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**TRANSRAIL LIGHTING LIMITED**  
Corporate Identity Number: U31506MH2008PLC179012

REGISTERED OFFICE	CONTACT PERSON	EMAIL AND TELEPHONE	WEBSITE
501, A,B,C,E Fortune 2000, Block G Bandra Kurla Complex, Bandra East Mumbai, Maharashtra 400 051 India	Gandhali Upadhye (Company Secretary and Compliance Officer)	Email: cs@transraillighting.com Tel: +91 22 6197 9600	www.transrail.in

**THE PROMOTERS OF OUR COMPANY ARE AJANMA HOLDINGS PRIVATE LIMITED, DIGAMBAR CHUNNILAL BAGDE AND SANJAY KUMAR VERMA**

**DETAILS OF OFFER TO THE PUBLIC**

TYPE	FRESH ISSUE SIZE	SIZE OF THE OFFER FOR SALE	TOTAL OFFER SIZE	ELIGIBILITY AND RESERVATIONS
Fresh Issue and Offer for Sale	Fresh Issue of up to [●] Equity Shares of face value ₹2 each aggregating up to ₹4,000.00 million	Up to 10,160,000 Equity Shares of face value ₹2 each aggregating up to ₹[●] million	Up to [●] Equity Shares of face value ₹2 each aggregating up to ₹[●] million	This Offer is being made in terms of 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 details in relation to reservation among QIBs, Non-Institutional Bidders, Retail Individual Bidder and Eligible Employees, see “Offer Structure” on page 397.

**DETAILS OF THE SELLING SHAREHOLDER, OFFER FOR SALE AND THEIR WEIGHTED AVERAGE COST OF ACQUISITION PER EQUITY SHARE**

NAME OF THE SELLING SHAREHOLDER	TYPE	NUMBER OF EQUITY SHARES OFFERED	WEIGHTED AVERAGE COST OF ACQUISITION PER EQUITY SHARE (IN ₹#)
Ajanma Holdings Private Limited	Promoter Selling Shareholder	Up to 10,160,000 Equity Shares aggregating up to ₹[●] million	10.50

# As certified by Nayan Parikh & Co, Chartered Accountant, by way of their certificate dated December 10, 2024.

**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 each Equity Share is ₹2. The Floor Price, Cap Price and Offer Price (determined by our Company, in consultation with the Book Running Lead Managers, in accordance with the SEBI ICDR Regulations), and on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process as stated in “Basis for Offer Price” on page 115 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 Bidders should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Bidders are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, Bidders must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have neither been recommended, nor approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the contents of this Red Herring Prospectus. Specific attention of the Bidders is invited to “Risk Factors” on page 31.

**COMPANY'S AND PROMOTER SELLING SHAREHOLDER'S ABSOLUTE RESPONSIBILITY**

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Red Herring Prospectus as a whole or any of such information or the expression of any such

opinions or intentions misleading in any material respect. Further, the Promoter Selling Shareholder, accepts responsibility for and confirms only the statements specifically made by it in this Red Herring Prospectus solely in relation to itself and the Offered Shares and assumes responsibility that such statements are true and correct in all material respects and not misleading in any material respect. Further, Promoter Selling Shareholder, does not assume responsibility for any other statements, including without limitation, any and all statements made by or relating to our Company or its business or any other person(s), in this Red Herring Prospectus.

#### LISTING

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

#### BOOK RUNNING LEAD MANAGERS

NAME OF THE BRLM	CONTACT PERSON	EMAIL AND TELEPHONE
 <b>INGA</b> Inga Ventures Private Limited	Kavita Shah	<b>E-mail:</b> transrail.ipo@ingaventures.com <b>Tel:</b> +91 22 6854 0808
 <b>AXIS CAPITAL</b> Axis Capital Limited	Simran Gadh/ Harish Patel	<b>E-mail:</b> transrail.ipo@axiscap.in <b>Tel:</b> + 91 22 4325 2183
 <b>HDFC BANK</b> We understand your world HDFC Bank Limited	Sanjay Chudasama/ Bharti Ranga	<b>E-mail:</b> transrail.ipo@hdfcbank.com <b>Tel:</b> +91 22 3395 8233
 <b>IDBI capital</b> IDBI Capital Markets & Securities Limited	Indrajit Bhagat/ Drashti Dugar	<b>E-mail:</b> transrail.ipo@idbicapital.com <b>Tel:</b> +91 22 4069 1953

#### REGISTRAR TO THE OFFER

Link Intime India Private Limited	Contact Person: Shanti Gopalakrishnan	<b>Email:</b> transraillighting.ipo@linkintime.co.in <b>Tel:</b> +91 810 811 4949
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#### BID/OFFER PERIOD

<b>ANCHOR INVESTOR BID/OFFER PERIOD*</b>	<b>Wednesday, December 18, 2024</b>	<b>BID/OFFER OPENS ON</b>	<b>Thursday, December 19, 2024</b>	<b>BID/OFFER CLOSES ON^</b>	<b>Monday, December 23, 2024</b>
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\* Our Company and the Promoter Selling Shareholder may, in consultation with the Book Running Lead Managers, consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations.

^ UPI mandate end time and date shall be 5:00 p.m. on the Bid/Offer Closing Date.



## TRANSRAIL LIGHTING LIMITED

Our Company was originally incorporated as 'Transrail Lighting Limited' at Mumbai, Maharashtra as a public limited company under the Companies Act, 1956, pursuant to the certificate of incorporation dated February 18, 2008, issued by RoC and commenced operations pursuant to a certificate of commencement of business dated March 14, 2008. For further details of our Company, see "History and Certain Corporate Matters – Brief History of our Company" on page 229.

**Registered Office:** 501, A.B.C.E Fortune 2000, Block G, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra 400 051 India;

**Tel:** +91 22 6197 9600; **Website:** www.transrail.in; **Contact person:** Gandali Upadhye, Company Secretary and Compliance Officer;

**E-mail:** cs@transraillighting.com; **Corporate Identity Number:** U31506MH2008PLC179012

**THE PROMOTERS OF OUR COMPANY ARE AJANNA HOLDINGS PRIVATE LIMITED, DIGAMBAR CHUNILAL BAGDE AND SANJAY KUMAR VERMA**

INITIAL PUBLIC OFFERING OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹2 EACH ("EQUITY SHARES") OF TRANSRAIL LIGHTING LIMITED (OUR "COMPANY" OR THE "COMPANY") FOR CASH AT A PRICE OF ₹[●] PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹[●] PER EQUITY SHARE) ("OFFER PRICE") AGGREGATING UP TO ₹[●] MILLION (THE "OFFER") COMPRISING A FRESH ISSUE OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹2 EACH AGGRGATING UP TO ₹4,000.00 MILLION (THE "FRESH ISSUE") AND AN OFFER FOR SALE (THE "OFFER FOR SALE") OF UP TO 10,160,000 EQUITY SHARES OF FACE VALUE OF ₹2 EACH AGGRGATING UP TO ₹[●] MILLION, BY AJANNA HOLDINGS PRIVATE LIMITED ("PROMOTER SELLING SHAREHOLDER") ("OFFERED SHARES"). THE OFFER SHALL CONSTITUTE [●]% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

OUR COMPANY, IN CONSULTATION WITH THE BRLMS, UNDERTOOK A PRIVATE PLACEMENT OF SPECIFIED SECURITIES, AS PERMITTED UNDER APPLICABLE LAWS, TO SPECIFIED PERSONS, FOR AN AMOUNT AGGRGATING TO ₹500.00 MILLION ("PRE-IPO PLACEMENT"). THE PRE-IPO PLACEMENT HAS NOT EXCEEDED 20% OF THE FRESH ISSUE. THE PRE - IPO PLACEMENT WAS AT A PRICE DECIDED BY OUR COMPANY, IN CONSULTATION WITH THE BRLMS. SINCE THE PRE-IPO PLACEMENT WAS UNDERTAKEN, THE AMOUNT RAISED FROM THE PRE-IPO PLACEMENT AGGRGATING TO ₹500.00 MILLION HAS BEEN REDUCED FROM THE FRESH ISSUE, SUBJECT TO THE OFFER COMPLYING WITH RULE 19(2)(B) OF THE SECURITIES CONTRACTS (REGULATION) RULES, 1957, AS AMENDED ("SCRR"). OUR COMPANY HAS APPROPRIATELY INTIMATED THE SUBSCRIBERS TO THE PRE-IPO PLACEMENT, PRIOR TO ALLOTMENT PURSUANT TO THE PRE-IPO PLACEMENT, THAT THERE IS NO GUARANTEE THAT OUR COMPANY MAY PROCEED WITH THE OFFER OR THE OFFER MAY BE SUCCESSFUL AND WILL RESULT INTO LISTING OF THE EQUITY SHARES ON THE STOCK EXCHANGES. FURTHER RELEVANT DISCLOSURES IN RELATION TO SUCH INTIMATION TO THE SUBSCRIBERS TO THE PRE-IPO PLACEMENT HAS BEEN APPROPRIATELY MADE IN THE RELEVANT SECTIONS OF THIS RED HERRING PROSPECTUS AND WILL BE MADE IN RELEVANT SECTIONS OF THE PROSPECTUS.

THE OFFER INCLUDES A RESERVATION OF UP TO [●] EQUITY SHARES, AGGRGATING UP TO ₹190.00 MILLION (CONSTITUTING UP TO [●]% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY) FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES (THE "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 [●]% AND [●]%, RESPECTIVELY, OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

THE FACE VALUE OF EQUITY SHARES IS ₹2 EACH. THE OFFER PRICE IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES. THE PRICE BAND AND THE MINIMUM BID LOT SHALL BE DECIDED BY OUR COMPANY, IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS, AND WILL BE ADVERTISED IN ALL EDITIONS OF ENGLISH NATIONAL DAILY NEWSPAPER, FINANCIAL EXPRESS, ALL EDITIONS OF HINDI NATIONAL DAILY NEWSPAPER, JANSATTA, AND MUMBAAJ EDITION OF THE MARATHI DAILY NEWSPAPER, NAVSHAKTI, (MARATHI BEING THE REGIONAL LANGUAGE OF MAHARASHTRA, WHERE OUR REGISTERED OFFICE IS LOCATED) EACH WITH WIDE CIRCULATION, AT LEAST TWO WORKING DAYS PRIOR TO THE BID/OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO BSE AND NSE (NSE TOGETHER WITH BSE, THE "STOCK EXCHANGES") FOR THE PURPOSE OF UPLOADING ON THEIR RESPECTIVE WEBSITES IN ACCORDANCE WITH THE SEBI ICDR REGULATIONS.

In case of any revision in the Price Band, the Bid/Offer Period will be extended by at least three additional Working Days following such revision in the Price Band, subject to the Bid/Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company and the Promoter Selling Shareholder may, in consultation with the Book Running Lead Managers, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of one Working Day, subject to the Bid/Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the respective websites of the Book Running Lead Managers and at the terminals of the Syndicate Members and by intimation to Self-Certified Syndicate Banks ("SCSBs"), other Designated Intermediaries and the Sponsor Banks, as applicable.

