartered accountant, namely, V Jalan & Co., Chartered Accountants, holding a valid peer review certificate from ICAI, to include their name in the Red Herring Prospectus and this Prospectus, and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 in respect of the various certifications issued by them in their capacity as an independent chartered accountant to our Company.

19. Consent from Hansraj Jaria, Practising Company Secretary, to include his name in the Red Herring Prospectus and this Prospectus and as an "expert" as defined under Section 2(38) of the Companies Act, 2013, to the extent that and in his capacity as practising company secretary, in relation to his certificate dated August 20, 2026.

20. Resolution of our Board dated November 23, 2024 and shareholders' resolution dated November 25, 2024 appointing Purushottam Dass Goel as the Chairperson and Non-Executive Director of our Board.

21. Resolution of our Board dated April 4, 2005 and shareholders' resolution dated September 28, 2006 appointing Devendra Goel as the Director of our Board.

22. Resolution of our Board dated May 15, 2025 and shareholders' resolution dated July 5, 2025 for re-appointing Devendra Goel as the Managing Director of our Board.

23. Employment agreement dated May 15, 2025 entered into between Lumino Industries Limited and Devendra Goel.

24. Resolution of our Board dated August 2, 2018 and shareholders' resolution dated August 29, 2018 appointing Jay Goel as the Whole-time Director of our Board.

25. Resolution of our Board dated November 24, 2023 and shareholders' resolution dated December 26, 2023 appointing Jay Goel as the Whole-time Director of our Board.

26. Employment agreement dated November 22, 2023 entered into between Lumino Industries Limited and Jay Goel.

27. License and core supply agreement dated February 20, 2026 entered into between CTC Global Corporation and our Company.

28. Composite scheme of arrangement for (i) amalgamation entered into between Adishwar Trade Link Private Limited, Astra Vinimay Private Limited, Barden Agencies Private Limited, DRP Trading and Investment Private Limited, Embassy Vyapaar Private Limited, Jalsagar Sales Agency Private Limited, JBLD Trading Private Limited, Kasauti Dealtrade Private Limited, Lumino Electrical Industries Private Limited, Lifeline Commotrade Private Limited, Sanatan Vinimay Private Limited, Regal Financial Advisory Private Limited, Sigma Vyapaar Private Limited and Welkon Goods Private Limited into our Company; (ii) demerger of EPC and manufacturing division of our Company, operational in the states of Tamil Nadu and Assam, into Laser Power and Infra Private Limited; and (iii) demerger of real estate division of our Company into Lumino Power Infrastructure Private Limited.

29. Resolution of our Audit Committee dated August 20, 2026, approving the KPIs of our Company.

30. Certificate dated August 20, 2026, from V Jalan & Co., Chartered Accountants, certifying the KPIs of our Company.

31. Certificate relating to weighted average cost of acquisition per equity share dated August 31, 2026 issued jointly Singhi & Co., Chartered Accountants and SDP and Associates, Chartered Accountants.

32. Certificate dated August 31, 2026, from V Jalan & Co., Chartered Accountants, relating to basis of offer price.

33. Certificate dated August 20, 2026, relating to (i) financial indebtedness; and (ii) outstanding dues to creditors and MSME issued jointly by Singhi & Co., Chartered Accountants and SDP and Associates, Chartered Accountants.

34. Certificates dated August 31, 2026, from V Jalan & Co., Chartered Accountants, relating to tax litigation.

35. Certificate relating to utilisation of the loans to be repaid from the Net Proceeds dated August 20, 2026 issued jointly by Singhi & Co., Chartered Accountants and SDP and Associates, Chartered Accountants.

36. Certificate relating to (i) insurance coverage; and (ii) defaults and non-payment of statutory dues, each dated August 20, 2026 issued jointly by Singhi & Co., Chartered Accountants and SDP and Associates, Chartered Accountants.

37. Valuation report for fair share exchange ratio or swap ratio for the Composite Scheme of Arrangement dated September 30, 2020.

38. Consents of the Selling Shareholders, our Directors, our Promoters, members of the Promoter Group, our Subsidiaries, our Joint Ventures, our Group Companies, our Compliance Officer and Company Secretary, our Joint Statutory Auditors, the legal counsel to the Company, the bankers to our Company, lenders to our Company (wherever applicable), industry report provider, the BRLMs, Syndicate Members, Escrow Collection Bank, Refund Bank, Public Offer Account Bank, Sponsor Bank, Monitoring Agency and Registrar to the Offer.