The Offer is being made through the Book Building Process, in terms of Rule 19(2)(b) of the SCRR read with Regulation 31 of the SEBI ICDR Regulations and in compliance with Regulation 6(1) of the SEBI ICDR Regulations, wherein not more than 50% of the Net Offer shall be allocated on a proportionate basis to Qualified Institutional Buyers ("QIBs") ("QIB Portion"), provided that our Company, the Promoter Selling Shareholder may, in consultation with the Book Running Lead Managers, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations ("Anchor Investor Portion"), of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion ("Net QIB Portion"). Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, subject to valid Bids being received at or above the Offer Price, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to all QIBs. Further, not less than 15% of the Net Offer shall be available for allocation to Non-Institutional Bidders and not less than 35% of the Net Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. One-third of the Non-Institutional Portion shall be available for allocation to Non-Institutional Bidders with a Bid size of more than ₹0.20 million and up to ₹1.00 million and two-thirds of the Non-Institutional Portion shall be available for allocation to Non-Institutional Bidders with a Bid size of more than ₹1.00 million provided that under-subscription in either of these two sub-categories of the Non-Institutional Portion may be allocated to Non-Institutional Bidders in the other sub-category of Non-Institutional Portion in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. All potential Bidders (except Anchor Investors) are mandatorily required to participate in the Offer through the Application Supported by Blocked Amount ("ASBA") process by providing details of their respective ASBA accounts and UPI ID in case of UPI Bidders, as applicable, pursuant to which their corresponding Bid Amount will be blocked by the Self Certified Syndicate Banks ("SCSBs") or the Sponsor Bank(s) under the UPI Mechanism, as the case may be, to the extent of the respective Bid Amounts. Further, Equity Shares will be allocated on a proportionate basis to Eligible Employees applying under the Employee Reservation Portion, subject to valid Bids received from them at or above the Offer Price. Anchor Investors are not permitted to participate in the Offer through the ASBA process. For details, see "Offer Procedure" on page 401.

**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 each Equity Share is ₹2. The Floor Price, Cap Price and Offer Price (determined by our Company, in consultation with the Book Running Lead Managers, in accordance with the SEBI ICDR Regulations), and on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process as stated in "Basis for Offer Price" on page 115 should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

**GENERAL RISK**

Investments in equity and equity-related securities involve a degree of risk and Bidders should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Bidders are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, Bidders must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have neither been recommended, nor approved by SEBI, nor does SEBI guarantee the accuracy or adequacy of the contents of this Red Herring Prospectus. Specific attention of the Bidders is invited to "Risk Factors" on page 31.

**COMPANY'S AND PROMOTER SELLING SHAREHOLDER'S ABSOLUTE RESPONSIBILITY**

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

**LISTING**

The Equity Shares that will be offered through this Red Herring Prospectus are proposed to be listed on the Stock Exchanges. Our Company has received 'in-principle' approvals from BSE and NSE for the listing of the Equity Shares pursuant to letters dated July 9, 2024. For the purposes of the Offer, BSE is the Designated Stock Exchange. A copy of this Red Herring Prospectus and the Prospectus shall be filed with the RoC in accordance with Section 26(4) and Section 32 of the Companies Act, 2013. For details of the material contracts and documents available for inspection from the date of this Red Herring Prospectus up to the Bid/Offer Closing Date, see "Material Contracts and Documents for Inspection" on page 454.

**BOOK RUNNING LEAD MANAGERS****REGISTRAR TO THE OFFER**

<b>INGA Ventures Private Limited</b> 1229, Hubtown Solaris N.S. Phadke Marg, Opp. Telli Galli Andheri (East), Mumbai 400 069 Maharashtra, India Tel: +91 22 6854 0808 E-mail: transrail.ipo@ingaventures.com Website: www.ingaventures.com Investor grievance ID: investors@ingaventures.com Contact person: Kavita Shah SEBI registration number: INM000012698	<b>Axis Capital Limited</b> Axis House, 1st Floor, Pandurang Budhkar Marg Worli, Mumbai 400 025 Maharashtra, India Tel: +91 22 4325 2183 E-mail: transrail.ipo@axiscap.in Website: www.axiscapital.co.in Investor grievance ID: complaints@axiscap.in Contact person: Simran Gadh/Harish Patel SEBI registration number: INM000012029	<b>HDFC Bank Limited</b> Investment Banking Group Unit no. 701, 702 and 702-A 7th floor, Tower 2 and 3 One International Centre, Senapati Bapat Marg Prabhadevi, Mumbai 400 013 Maharashtra, India Tel: +91 22 3395 8233 E-mail: transrail.ipo@hdfcbank.com Website: www.hdfcbank.com Investor grievance ID: investor.redressal@hdfcbank.com Contact person: Sanjay Chudasama/ Bharti Ranga SEBI Registration number: INM000011252	<b>IDBI Capital Markets &amp; Securities Limited</b> 6 <sup>th</sup> Floor, IDBI Tower, WTC Complex Cuffie Parade, Mumbai 400 005 Maharashtra, India Tel: +91 22 4069 1953 E-mail: transrail.ipo@idbicapital.com Investor grievance ID: redressal@idbicapital.com Contact person: Indrajit Bhagat/ Drashti Dugar Website: www.idbicapital.com SEBI registration number: INM000010866	<b>Link Intime India Private Limited</b> C 101, 1 <sup>st</sup> Floor, 247 Park L.B.S Marg Vikhroli (West), Mumbai 400 083 Maharashtra, India Tel: +91 22 810 811 4949 E-mail: transraillighting.ipo@linkintime.co.in Website: www.linkintime.co.in Investor grievance ID: transraillighting.ipo@linkintime.co.in Contact person: Shanti Gopalakrishnan SEBI registration number: INR000004058
<b>ANCHOR INVESTOR BID/OFFER PERIOD*</b> Wednesday, December 18, 2024	<b>BID/OFFER OPENS ON</b>	<b>Thursday, December 19, 2024</b>	<b>BID/OFFER CLOSES ON*</b>	<b>Monday, December 23, 2024</b>

\* Our Company may, in consultation with the Book Running Lead Managers, consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations.

<sup>a</sup> UPI mandate end time and date shall be 5:00 p.m. on the Bid/Offer Closing Date.

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## **SECTION I: GENERAL**

### **DEFINITIONS AND ABBREVIATIONS**

This Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, or unless otherwise specified, shall have the meaning as provided below. References to any legislations, acts, regulations, rules, directions, guidelines, circulars, notifications, clarifications or policies shall be to such legislations, acts, regulations, rules, guidelines or policies as amended, updated, supplemented, re-enacted or modified, from time to time, and any reference to a statutory provision shall include any subordinate legislation made, from time to time, under such provision.

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

The terms not defined herein but used in “Basis for Offer Price”, “Statement of Special Tax Benefits”, “Industry Overview”, “Key Regulations and Policies”, “History and Certain Corporate Matters”, “Our Group Companies”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations”, “Restated Consolidated Financial Information”, “Financial Indebtedness”, “Outstanding Litigation and Material Developments”, “Offer Procedure” and “Main Provisions of Articles of Association” on pages 115, 126, 129, 223, 229, 265, 340, 269, 367, 359, 401 and 419, respectively, shall have the meanings ascribed to such terms in these respective sections.

#### **General Terms**

<b>Term</b>	<b>Description</b>
“our Company” or “the Issuer” or “the Company”	Transrail Lighting Limited, a public limited company incorporated under the Companies Act, 1956, having its Registered Office at 501, A, B, C, E Fortune 2000, Block G, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra 400 051 India
“we” or “us” or “our” or “Group”	Unless the context otherwise indicates or implies, refers to our Company, together with our Subsidiaries, and joint ventures on a consolidated basis as on the date of this Red Herring Prospectus

#### **Company Related Terms**

<b>Term</b>	<b>Description</b>
Ajanma Holdings	Ajanma Holdings Private Limited ( <i>formerly known as Bilav Software Private Limited</i> ), our Promoter
“Articles of Association” or “AoA” or “Articles”	Articles of association of our Company, as amended
ATSL	Associated Transrail Structures Limited
Audit Committee	Audit committee of our Board, as described in “Our Management – Committees of the Board” on page 248
“Auditors” or “Statutory Auditors”	Nayan Parikh & Co., Chartered Accountants
“Board” or “Board of Directors”	Board of Directors of our Company
“Chief Executive Officer” or “CEO”	Chief executive officer of our Company, namely, Randeep Narang
“Chief Financial Officer” or “CFO”	Chief financial officer of our Company, namely, Ajit Pratap Singh
Closing Agreement to the Investment Agreement	Closing agreement dated February 14, 2024 to the Investment cum Shareholders’ agreement dated October 27, 2015, to the Share Subscription cum Shareholders’ Agreement, entered between our Company, Ajanma Holdings Private Limited ( <i>formerly known as Bilav Software Private Limited</i> ), and Gammon India Limited
Committee(s)	Duly constituted committee(s) of our Board of Directors
Company Secretary and Compliance Officer	Company Secretary and Compliance Officer of our Company, being, Gandhali Upadhye
Corporate Social Responsibility Committee	Corporate social responsibility committee of our Board, as described in “Our Management – Committees of the Board” on page 248
Director(s)	Director(s) on our Board
Equity Shares	The equity shares of our Company bearing face value of ₹2 each
ESOP 2019	The erstwhile, Transrail Lighting Limited Employee Stock Options Scheme, 2019
ESOP 2023	Transrail Lighting Employee Stock Option Plan 2023, as described in “Capital Structure – Employee Stock Option Scheme” on page 97
Executive Chairman	Executive chairman of our Board, namely, Digambar Chunnilal Bagde

Term	Description
Executive Director(s)	Executive directors of our Company. For details, see “ <i>Our Management</i> ” on page 241
GIL	Gammon India Limited
Group Companies	The group companies of our Company in accordance with the SEBI ICDR Regulations. For details, see “ <i>Our Group Companies</i> ” on page 265
Independent Chartered Engineer	Suvabrata Dasgupta (registration number: M-137099-5)
Independent Director(s)	Independent director(s) on our Board. For details of the Independent Directors, see “ <i>Our Management</i> ” on page 241
Investment Agreement	Investment cum Shareholders’ agreement dated October 27, 2015 entered into by and between our Company, Ajanma Holding ( <i>formerly known as Bilav Software Private Limited</i> ) and Gammon India Limited and first amendment to Investment Agreement dated February 12, 2016
IPO Committee	The IPO committee of our Board
“Key Managerial Personnel” or “KMP”	Key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations and Section 2(51) of the Companies Act, as described in “ <i>Our Management – Key Managerial Personnel</i> ” on page 255
Managing Director	Managing director of our Company, namely, Randeep Narang
“Memorandum of Association” or “MoA”	Memorandum of association of our Company, as amended
Scheme of Arrangement	Scheme of arrangement of Gammon India Limited, our Company and the respective shareholders of Gammon India Limited and our Company, and creditors of Gammon India Limited approved by the National Company Law Tribunal, Mumbai Bench vide its order dated April 18, 2017
Nomination and Remuneration Committee	Nomination, remuneration and compensation committee of our Board, as described in “ <i>Our Management – Committees of the Board</i> ” on page 248
Non-Executive Nominee Director	The non-executive nominee director of Asiana Alternative Investment Fund – Scheme: Asiana Fund I on our Board, namely, Vita Jalaj Dani
Promoters	Promoters of our Company, being, Ajanma Holdings Private Limited, Digambar Chunnilal Bagde and Sanjay Kumar Verma
Promoter Group	The individuals and the entities constituting the promoter group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, as described in “ <i>Our Promoter and Promoter Group</i> ” on page 263
Registered Office	501, A,B,C,E Fortune 2000, Block G, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra 400 051 India
“Registrar of Companies” or “RoC”	Registrar of Companies, Maharashtra at Mumbai
Restated Consolidated Financial Information	The restated consolidated financial information of our Company, comprising of the restated consolidated statement of assets and liabilities as at June 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022, the restated consolidated statement of profit and loss (including other comprehensive income), the restated consolidated statement of changes in equity and the restated consolidated statement of cash flows for the three months period ended June 30, 2024, financial years ended March 31, 2024, March 31, 2023 and March 31, 2022, the summary statement of significant accounting policies, and other explanatory information prepared in terms of the requirements of Section 26 of Part I of Chapter III of the Companies Act, SEBI ICDR Regulations and the Guidance Note on “Reports in Company Prospectuses (Revised 2019)” issued by ICAI, as amended from time to time
Risk Management Committee	Risk management committee of our Board, as described in “ <i>Our Management – Committees of the Board</i> ” on page 248
“Senior Management” or “Senior Management Personnel”	Senior management personnel of our Company in terms of Regulation 2(1)(bbbb) of the SEBI ICDR Regulations as described in “ <i>Our Management – Senior Management Personnel</i> ” on page 255
“SSSHA” or “Share Subscription cum Shareholders’ Agreement”	Shareholders’ agreement dated September 26, 2023 entered into by and among our Company, Asiana Alternative Investment Fund – Scheme: Asiana Fund I, and our Promoters, further amended pursuant to the SSSHA Amendment Agreement
“SSSHA Amendment Agreement” or “Amendment Agreement to SSSHA”	Amendment agreement to the Share Subscription cum Shareholders’ Agreement dated February 9, 2024, read with amendment agreement dated June 24, 2024
Shareholder(s)	Equity shareholder(s) of our Company from time to time
Stakeholders’ Relationship Committee	Stakeholders’ relationship committee of our Board, as described in “ <i>Our Management – Committees of the Board</i> ” on page 248
Subsidiaries	The subsidiaries of our Company namely, Transrail International FZE, Transrail Lighting Malaysia SDN. BHD., Transrail Lighting Nigeria Limited, Transrail Structures America Inc., and Transrail Contracting LLC as described in “ <i>History and Certain Corporate Matters – Our Subsidiaries</i> ” on page 234
TCLLC	Transrail Contracting LLC
TIF	Transrail International FZE

Term	Description
TLMSB	Transrail Lighting Malaysia SDN. BHD.
TLNL	Transrail Lighting Nigeria Limited
TSAI	Transrail Structures America Inc.

## Offer Related Terms

Term	Description
Abridged Prospectus	The memorandum containing such salient features of a prospectus as may be specified by SEBI in this regard
Acknowledgement Slip	The slip or document issued by the relevant Designated Intermediary(ies) to a Bidder as proof of registration of the Bid cum Application Form
“Allot”, “Allotment” or “Allotted”	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Fresh Issue and transfer of the Equity Shares by the Promoter Selling Shareholder pursuant to the Offer for Sale to the successful Bidders
Allotment Advice	A note or advice or intimation of Allotment sent to the successful Bidders who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange
Allottee	A successful Bidder to whom the Equity Shares are Allotted
Anchor Investor(s)	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and this Red Herring Prospectus and who has Bid for an amount of at least ₹100 million
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to the Anchor Investors during the Anchor Investor Bid/Offer Period in terms of this Red Herring Prospectus and the Prospectus, which will be decided by our Company, in consultation with the Book Running Lead Managers
Anchor Investor Application Form	The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the requirements specified under the SEBI ICDR Regulations and this Red Herring Prospectus and the Prospectus
“Anchor Investor Bidding Date” or “Anchor Investor Bid/ Offer Period”	The day, being one Working Day prior to the Bid / Offer Opening Date, on which Bids by Anchor Investors shall be submitted, prior to and after which the Book Running Lead Managers will not accept any Bids from Anchor Investors, and allocation to Anchor Investors shall be completed
Anchor Investor Offer Price	The final price at which the Equity Shares will be Allotted to the Anchor Investors in terms of this Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Offer Price but not higher than the Cap Price  The Anchor Investor Offer Price will be decided by our Company, in consultation with the Book Running Lead Managers
Anchor Investor Pay-in Date	With respect to Anchor Investor(s), the Anchor Investor Bid/Offer Period, and in the event the Anchor Investor Allocation Price is lower than the Anchor Investor Offer Price, not later than two Working Days after the Bid/ Offer Closing Date
Anchor Investor Portion	Up to 60% of the QIB Portion which may be allocated by our Company, in consultation with the Book Running Lead Managers, to the Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations  One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price in accordance with the SEBI ICDR Regulations
“Application Supported by Blocked Amount” or “ASBA”	An application, whether physical or electronic, used by ASBA Bidders, to make a Bid and authorising an SCSB to block the Bid Amount in the ASBA Account and will include applications made by UPI Bidders where the Bid Amount will be blocked by the SCSB upon acceptance of the UPI Mandate Request by the UPI Bidders using the UPI Mechanism
ASBA Account	A bank account maintained by ASBA Bidders with an SCSB and specified in the ASBA Form submitted by such ASBA Bidder in which funds will be blocked by such SCSB to the extent of the amount specified in the ASBA Form submitted by such ASBA Bidder and includes a bank account maintained by a UPI Bidder linked to a UPI ID, which will be blocked by the SCSB upon acceptance of the UPI Mandate Request in relation to a Bid by a UPI Bidder
ASBA Bid	A Bid made by an ASBA Bidder
ASBA Bidders	All Bidders except Anchor Investors
ASBA Form	An application form, whether physical or electronic, used by ASBA Bidders to submit Bids, which will be considered as the application for Allotment in terms of this Red Herring Prospectus and the Prospectus
Banker(s) to the Offer	Collectively, the Escrow Collection Bank(s), Refund Bank(s), Public Offer Bank(s) and Sponsor Banks
Basis of Allotment	The basis on which Equity Shares will be Allotted to successful Bidders under the Offer. For details, see “Offer Procedure” on page 401
Bid(s)	An indication to make an offer during the Bid/Offer Period by an ASBA Bidder pursuant to submission of the ASBA Form, or during the Anchor Investor Bid/Offer Period by an Anchor Investor, pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications

Term	Description
	thereto as permitted under the SEBI ICDR Regulations and in terms of this Red Herring Prospectus and the Bid cum Application Form. The term “Bidding” shall be construed accordingly
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form and, in the case of RIBs Bidding at the Cut off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such Retail Individual Bidder and mentioned in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the Bidder, as the case may be, upon submission of the Bid  However, Eligible Employees applying in the Employee Reservation Portion can apply at the Cut-off Price and the Bid amount shall be Cap Price, multiplied by the number of Equity Shares Bid for by such Eligible Employee and mentioned in the Bid cum Application Form
Bid cum Application Form	Anchor Investor Application Form or the ASBA Form, as the context requires
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter
Bid/Offer Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, being Monday, December 23, 2024, which shall be published in all editions of English national daily newspaper, Financial Express, all editions of Hindi national daily newspaper, Jansatta and Mumbai edition of the Marathi daily newspaper, Navshakti (Marathi being the regional language of Maharashtra, where our Registered Office is located)  In case of any revisions, the extended Bid/ Offer Closing Date will be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the websites of the Book Running Lead Managers and at the terminals of the other members of the Syndicate and by intimation to the Designated Intermediaries and the Sponsor Banks and shall also be notified in an advertisement in the same newspapers in which the Bid/ Offer Opening Date was published, as required under SEBI ICDR Regulations
Bid/Offer Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, being Thursday, December 19, 2024, which shall be published in all editions of English national daily newspaper, Financial Express, all editions of Hindi national daily newspaper, Jansatta and Mumbai edition of the Marathi daily newspaper, Navshakti (Marathi being the regional language of Maharashtra, where our Registered Office is located), each with wide circulation
Bid/Offer Period	Except in relation to Anchor Investors, the period between the Bid/Offer Opening Date and the Bid/Offer Closing Date, inclusive of both days, during which prospective Bidders (except Anchor Investors) can submit their Bids, including any revisions thereof, in accordance with the SEBI ICDR Regulations and the terms of this Red Herring Prospectus, provided that such period shall be kept open for a minimum of three Working Days
“Bidder” or “Applicant”	Any prospective investor who makes a Bid pursuant to the terms of this Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, which includes an ASBA Bidder and an Anchor Investor
Bidding Centres	The centres at which the Designated Intermediaries shall accept the Bid cum Application Forms, being the Designated Branches for SCSBs, Specified Locations for the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
Book Building Process	Book building process, as provided in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made
“Book Running Lead Managers” or “BRLMs”	The book running lead managers to the Offer namely, Inga Ventures Private Limited, Axis Capital Limited, HDFC Bank Limited and IDBI Capital Markets & Securities Limited
Broker Centres	Broker centres notified by the Stock Exchanges where ASBA Bidders can submit the ASBA Forms to a Registered Broker  The details of such Broker Centres, along with the names and the contact details of the Registered Brokers are available on the respective websites of the Stock Exchanges ( <a href="http://www.bseindia.com">www.bseindia.com</a> and <a href="http://www.nseindia.com">www.nseindia.com</a> )
Cap Price	The higher end of the Price Band, above which the Offer Price and Anchor Investor Offer Price will not be finalised and above which no Bids will be accepted. The Cap Price shall be at least 105% of the Floor Price and less than or equal to 120% of the Floor Price
Cash Escrow and Sponsor Bank Agreement	The cash escrow and sponsor bank agreement dated December 10, 2024, to be entered into between our Company, the Promoter Selling Shareholder, the Book Running Lead Managers, the Registrar to the Offer, the Banker(s) to the Offer for, <i>inter alia</i> , collection of the Bid Amounts from the Anchor Investors, transfer of funds to the Public Offer Account and where applicable, refunds of the amounts collected from the Anchor Investors, on the terms and conditions thereof, in accordance with the UPI Circulars
Client ID	The client identification number maintained with one of the Depositories in relation to demat account
“Collecting Depository Participant” or “CDP”	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids from relevant Bidders at the Designated CDP Locations in terms of the SEBI ICDR Master Circular, the SEBI RTA Master Circular and the UPI Circulars issued by SEBI and the Stock Exchanges as per the list available on the websites of the Stock Exchanges, as updated from time to time
“Confirmation of Allocation Note” or “CAN”	A notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated Equity Shares, on or after the Anchor Investor Bid/Offer Period
CRISIL	CRISIL Market Intelligence & Analytics, a division of CRISIL Limited