39. Consent letter dated August 11, 2026 from CRISIL to rely on and reproduce part or whole of the CRISIL Report and include their name in this Prospectus.

40. Industry report titled "*Assessment of cables, conductors' industries and investments in power sector in India*" dated August 2026 prepared and issued by CRISIL, commissioned and paid for by our Company and engagement letter dated September 10, 2024.

41. In-principle listing approvals dated March 20, 2025 and March 20, 2025 from the BSE and the NSE, respectively.

42. Tripartite Agreement dated March 5, 2014 among our Company, NSDL and the Registrar to the Offer.

43. Tripartite Agreement dated February 18, 2014 among our Company, CDSL and the Registrar to the Offer.

44. Due diligence certificate to SEBI from the BRLMs, dated January 20, 2025.

45. SEBI final observation letter bearing reference number SEBI/HO/CFD/RAC-DIL2/P/OW/2025/15227/1 dated June 9, 2025.

Any of the contracts or documents mentioned in this 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, 2013 and other relevant statutes.

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013, and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations and guidelines issued by SEBI 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 Prospectus are contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 each as amended, or the rules, regulations and guidelines issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings in this Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Purushottam Dass Goel
Designation: Chairperson and Non-Executive Director

Date: August 31, 2026
Place: Kolkata, West Bengal

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013, and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations and guidelines issued by SEBI 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 Prospectus are contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 each as amended, or the rules, regulations and guidelines issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings in this Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Devendra Goel
Designation: Managing Director

Date: August 31, 2026
Place: Kolkata, West Bengal

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013, and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations and guidelines issued by SEBI 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 Prospectus are contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 each as amended, or the rules, regulations and guidelines issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings in this Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Jay Goel
Designation: Whole-time Director

Date: August 31, 2026
Place: Kolkata, West Bengal

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013, and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations and guidelines issued by SEBI 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 Prospectus are contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 each as amended, or the rules, regulations and guidelines issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings in this Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Hemant Sultania
Designation: Independent Director

Date: August 31, 2026
Place: Urbana Champaign, U.S.A.

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013, and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations and guidelines issued by SEBI 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 Prospectus are contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 each as amended, or the rules, regulations and guidelines issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings in this Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Amitabh Mathur
Designation: Independent Director

Date: August 31, 2026
Place: Delhi, India

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013, and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations and guidelines issued by SEBI 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 Prospectus are contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 each as amended, or the rules, regulations and guidelines issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings in this Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Shalu Laxmanraj Bhandari
Designation: Independent Director

Date: August 31, 2026
Place: Mumbai, Maharashtra

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013, and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations and guidelines issued by SEBI 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 Prospectus are contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 each as amended, or the rules, regulations and guidelines issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings in this Prospectus are true and correct.

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY

Hemant Bhuwania

Date: August 31, 2026
Place: Kolkata, West Bengal

DECLARATION

I, Devendra Goel, hereby confirm that all statements, disclosures and undertakings specifically made or confirmed by me in this Prospectus about or in relation to myself, as a Selling Shareholder and the Equity Shares being offered by me in the Offer for Sale, are true and correct. I assume no responsibility for any other statements, disclosures or undertakings, including, any of the statements, disclosures or undertakings made or confirmed by the Company, any other Selling Shareholder or any other person(s) in this Prospectus.

Devendra Goel

Date: August 31, 2026
Place: Kolkata, West Bengal

DECLARATION

I, Jay Goel, hereby confirm that all statements, disclosures and undertakings specifically made or confirmed by me in this Prospectus about or in relation to myself, as a Selling Shareholder and the Equity Shares being offered by me in the Offer for Sale, are true and correct. I assume no responsibility for any other statements, disclosures or undertakings, including, any of the statements, disclosures or undertakings made or confirmed by the Company, any other Selling Shareholder or any other person(s) in this Prospectus.

Jay Goel

Date: August 31, 2026
Place: Kolkata, West Bengal