<b>Term</b>	<b>Description</b>
CRISIL Report	The report titled “ <i>Power, Civil Construction, Railways, and Poles &amp; Lighting – Industry Review and Outlook</i> ” dated September 13, 2024 prepared by CRISIL, which has been commissioned by and paid for by our Company pursuant to an engagement letter with CRISIL issued in July 2023, exclusively for the purposes of the Offer. The CRISIL Report is available on the website of our Company at <a href="https://transrail.in/Investors-Centre/Industry-report.aspx">https://transrail.in/Investors-Centre/Industry-report.aspx</a>
Cut-off Price	The Offer Price finalised by our Company, in consultation with the Book Running Lead Managers, which shall be any price within the Price Band  Only Retail Individual Bidders Bidding in the Retail Portion and Eligible Employees under the Employee Reservation Portion are entitled to Bid at the Cut-off Price. QIBs (including the Anchor Investors) and Non-Institutional Bidders are not entitled to Bid at the Cut-off Price
Demographic Details	The demographic details of the Bidders including the Bidders’ address, name of the Bidders’ father or husband, investor status, occupation, bank account details, PAN and UPI ID, where applicable
Designated Branches	Such branches of the SCSBs which shall collect the ASBA Forms from relevant Bidders, a list of which is available on the website of SEBI at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35</a> , or at such other website as may be prescribed by SEBI from time to time
Designated CDP Locations	Such locations of the CDPs where relevant ASBA Bidders can submit the ASBA Forms The details of such Designated CDP Locations, along with names and contact details of the CDPs eligible to accept ASBA Forms are available on the websites of the Stock Exchanges ( <a href="http://www.bseindia.com">www.bseindia.com</a> and <a href="http://www.nseindia.com">www.nseindia.com</a> )
Designated Date	The date on which the Escrow Collection Bank(s) transfer funds from the Escrow Account to the Public Offer Account or the Refund Account, as the case may be, and the instructions are issued to the SCSBs (in case of UPI Bidders using UPI Mechanism, instruction issued through the Sponsor Banks) for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Offer Account, in terms of this Red Herring Prospectus and the Prospectus after finalization of the Basis of Allotment in consultation with the Designated Stock Exchange, following which the Equity Shares will be Allotted in the Offer
Designated Intermediary(ies)	Collectively, the members of the Syndicate, sub-syndicate or agents, SCSBs (other than in relation to UPI Bidders using the UPI Mechanism), Registered Brokers, CDPs and RTAs, who are authorised to collect Bid cum Application Forms from the relevant Bidders, in relation to the Offer  In relation to ASBA Forms submitted by RIBs Bidding in the Retail Portion and Eligible Employees, NIBs bidding with an application size of up to ₹0.50 million (not using the UPI Mechanism) by authorising an SCSB to block the Bid Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs  In relation to ASBA Forms submitted by UPI Bidders where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by such UPI Bidder using the UPI Mechanism, Designated Intermediaries shall mean Syndicate, sub-syndicate/agents, Registered Brokers, CDPs, SCSBs and RTAs  In relation to ASBA Forms submitted by QIBs and Non-Institutional Bidders with an application size of more than ₹0.50 million (not using the UPI Mechanism), Designated Intermediaries shall mean Syndicate, sub-syndicate/ agents, SCSBs, Registered Brokers, the CDPs and RTAs
Designated RTA Locations	Such locations of the RTAs where relevant ASBA Bidders can submit the ASBA Forms to RTAs  The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges ( <a href="http://www.bseindia.com">www.bseindia.com</a> and <a href="http://www.nseindia.com">www.nseindia.com</a> )
Designated Stock Exchange	BSE Limited
“Draft Red Herring Prospectus” or “DRHP”	The draft red herring prospectus dated March 8, 2024, filed with SEBI and Stock Exchanges and issued in accordance with the SEBI ICDR Regulations, which did not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Offer, read with the notice to investors along with a corrigendum cum addendum dated July 2, 2024, and notice to investors dated July 24, 2024 and September 9, 2024
Eligible Employee	Permanent employees of our Company or of our Subsidiaries (excluding such employees not eligible to invest in the Offer under applicable laws, rules, regulations and guidelines), as on the date of filing this Red Herring Prospectus with the RoC and who continue to be a permanent employee of our Company or our Subsidiaries until the submission of the ASBA Form and is a citizen of India and is a person resident in India (under the FEMA) as on the date of submission of the ASBA Form; or  Directors of our Company who are citizens of India and persons resident in India (under the FEMA), 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 this Red Herring Prospectus with the RoC and who continues to be a Director of our Company until submission of the ASBA Form as on the date of submission of the ASBA Form.

<b>Term</b>	<b>Description</b>
	The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹0.50 million (net of employee discount). However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹0.20 million (net of employee discount). Only in the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹0.20 million (net of employee discount), subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹0.50 million (net of employee discount)
Eligible FPI(s)	FPI(s) that are eligible to participate in the Offer in terms of applicable law and from such jurisdictions outside India where it is not unlawful to make an offer / invitation under the Offer and in relation to whom the Bid cum Application Form and this Red Herring Prospectus constitutes an invitation to purchase the Equity Shares
Eligible NRI(s)	NRI(s) eligible to invest under Schedule 3 and Schedule 4 of the FEMA Rules, from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the Bid cum Application Form and this Red Herring Prospectus will constitute an invitation to purchase the Equity Shares
Employee Discount	A discount of up to [●] % to the Offer Price (equivalent of ₹[●] per Equity Share) as may be offered by our Company, in consultation with the Book Running Lead Managers, to Eligible Employees and which shall be announced at least two Working Days prior to the Bid/Offer Opening Date
Employee Reservation Portion	The portion of the Offer being up to [●] Equity Shares of face value of ₹2 each (comprising up to [●] % of our post Offer Equity Share capital), aggregating to ₹190.00 million available for allocation to Eligible Employees, on a proportionate basis. Such portion shall not exceed 5% of the post-Offer Equity Share capital of our Company
Escrow Account(s)	The ‘no-lien’ and ‘non-interest bearing’ account(s) opened with the Escrow Collection Bank and in whose favour the Bidders (excluding the ASBA Bidders) will transfer money through direct credit/NEFT/RTGS/NACH in respect of the Bid Amount when submitting a Bid
Escrow Collection Bank(s)	Bank(s), which are clearing members and registered with SEBI as a banker to an issue under the SEBI BTI Regulations and with whom the Escrow Account will be opened, in this case being, Axis Bank Limited
“First Bidder” or “Sole Bidder”	The Bidder whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name also appears as the first holder of the beneficiary account held in joint names
Floor Price	The lower end of the Price Band, subject to any revision thereto, not being less than the face value of the Equity Shares at or above which the Offer Price and the Anchor Investor Offer Price will be finalised and below which no Bids will be accepted
Fraudulent Borrower	Fraudulent borrower as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations
Fresh Issue	<p>Fresh issue of up to [●] Equity Shares of face value of ₹2 each aggregating up to ₹4,000.00 million by our Company</p> <p>A Pre-IPO Placement was undertaken by our Company, in consultation with the BRLMs, for an amount aggregating to ₹500.00 million. The Pre-IPO Placement has not exceeded 20% of the Fresh Issue. The Pre-IPO Placement was made to Volrando Venture Partners Fund IV Gamma, Shyamsundar B. Asawa, Saurabh Sanjay Agrawal, and Divyam Sanjay Agrawal, at a price of ₹484.00 per Equity Share, decided by our Company, in consultation with the BRLMs. The amount raised from the Pre-IPO Placement aggregating to ₹500.00 million was reduced from the Fresh Issue, subject to the offer complying with Rule 19(2)(B) of the SCRR. Our Company has appropriately intimated the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement has been appropriately made in the relevant sections of this Red Herring Prospectus and will be made in relevant sections of the Prospectus.</p>
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
“General Information Document” or “GID”	The General Information Document for investing in public issues, prepared and issued in accordance with the SEBI circular (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17, 2020 and the UPI Circulars, as amended from time to time. The General Information Document shall be available on the websites of the Stock Exchanges, and the Book Running Lead Managers
Gross Proceeds	Gross proceeds of the Fresh Issue that will be available to our Company
Materiality Policy	The policy adopted by our Board on March 8, 2024 and September 18, 2024, for identification of material outstanding litigation involving our Company, Directors or Promoters, in accordance with the disclosure requirements under the SEBI ICDR Regulations, for the purposes of disclosure in the Draft Red Herring Prospectus, this Red Herring Prospectus and the Prospectus
Monitoring Agency	CARE Ratings Limited, being a credit rating agency registered with SEBI
Monitoring Agency Agreement	The agreement dated September 23, 2024 entered into between and amongst our Company and the Monitoring Agency
Mutual Funds	Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
Mutual Fund Portion	Up to 5% of the Net QIB Portion or [●] Equity Shares which shall be available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Offer Price

<b>Term</b>	<b>Description</b>
Net Proceeds	Proceeds of the Fresh Issue less Offer expenses borne by our Company. For details in relation to use of the Net Proceeds and the Offer expenses, see " <i>Objects of the Offer</i> " on page 100
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares Allotted to the Anchor Investors
Net Offer	The Offer less the Employees Reservation Portion
“Non-Institutional Bidders” or “NIBs” OR “NIIs”	All Bidders including FPIs other than individuals, corporate bodies and family offices registered with SEBI that are not QIBs (including Anchor Investors) or RIBs or Eligible Employees and who have Bid for Equity Shares, for an amount of more than ₹0.20 million (but not including NRIs other than Eligible NRIs)
Non-Institutional Portion	<p>The portion of the Offer being not less than 15% of the Net Offer comprising of [●] Equity Shares which shall be available for allocation to NIBs in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price in the following manner:</p> <ul style="list-style-type: none"> <li>a) One-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with an application size of more than ₹0.20 million and up to ₹1.00 million; and</li> <li>b) Two-thirds of the portion available to Non-Institutional Bidders shall be reserved for applicants with an application size of more than ₹1.00 million</li> </ul> <p>Provided that the unsubscribed portion in either of the sub-categories specified in clauses (a) or (b), may be allocated to applicants in the other sub-category of NIBs</p>
Non-Resident	A person resident outside India, as defined under FEMA and includes NRIs, FPIs and FVCIs
“Non-Resident Indians” or “NRI(s)”	A non-resident Indian as defined under the FEMA Rules
Offer	The initial public offer of up to [●] Equity Shares of face value of ₹2 each for cash at a price of ₹[●] each (including a share premium of ₹[●] per Equity Share), aggregating up to ₹[●] million, comprising of the Fresh Issue and Offer for Sale
Offer Agreement	The offer agreement dated March 8, 2024, entered into between our Company, the Promoter Selling Shareholder and the Book Running Lead Managers, pursuant to which certain arrangements are agreed upon in relation to the Offer
“Offer for Sale” or “Offered Shares”	Offer for Sale of up to 10,160,000 Equity Shares aggregating up to ₹[●] million by Ajanma Holdings Private Limited
Offer Price	<p>The final price at which Equity Shares will be Allotted to ASBA Bidders in terms of this Red Herring Prospectus and the Prospectus. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price in terms of this Red Herring Prospectus</p> <p>The Offer Price will be decided by our Company, in consultation with the Book Running Lead Managers on the Pricing Date</p> <p>A discount of up to [●]% on the Offer Price (equivalent of ₹[●] per Equity Share) may be offered to Eligible Employees bidding in the Employee Reservation Portion. This Employee Discount (if any) will be decided by our Company, in consultation with the Book Running Lead Managers, on the Pricing Date in accordance with the Book Building Process and this Red Herring Prospectus</p>
Offer Proceeds	The proceeds of the Fresh Issue which shall be available to our Company and the proceeds of the Offer for Sale which shall be available to the Promoter Selling Shareholder. For further information about use of the Offer Proceeds, see " <i>Objects of the Offer</i> " on page 100.
Pre-IPO Placement	A Pre-IPO Placement was undertaken by our Company, in consultation with the BRLMs, for an amount aggregating to ₹500.00 million. The Pre-IPO Placement has not exceeded 20% of the Fresh Issue. The Pre- IPO Placement was made to Volrando Venture Partners Fund IV Gamma, Shyamsundar B. Asawa, Saurabh Sanjay Agrawal, and Divyam Sanjay Agrawal, at a price of ₹484.00 per Equity Share, decided by our Company, in consultation with the BRLMs. The amount raised from the Pre-IPO Placement aggregating to ₹500.00 million was reduced from the Fresh Issue, subject to the offer complying with Rule 19(2)(B) of the SCRR. Our Company has appropriately intimated the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement has been appropriately made in the relevant sections of this Red Herring Prospectus and will be made in relevant sections of the Prospectus.
Price Band	<p>The price band of a minimum price of ₹[●] per Equity Share (Floor Price) and the maximum price of ₹[●] per Equity Share (Cap Price) including revisions thereof. The Cap Price shall be at least 105% of the Floor Price.</p> <p>The Price Band and the minimum Bid Lot for the Offer will be decided by our Company, in consultation with the Book Running Lead Managers, and will be advertised in all editions of English national daily newspaper, Financial Express, all editions of Hindi national daily newspaper, Jansatta and Mumbai edition of the Marathi daily newspaper Navshakti (Marathi being the regional language of Maharashtra, where our registered office is located), each with a wide circulation, at least two Working Days prior to the Bid/Offer Opening Date, with the relevant financial ratios calculated at the Floor price and at the Cap Price, and shall be available to the Stock Exchanges for the purpose of uploading on their respective websites</p>

<b>Term</b>	<b>Description</b>
Pricing Date	The date on which our Company, in consultation with the Book Running Lead Managers, will finalise the Offer Price
Promoter Selling Shareholder	Ajanma Holdings Private Limited
Prospectus	The prospectus to be filed with the RoC on or after the Pricing Date in accordance with Section 26 of the Companies Act, and the SEBI ICDR Regulations containing, <i>inter alia</i> , the Offer Price that is determined at the end of the Book Building Process, the size of the Offer and certain other information including any addenda or corrigenda thereto
Public Offer Account	The ‘no-lien’ and ‘non-interest bearing’ account to be opened, in accordance with Section 40(3) of the Companies Act, with the Public Offer Bank to receive monies from the Escrow Account and the ASBA Accounts on the Designated Date
Public Offer Banks	The banks which are a clearing member and registered with SEBI as a banker to an issue, and with whom the Public Offer Account for collection of Bid Amounts from Escrow Accounts and ASBA Accounts will be opened, in this case being ICICI Bank Limited
“QIBs” or “QIB Bidders” or “Qualified Institutional Buyers”	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
QIB Portion	The portion of the Offer (including the Anchor Investor Portion) being not more than 50% of the Net Offer consisting of [●] Equity Shares which shall be available for allocation on a proportionate basis to QIBs (including Anchor Investors in which allocation shall be on a discretionary basis, as determined by our Company, in consultation with the Book Running Lead Managers, up to a limit of 60% of the QIB Portion), subject to valid Bids being received at or above the Offer Price or Anchor Investor Offer Price
“Red Herring Prospectus” or “RHP”	This red herring prospectus dated December 10, 2024, issued by our Company in accordance with Section 32 of the Companies Act and the provisions of the SEBI ICDR Regulations, which does not have complete particulars of the price at which the Equity Shares will be offered and the size of the Offer, including any addenda or corrigenda thereto. This Red Herring Prospectus will be filed with the RoC at least three Working Days before the Bid / Offer Opening Date and will become the Prospectus upon filing with the RoC after the Pricing Date
Refund Account(s)	The ‘no-lien’ and ‘non-interest bearing’ account opened with the Refund Bank, from which refunds, if any, of the whole or part, of the Bid Amount to the Anchor Investors shall be made
Refund Bank(s)	The Banker(s) to the Offer with whom the Refund Account(s) will be opened, in this case being Axis Bank Limited
Registered Brokers	The stock brokers registered under the Securities and Exchange Board of India (Stock Brokers) Regulations, 1992, as amended with the Stock Exchanges having nationwide terminals, other than the Book Running Lead Managers and the Syndicate Members and eligible to procure Bids in terms of Circular No. CIR/ CFD/ 14/ 2012 dated October 4, 2012 issued by SEBI
Registrar Agreement	Registrar agreement dated March 8, 2024, entered into between our Company, the Promoter Selling Shareholder and the Registrar to the Offer, in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer
“Registrar to the Offer” or “Registrar”	Link Intime India Private Limited
“Retail Individual Bidder(s)” or “RIB(s)”	Individual Bidders, who have Bid for the Equity Shares for an amount not more than ₹0.20 million in any of the bidding options in the Offer (including HUFs applying through their Karta) and Eligible NRIs
Resident Indian	A person resident in India, as defined under FEMA
Retail Portion	The portion of the Offer being not less than 35% of the Net Offer comprising of [●] Equity Shares, which shall be available for allocation to RIBs in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price
Revision Form	The form used by 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), as applicable  QIB Bidders and Non-Institutional Bidders are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders and Eligible Employees Bidding in the Employee Reservation Portion can revise their Bids during the Bid/ Offer Period and withdraw their Bids until Bid/Offer Closing Date
“RTAs” or “Registrar and Share Transfer Agents”	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations, in terms of the SEBI RTA Master Circular, as per the list available on the websites of the Stock Exchanges, and the UPI Circulars
SCORES	Securities and Exchange Board of India Complaints Redress System
“Self Certified Syndicate Bank(s)” or “SCSB(s)”	The banks registered with SEBI, which offer the facility of ASBA services, (i) in relation to ASBA, where the Bid Amount will be blocked by authorising an SCSB, a list of which is available on the website of SEBI at <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34">www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34</a> and updated from time to time and at such other websites as may be prescribed by SEBI from time to time, (ii) in relation to UPI Bidders using the UPI Mechanism, a list of which is available on the website of SEBI at <a href="https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40">https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40</a> or such other website as may be prescribed by SEBI and updated from time to time  Applications through UPI in the Issue 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 available on to the website of SEBI at <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=43">www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=43</a> . The said list shall be updated on the SEBI website

<b>Term</b>	<b>Description</b>
Share Escrow Agent	The share escrow agent to be appointed pursuant to the Share Escrow Agreement namely, Link Intime India Private Limited
Share Escrow Agreement	Share escrow agreement dated December 10, 2024 to be entered into between our Company, the Promoter Selling Shareholder and the Share Escrow Agent in connection with the transfer of Equity Shares under the Offer for Sale by the Promoter Selling Shareholder for the purposes of credit of such Equity Shares to the demat accounts of the Allottees in accordance with the Basis of Allotment
Specified Locations	The Bidding centres where the Syndicate shall accept Bid cum Application Forms from relevant Bidders, a list of which is available on the website of SEBI ( <a href="http://www.sebi.gov.in">www.sebi.gov.in</a> ), and updated from time to time
Sponsor Banks	ICICI Bank Limited and Axis Bank Limited being Bankers to the Offer registered with SEBI, appointed by our Company to act as conduits between the Stock Exchanges and NPCI in order to push the mandate collect requests and / or payment instructions of the UPI Bidders using the UPI Mechanism, in terms of the UPI Circulars
“Syndicate” or “members of the Syndicate”	Together, the Book Running Lead Managers and the Syndicate Members
Syndicate Agreement	Syndicate agreement to be entered into between our Company, the Promoter Selling Shareholder, the Registrar and the members of the Syndicate in relation to collection of Bid cum Application Forms by the Syndicate
Syndicate Member(s)	Intermediaries (other than the Book Running Lead Managers) registered with SEBI who are permitted to accept bids, applications and place order with respect to the Offer, namely HDFC Securities Limited and Greshma Shares and Stocks Limited
Sub-Syndicate Members	The sub-syndicate members, if any, appointed by the Book Running Lead Managers and the Syndicate Members, to collect ASBA Forms and Revision Forms
Underwriters	[●]
Underwriting Agreement	Underwriting agreement to be entered into between our Company, the Promoter Selling Shareholder and the Underwriters, on or after the Pricing Date, but prior to filing the Prospectus with the RoC
UPI	Unified payments interface, which is an instant payment mechanism, developed by NPCI
UPI Bidders	Collectively, individual investors applying as (i) Retail Individual Bidders Bidding in the Retail Portion, (ii) Eligible Employees, under the Employee Reservation Portion, and (iii) Non-Institutional Bidders with an application size of up to ₹0.50 million Bidding in the Non-Institutional Portion, and Bidding under the UPI Mechanism through ASBA Form(s) submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents  Pursuant to SEBI ICDR Master Circular, all individual investors applying in public issues where the application amount is up to ₹0.50 million shall use UPI Mechanism, shall provide their UPI ID in the bid-cum-application form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity)
UPI Circulars	SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI RTA Master Circular (to the extent it pertains to UPI), SEBI ICDR Master Circular, along with circular issued by the NSE having reference no. 25/2022 dated August 3, 2022, and the circular issued by BSE having reference no. 20220803-40 dated August 3, 2022 and any subsequent circulars or notifications issued by SEBI in this regard
UPI ID	ID created on the UPI for single-window mobile payment system developed by the NPCI
UPI Mandate Request	A request (intimating the UPI Bidder by way of a notification on the UPI application and by way of a SMS for directing the UPI Bidder to such UPI mobile application) to the UPI Bidder initiated by the Sponsor Banks to authorise blocking of funds on the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment
UPI Mechanism	Process for applications by UPI Bidders submitted with intermediaries with UPI as mode of payment, in terms of the UPI Circulars
Wilful Defaulter	Wilful defaulter as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations
Working Day(s)	All days on which commercial banks in Mumbai are open for business; provided however, with reference to (a) announcement of Price Band; and (b) Bid/Offer Period, the term Working Day shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; and (c) the time period between the Bid/Offer Closing Date and the listing of the Equity Shares on the Stock Exchanges, “Working Day” shall mean all trading days of the Stock Exchanges, excluding Sundays and bank holidays, as per circulars issued by SEBI, including the UPI Circulars

#### Technical, Industry Related Terms or Abbreviations

<b>Term</b>	<b>Description</b>
BOQ	Bill of quantities
CEA	Central Electricity Authority
CKM	Circuit kilometers
CNC	Computer numerical control
Net Debt equity ratio	Net Debt divided by total equity at the end of the relevant period/ year
Debt to EBITDA	Net Debt divided by EBITDA
EBIT	EBIT is calculated as EBITDA minus depreciation and amortization

Term	Description
EBITDA	Earnings before interest, taxes, depreciation, amortization and other income
EBITDA Margin	EBITDA divided by total operating revenue
EDM	Electricidade De Mocambique, E.P.
EHV	Extra high voltage
EPC	Engineering, procurement and construction
ESG	Environmental and social governance
FRP Poles	Fiber reinforced polymer poles
GRP Poles	Glass reinforced polymer poles
HTC	High temperature conductors
HTLS	High-tension low sag
HV	High voltage
KM	Kilometers
kV	Kilovolts
LED	Light-emitting diode
L1	Lowest commercial international or domestic competitively bid tender
LiDAR	Light detection and ranging
MMT	Million metric tonne
Order Book	Our Company's order book as of a particular date comprises the estimated revenue from the unexecuted portions of all our existing contracts
“Net Asset Value per Equity Share”	Net worth as per the Restated Consolidated Financial Information/ number of Equity Shares outstanding as at the end of the year/period.
Net Debt	Total Debt minus cash and cash equivalents
“Net worth”	The aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, but does not include reserves created out of revaluation of assets, write-back of depreciation amalgamation, capital reserve and employee stock option outstanding reserve
PAT	Profit after tax
PBT	Profit before tax
PAT Margin	Restated PAT as a percentage of the Total Revenue
“Return on Capital Employed” or “RoCE”	EBIT as a percentage of capital employed wherein capital employed refers to sum of tangible net worth and Total Debt
“Return on Equity” or “RoE”	PAT as a percentage of Net Worth
RoW	Right of way
SAARC	South Asian Association for Regional Cooperation
SCM	Supply chain management
TKM	Track kilometres
Total Debt	Total debt is computed as non-current borrowings plus current borrowings
UHV	Ultra-high voltage
Unexecuted Order Book	Our Company's order book as of a particular date comprising of the estimated revenue from the unexecuted portions of all our existing contracts
WAPP	West African Power Pool
Working capital number of days	(Current Assets – Current Liability) divided by Total Revenue Multiply by number of days in that period

## Conventional and General Terms or Abbreviations

Term	Description
“₹” or “Rs.” Or “Rupees” or “INR”	Indian Rupees
AED	United Arab Emirates Dirham
AFN	Afghan Afghani
AGM	Annual General Meeting
AIF(s)	Alternative Investment Funds, as defined in, and registered under the SEBI AIF Regulations
BDT	Bangladesh taka
“Bn” or “bn”	Billion
BSE	BSE Limited
BTN	Bhutanese Ngultrum
CAGR	Compounded annual growth rate
Category I AIF	AIFs who are registered as “Category I Alternative Investment Funds” under the SEBI AIF Regulations
Category I FPIs	FPIs who are registered as “Category I foreign portfolio investors” under the SEBI FPI Regulations
Category II AIF	AIFs who are registered as “Category II Alternative Investment Funds” under the SEBI AIF Regulations
Category II FPIs	FPIs who are registered as “Category II foreign portfolio investors” under the SEBI FPI Regulations
Category III AIF	AIFs who are registered as “Category III Alternative Investment Funds” under the SEBI AIF Regulations
CDSL	Central Depository Services (India) Limited
CENVAT	Central Value Added Tax
CFA	Central African CFA Franc
CIN	Corporate Identity Number
Companies Act, 1956	The erstwhile Companies Act, 1956 read with the rules, regulations, clarifications and modifications thereunder
“Companies Act” or “Companies Act, 2013”	Companies Act, 2013, as applicable, along with the relevant rules, regulations, clarifications and modifications made thereunder
Consolidated FDI Policy	Consolidated Foreign Direct Investment Policy notified by the DPIIT under DPIIT File Number 5(2)/2020-FDI Policy dated October 15, 2020, effective from October 15, 2020 issued by the Department of Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India, and any modifications thereto or substitutions thereof, issued from time to time
CSR	Corporate social responsibility
Depositories	Together, NSDL and CDSL
Depositories Act	Depositories Act, 1996
DIN	Director Identification Number
DP ID	Depository Participant's Identification
“DP” or “Depository Participant”	A depository participant as defined under the Depositories Act
DPIIT	Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (formerly known as Department of Industrial Policy and Promotion)
EGM	Extraordinary general meeting
EPS	Earnings per Equity Share
ESOP	Employee Stock Option Plan
“EUR” or “€”	Euro
FDI	Foreign direct investment
FEMA	The Foreign Exchange Management Act, 1999, read with rules and regulations thereunder
FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
“Financial Year” or “Fiscal” or “Fiscal Year” or “FY”	Unless stated otherwise, the period of 12 months ending March 31 of that particular year
FPI	Foreign portfolio investors as defined under the SEBI FPI Regulations
FVCI	Foreign venture capital investors as defined and registered under the SEBI FVCI Regulations
GHS	Ghanaian cedi
GMD	Gambian dalasi
“GoI” or “Government” or “Central Government”	Government of India
GST	Goods and services tax
HUF	Hindu undivided family
Hz	Hertz
ICAI	The Institute of Chartered Accountants of India
IFRS	International Financial Reporting Standards
Income-tax Act	The Income-tax Act, 1961
Ind AS	Indian Accounting Standards notified under Section 133 of the Companies Act and referred to in the Companies (Indian Accounting Standards) Rules, 2015
India	Republic of India
“Indian GAAP”/ “IGAAP”	Accounting Standards notified under Section 133 of the Companies Act and referred to in the Companies (Accounting Standards) Rules, 2014
IPO	Initial public offering
IRDAI	Insurance Regulatory and Development Authority of India
IST	Indian Standard Time

<b>Term</b>	<b>Description</b>
IT	Information Technology
IT Act	The Information Technology Act, 2000
JOD	Jordanian dinar
KSH	Kenyan Shilling
kv	Kilovolt
KYC	Know Your Customer
MCA	Ministry of Corporate Affairs, Government of India
“Mn” or “mn”	Million
Mutual Funds	Mutual Funds registered under the SEBI Mutual Fund Regulations
MZN	Mozambican Metical
NACH	National Automated Clearing House
“Naira”/“NGN”	Nigerian Naira
National Investment Fund	National Investment Fund set up by resolution F. No. 2/3/2005-DD-II dated November 23, 2005 of the GoI, published in the Gazette of India
“NAV” or “Net Asset Value”	Net asset value
NEFT	National Electronic Fund Transfer
Negotiable Instruments Act	The Negotiable Instruments Act, 1881
NIO	Nicaraguan Cordoba
NPCI	National Payments Corporation of India
NRE	Non- Resident External
NRI	An individual resident outside India, who is a citizen of India.
NRO	Non-Resident Ordinary
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
MYR	Malaysian Ringgit
“OCB” or “Overseas Corporate Body”	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA. OCBs are not allowed to invest in the Offer
p.a.	Per annum
P/E Ratio	Price to Earnings Ratio
PAN	Permanent Account Number
Philippine peso	Philippine peso
“Pound” or “£”	Pound Sterling
QAR	Qatari riyal,
RBI	Reserve Bank of India
Regulation S	Regulation S under the U.S. Securities Act
“RoNW” or “Return on Net Worth”	Return on net worth
RTGS	Real Time Gross Settlement
SCRA	Securities Contracts (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957
SEBI	Securities and Exchange Board of India constituted under the SEBI Act
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
SEBI BTI Regulations	Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994
SEBI ICDR Master Circular	SEBI master circular no. SEBI/HO/CFD/PoD-1/P/CIR/2024/0154 dated November 11, 2024
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
SEBI FUTP Regulations	Securities and Exchange Board of India (Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
SEBI Listing Regulations	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 Mutual Fund Regulations	Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
SEBI RTA Master Circular	SEBI master circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024
SEBI SBEB Regulations	Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 as repealed pursuant to the SEBI AIF Regulations
SEK	Swedish Krona
State Government	The government of a state in India
Stock Exchanges	BSE and NSE
STT	Securities Transaction Tax
SRD	Suriname dollar

<b>Term</b>	<b>Description</b>
Systemically Important NBFC or NBFC-SI	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations
SZL	Swazi lilangeni
TAN	Tax deduction account number
THB	Thai Bhat
UGX	Ugandan shilling
U.S. Securities Act	U.S. Securities Act of 1933, as amended
“U.S.” or “USA” or “United States”	United States of America including its territories and possessions, any State of the United States, and the District of Columbia
“USD” or “US\$”	United States Dollars
VCFs	Venture capital funds as defined in and registered with the SEBI under the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 or the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as the case may be

## SUMMARY OF THE OFFER DOCUMENT

The following is a general summary of certain disclosures included in this Red Herring Prospectus and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this Red Herring Prospectus or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Red Herring Prospectus, including “Risk Factors”, “The Offer”, “Capital Structure”, “Objects of the Offer”, “Industry Overview”, “Our Business”, “Our Promoters and Promoter Group”, “Restated Consolidated Financial Information”, “Management’s Discussions and Analysis of Financial Position and Results of Operations”, “Outstanding Litigation and Material Developments”, “Offer Procedure” and “Main Provisions of Articles of Association” on pages 31, 67, 82, 100, 129, 196, 258, 269, 340, 367, 401 and 419, respectively.

### **Primary business of our Company**

We are an Indian engineering, procurement and construction (“EPC”) company. Our Company primarily focuses on power transmission and distribution business and integrated manufacturing facilities for lattice structures, conductors, and monopoles. We have a track record of four decades in providing comprehensive solutions in the power transmission and distribution sector, on a turnkey basis globally and have been a trusted and longstanding partner. We have completed more than 200 projects in power transmission and distribution vertical since our inception, along with comprehensive and extensive project execution capabilities in terms of manpower, supply of materials (including self-manufactured products) and availability of world class machinery, both in India and internationally (majorly across Asia and Africa). Our business is divided into four verticals, namely (i) power transmission and distribution, (ii) civil construction, (iii) poles and lighting, and (iv) railways. The details of contribution to revenue from operations by each vertical is set out below:

Vertical	For the three months period ended June 30, 2024		For the Financial Year ended March 31, 2024		For the Financial Year ended March 31, 2023		For the Financial Year ended March 31, 2022	
	Revenue of operation s generated	% of total revenue of operation s	Revenue of operation s generated	% of total revenue of operation s	Revenue of operation s generated	% of total revenue of operation s	Revenue of operation s generated	% of total revenue of operation s
Power transmission and distribution	7,460.30	83.18	33,611.20	83.83	24,065.58	77.98	15,359.16	67.24
Civil construction	1,040.25	11.60	3,741.21	9.33	3,317.82	10.75	4,420.31	19.35
Railways	194.82	2.17	974.25	2.43	1,760.93	5.71	1,521.43	6.66
Poles and lighting	273.66	3.05	1,765.64	4.4	1,717.04	5.56	1,540.52	6.74
<b>Total</b>	<b>8,969.03</b>	<b>100.00</b>	<b>40,092.30</b>	<b>100.00</b>	<b>30,861.37</b>	<b>100.00</b>	<b>22,841.42</b>	<b>100.00</b>

### **Industry in which our Company operates**

The power transmission and distribution system across India has expanded extensively. The total length of domestic transmission lines rose from 413,407 CKM in Financial Year ended March 31, 2019 to 485,544 CKM in Financial Year ended March 31, 2024. Further, India has the second-largest road network in the world, spanning 6.30 million KM. Large highways/expressways are the key demand drivers for the high mast lighting in India. With more than 20 expressways planned across the country and with award of approximately 5,000 KM of highways every year in the next five Financial Years, the demand for high masts is expected to be supported by road segment. (*Source: CRISIL Report*).

### **Our Promoters**

Our Promoters are Ajanma Holdings Private Limited, Digambar Chunnilal Bagde and Sanjay Kumar Verma. For details, see “Our Promoters and Promoter Group” on page 258.

### **Offer Size**

The following table summarizes the details of the Offer. For further details, see “The Offer” and “Offer Structure” on pages 67 and 397, respectively.

<b>Offer of Equity Shares<sup>(1)(2)</sup></b>	Up to [●] Equity Shares for cash at price of ₹[●] per Equity Share (including a premium of [●] per Equity Share) aggregating up to ₹[●] million
of which:	
<b>(i) Fresh Issue<sup>(1)*</sup></b>	Up to [●] Equity Shares aggregating up to ₹4,000.00 million
<b>(ii) Offer for Sale<sup>(2)</sup></b>	Up to 10,160,000 Equity Shares aggregating up to ₹[●] million

<b>Employee Portion<sup>(3)</sup></b>	<b>Reservation</b>	Up to [●] Equity Shares aggregating up to ₹190.00 million
<b>Net Offer</b>		Up to [●] Equity Shares aggregating up to ₹[●] million

\* A Pre-IPO Placement was undertaken by our Company, in consultation with the BRLMs, for an amount aggregating to ₹500.00 million. The Pre-IPO Placement has not exceeded 20% of the Fresh Issue. The Pre-IPO Placement was made to Volrando Venture Partners Fund IV Gamma, Shyamsundar B. Asawa, Saurabh Sanjay Agrawal, and Divyam Sanjay Agrawal, at a price of ₹484.00 per Equity Share, decided by our Company, in consultation with the BRLMs. The amount raised from the Pre-IPO Placement aggregating to ₹500.00 million was reduced from the Fresh Issue, subject to the offer complying with Rule 19(2)(B) of the SCRR. Our Company has appropriately intimated the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement has been appropriately made in the relevant sections of this Red Herring Prospectus and will be made in relevant sections of the Prospectus. For details, see "Risk Factors – In the past, our Company has been subjected to penalty in case of contraventions under the Companies Act, 2013 in connection with the Pre-IPO Placement. If we are subject to penalties in the future or other regulatory actions in relation to the non-compliances, our reputation, business and results of operations could be adversely affected." on page 49.

- (1) The Fresh Issue has been authorised by a resolution of our Board at their meeting held on February 6, 2024 and a special resolution passed by our Shareholders at their meeting held on February 12, 2024.
- (2) The Promoter Selling Shareholder has confirmed and authorized its participation in the Offer for Sale in relation the Offered Shares. For details on the authorisation of the Promoter Selling Shareholder the Offered Shares, see "The Offer" and "Other Regulatory and Statutory Disclosures" on pages 63 and 371, respectively.
- (3) In the event of under-subscription in the Employee Reservation Portion (if any), the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹0.20 million (net of employee discount), subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹0.50 million (net of employee discount). The unsubscribed portion, if any, in the Employee Reservation Portion after allocation of up to ₹0.50 million (net of employee discount), shall be added to the Net Offer. For further details, see "Offer Procedure" and "Offer Structure" on pages 401 and 397, respectively.

The Offer and the Net Offer shall constitute [●]% and [●]% of the post Offer paid up Equity Share capital of our Company, respectively.

The above table summarises the details of the Offer. For further details of the offer, see "The Offer" and "Offer Structure" on pages 67 and 401, respectively.

### Objects of the Offer

Our Company proposes to utilise the Net Proceeds towards funding the following objects:

Objects	Estimated Amount from Net Proceeds and the Pre-IPO placement <sup>(1)(2)</sup>	Amount utilized by the Company from the Pre-IPO Placement (in ₹ million)
Funding incremental working capital requirements of our Company	2,500	329.80 <sup>(5)</sup>
Funding capital expenditure of our Company	907.25	[●]
General corporate purposes <sup>(2)(3)(4)</sup>	[●]	[●]
<b>Net Proceeds<sup>(2)</sup></b>	<b>[●]</b>	<b>[●]</b>

(1) A Pre-IPO Placement was undertaken by our Company, in consultation with the BRLMs, for an amount aggregating to ₹500.00 million. The Pre-IPO Placement has not exceeded 20% of the Fresh Issue. The Pre-IPO Placement was made to Volrando Venture Partners Fund IV Gamma, Shyamsundar B. Asawa, Saurabh Sanjay Agrawal, and Divyam Sanjay Agrawal, at a price of ₹484.00 per Equity Share, decided by our Company, in consultation with the BRLMs. The amount raised from the Pre-IPO Placement aggregating to ₹500.00 million was reduced from the Fresh Issue, subject to the offer complying with Rule 19(2)(B) of the SCRR. Our Company has appropriately intimated the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement has been appropriately made in the relevant sections of this Red Herring Prospectus and will be made in relevant sections of the Prospectus. For details, see "Risk Factors – In the past, our Company has been subjected to penalty in case of contraventions under the Companies Act, 2013 in connection with the Pre-IPO Placement. If we are subject to penalties in the future or other regulatory actions in relation to the non-compliances, our reputation, business and results of operations could be adversely affected." on page 49.

(2) The aggregate proceeds of the Pre-IPO Placement and the Fresh Issue is ₹4,500.00 million and the Offer expenses apportioned to our Company (including the expenses for the Pre-IPO Placement) is ₹[●] million and accordingly, the aggregate of the Net Proceeds and the proceeds of the Pre-IPO Placement is ₹[●] million. For details with respect to sharing of fees and expenses amongst our Company and the Selling Shareholders, please refer to "Objects of the Offer – Offer related expenses" on page 111.

(3) To be finalized upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC. The amount to be utilised for general corporate purposes shall not exceed 25% of the gross proceeds from the Fresh Issue.

(4) The balance proceeds from the Pre-IPO Placement (excluding the expenses for the Pre-IPO Placement) aggregating to ₹[●] shall be utilised towards general corporate purposes.

(5) As certified by our Statutory Auditors by way of their certificate dated November 6, 2024.

For further details, see "Objects of the Offer" on page 100.

### Aggregate pre-Offer shareholding of our Promoters and members of the Promoter Group

Category of Shareholders	No. of Equity Shares held	% of total paid up Equity Share capital
<b>Promoters</b>		
Ajanma Holdings Private Limited*	104,019,944	83.22
Digambar Chunnil Bagde	1,548,540	1.24
Sanjay Kumar Verma	50,000	0.04
<b>Sub-Total (A)</b>	<b>105,618,484</b>	<b>84.50</b>
<b>Promoter Group (other than the Promoters)</b>		
Sandhya Digambar Bagde	20,000	0.02

Category of Shareholders	No. of Equity Shares held	% of total paid up Equity Share capital
<b>Sub-Total (B)</b>	<b>20,000</b>	<b>0.02</b>
<b>Total (A+B)</b>	<b>105,638,484</b>	<b>84.52</b>

\* Also the Promoter Selling Shareholder.

### Aggregate pre-Offer shareholding of the Selling Shareholder

Name of Selling Shareholder	No. of Equity Shares held	% of total paid up Equity Share capital
Ajanma Holdings Private Limited*	104,019,944	83.22

\* Also the Promoter Selling Shareholder.

For further details, see “Capital Structure” on page 82

### Summary of Restated Consolidated Financial Information

The following details of our Equity Share capital, Net Worth, total income, profit for the year/ period, basic earnings per Equity Share, diluted earnings per Equity Share, Net Asset Value per Equity Share for equity Shareholders and total borrowings (as per Restated Consolidated Financial Information) as at and for the three months period ended June 30, 2024 and as at and for the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022.

(in ₹ million, unless otherwise stated)

Particulars	As at and for the three months period ended	As at and for the Financial Year ended		
		June 30, 2024	March 31, 2024	March 31, 2023
Equity Share capital	247.93	247.93	227.98	227.08
Net Worth <sup>(1)</sup>	11,406.53	10,758.68	7,091.53	5,993.21
Total income	9,297.04	41,299.99	31,720.34	23,571.99
Profit for the year/period	517.44	2,332.05	1,075.68	647.07
Basic Earnings per Equity Share <sup>(2)</sup> (in ₹)	4.17#	19.59	9.45	11.62
Diluted Earnings per Equity Share <sup>(2)</sup> (in ₹)	4.17#	19.59	9.45	11.62
Net Asset Value per Equity Share (in ₹)* <sup>(3)</sup>	92.02	86.79	62.21	52.78
Total borrowings (as per Restated Consolidated Financial Information)	6,034.28	6,431.87	6,049.22	4,691.17

#Not annualised

\* Adjusted pursuant to a resolution passed by our Board on February 6, 2024 and a resolution passed by the Shareholders on February 12, 2024, each equity share of face value of ₹10 each has been split into 5 Equity Shares of face value of ₹2 each. Accordingly, the issued, subscribed and paid-up capital of our Company was sub-divided from 24,792,742 equity shares of face value of ₹10 each to 123,963,710 Equity Shares of face value of ₹2 each.

(1) Net Worth represents the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, but does not include reserves created out of revaluation of assets, write-back of depreciation amalgamation, capital reserve and employee stock option outstanding reserve.

(2) Earnings per share = Profit attributable to owners of our Company for the year / Weighted average number of equity shares outstanding during the year.

(3) Net Asset Value per Equity Share (in ₹) = Net Worth at the end of the period/year / number of equity shares outstanding at the end of the period/year

For further details, including reconciliation of non-GAAP measures, see “Financial Information” and “Other Financial Information” on pages 267 and 332, respectively.

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

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

### Summary of Outstanding Litigation

A summary of outstanding litigation proceedings involving our Company, our Promoters, our Directors, our Subsidiaries and our Group Companies as on the date of this Red Herring Prospectus as disclosed in the section titled “Outstanding Litigation and Other Material Developments” in terms of the SEBI ICDR Regulations is provided below:

Name of entity	Number of Criminal proceedings	Number of Tax proceedings	Number of Statutory or regulatory proceedings	Number of Material civil litigations	Number of Other pending material litigation	Aggregate amount involved* (in ₹ million)
<b>Company</b>						
By our Company	11	N.A.	N.A.	11	Nil	1,766.12#
Against our Company	2	61	2	4	6	2,359.20
<b>Directors</b>						
By our Directors	Nil	Nil	Nil	Nil	Nil	N.A.
Against our Directors	Nil	Nil	Nil	Nil	Nil	N.A.
<b>Promoters**</b>						

Name of entity	Number of Criminal proceedings	Number of Tax proceedings	Number of Statutory or regulatory proceedings	Number of Material civil litigations	Number of Other pending material litigation	Aggregate amount involved* (in ₹ million)
By our Promoters	Nil	Nil	Nil	Nil	Nil	N.A.
Against our Promoters	Nil	Nil	Nil	Nil	Nil	N.A.
<b>Subsidiaries</b>						
By our Subsidiaries	Nil	Nil	Nil	Nil	Nil	N.A.
Against our Subsidiaries	Nil	Nil	Nil	Nil	Nil	N.A.
<b>Group Companies</b>						
By our Group Companies	Nil	Nil	Nil	Nil	Nil	N.A.
Against our Group Companies	Nil	Nil	Nil	Nil	Nil	N.A.

\* To the extent quantifiable. The amount in dispute in relation to taxation matters is to the extent quantifiable as per notice of demand and excluding any further liabilities towards interest and penalty.

\*\* Other than proceedings involving our Directors.

# This does not include BDT 14.94 million representing claims submitted by our Company against various parties. For details, see "Outstanding Litigation and Other Material Developments - Litigation by our Company - Material civil litigation" on page 368.

For further details of the outstanding litigation proceedings, see "Outstanding Litigation and Material Developments" on page 367.

## Risk Factors

Specific attention of the Bidders is invited to "Risk Factors" on page 31 to have an informed view before making an investment decision.

## Summary of Contingent Liabilities

The summary of our contingent liabilities as per Ind AS 37 derived from our Restated Consolidated Financial Information as at June 30, 2024 are set forth in the table below:

Particulars		As at June 30, 2024
<b>(a) Contingent Liabilities</b>		
Bank Guarantees issued by the Bankers		661.11
Direct Tax matters for which Company has preferred appeal		761.68
Indirect Tax matters for which Company has preferred appeal		930.65
Others		177.62
<b>(b) Commitments</b>		
Estimated amount of contracts remaining to be executed on Capital Account and not provided for in accounts		696.25
Other Commitments		11.37

For details on contingent liabilities, as per Ind AS 37, see "Restated Consolidated Financial Information – Annexure VI – Notes to Restated Consolidated Financial Information - Note 49: Contingent Liabilities and Commitments" on page 321.

## Summary of Related Party Transactions

A summary of related party transactions as per the requirements under Ind AS 24 – Related Party Disclosures read with the SEBI ICDR Regulations entered into by our Company with related parties for the three months period ended June 30, 2024 and for the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022 derived from our Restated Consolidated Financial Information is as follows:

Related Party Transaction before inter-company elimination:

Particulars	For the three months period ended	For the Financial Years ended		
		June 30, 2024	March 31, 2024	March 31, 2023
<b>Sale of Products</b>				
Transrail Lighting Limited-Metcon India Realty and Infrastructure Private Limited -Pravesh Construction (joint venture)	104.09	1050.91	1,535.49	1,101.70
Transrail Foundation	-	-	-	7.46
Gammon Engineers and Contractors Private Limited-Transrail Lighting Limited (joint venture)	151.64	1232.70	2,006.87	2,489.07

Particulars	For the three months period ended	For the Financial Years ended		
		June 30, 2024	March 31, 2024	March 31, 2023
Altis-Holding Corporation - Transrail Lighting Limited (joint venture)	101.80	908.94	342.70	-
Transrail-Hanbaek Company Limited consortium (joint venture)	34.64	704.85	175.90	-
ITD Cementation - Transrail Lighting Limited (joint venture)	471.90	-		
Railsys Engineering Private Limited - Transrail Lighting Limited (joint venture)	-	2.36	9.16	17.57
<b>Purchase of Goods / Services</b>				
Chaturvedi Sk & Fellows	1.00	4.00	4.00	4.00
Transrail Lighting Limited- First Capital Energy & Power Industries Limited (joint venture - Nigeria)	0.07	-	31.30	-
Transrail Lighting Nigeria Limited	21.67	43.43	30.04	-
JLN Yash & Co.	-	2.25	-	-
Freyssinet Prestressed Concrete Company Limited	10.47	36.20	-	-
Transrail International FZE	-	24.86	21.67	-
Ajanma Holding Private Limited	11.31	24.36	-	8.55
Railsys Engineering Private Limited - Transrail Lighting Limited (joint venture)	-	8.74		
Gammon Engineers and Contractors Private Limited- Transrail Lighting Limited (joint venture)	6.77	34.11		
<b>Interest Expense</b>				
Altis-Holding Corporation -Transrail Lighting Limited (joint venture)	1.55	8.25		
Ajanma Holding Private Limited	-	0.13	-	-
Transrail Lighting Limited - Altis-Holding Corporation (joint venture)	2.07	0.52	-	-
<b>Share of Profit</b>				
Gammon Engineers and Contractors Private Limited- Transrail Lighting Limited (joint venture)	-	2.02	4.73	4.64
Transrail Lighting Limited-Metcon India Realty and Infrastructure Private Limited-Pravesh Construction (joint venture)	-	1.34	1.73	-
Railsys Engineering Private Limited - Transrail Lighting Limited (joint venture)	-	0.44	0.38	-
Transrail Lighting Limited-FCEP (joint venture - Nigeria)	-	-	12.22	-
Burberry Infra Private Limited	-	15.80	-	-
Altis-Holding Corporation -Transrail Lighting Limited (joint venture)	6.24	3.18	0.59	-
Transrail-Hanbaek Company Limited consortium (joint venture)	4.81	1.43		-
<b>Share of loss</b>		-		
Transrail Lighting Limited-Metcon India Realty and Infrastructure Private Limited-Pravesh Construction (joint venture)	0.01	-	-	2.17
Railsys Engineering Private Limited - Transrail Lighting Limited (joint venture)	0.01	-	-	0.07
Transrail Lighting Limited-FCEP (joint venture - Nigeria)	1.25	1.01	-	6.99
Burberry Infra Private Limited	-	-	9.57	0.39
Transrail Lighting Limited - Altis-Holding Corporation (joint venture)	0.46	0.12		
Gammon Engineers and Contractors Private Limited- Transrail Lighting Limited (joint venture)	4.95	-		
Transrail-Hanbaek Company Limited consortium (joint venture)	-	-	0.35	-
<b>Donation</b>				
Transrail Foundation	-	-	1.00	-
<b>Towards Corporate Social Responsibility Expenditure</b>				
Transrail Foundation	-	-	19.40	-
<b>Advances Given</b>				
Transrail Foundation	-	-	-	23.40
Ajanma Holding Private Limited	-	-	-	2.00
Transrail Lighting Nigeria Limited	-	-	21.02	-
<b>Advances Received</b>				

Particulars	For the three months period ended	For the Financial Years ended		
		June 30, 2024	March 31, 2024	March 31, 2023
Altis-Holding Corporation -Transrail Lighting Limited (joint venture)	-	110.34		
Ajanma Holding Private Limited	-	85.00	-	-
ITD Cementation - Transrail Lighting Limited (joint venture)	616.53	-		
Transrail-Hanbaek Company Limited consortium (joint venture)	-	-	280.00	-
<b>Advance adjusted/repaid</b>				
Transrail Foundation	-	-	22.40	-
Transrail Lighting Limited- First Capital Energy & Power Industries Limited (joint venture - Nigeria)	-	32.92	7.59	32.46
Consortium of Jyoti Structures Limited & Transrail Lighting Limited (CJT) (Bhutan)	-	-	-	173.48
Transrail International FZE	-		15.83	0.07
Transrail Hanbaek Consortium	0.85	178.28	34.22	-
Transrail Lighting Nigeria Limited	0.11	3.39	3.24	-
Altis-Holding Corporation -Transrail Lighting Limited (joint venture)	-	29.15		
<b>Loan Taken</b>				
Ajanma Holding Private Limited	-	90.00		
<b>Loan Given</b>				
Burberry Infra Private Limited	-	470.00	125.00	195.00
Transrail International FZE	-	-	22.78	15.14
Transrail Lighting Nigeria Limited	-	-	6.84	57.78
Transrail Lighting Malaysia SDN BHD	-	-	0.42	-
<b>Loan Repaid</b>				
Ajanma Holding Private Limited	-	90.00	-	-
<b>Interest Paid</b>				
Ajanma Holding Private Limited		0.13		
<b>Loan Repayment Received</b>				
Transrail International FZE	-	-	12.42	-
<b>Re-Imbursement incurred by us on their behalf</b>				
Transrail-Hanbaek Company Limited consortium (joint venture)	4.98	67.52	2.84	-
Consortium of Jyoti Structures Ltd & Transrail Lighting Ltd (CJT) (Bhutan)	-	-	-	37.92
Transrail Lighting Limited-Metcon India Realty and Infrastructure Private Limited-Pravesh Construction (joint venture)	0.48	0.40	-	-
Transrail Structures America INC	5.03	-	-	0.11
Transrail Lighting Nigeria Limited	0.16	0.40	7.13	-
Transrail Lighting Malaysia SDN BHD	-	-	-	0.00
<b>Investment Made</b>				
Burberry Infra Private Limited	-	-	-	0.05
<b>Shares issued on ESOP exercised</b>				
Digambar Chunnilal Bagde	-	-	8.70	-
<b>Compensation to Key Management Personnel</b>				
Digambar Chunnilal Bagde			-	-
Short-term employee benefits (including bonus and value of perquisites)	9.23	32.61	36.64	28.08
Randeep Narang				
Short-term employee benefits	6.56	27.06	39.79	21.79
Post employment benefits	0.11	1.56	0.39	0.56
Employee Stock Options granted	0.73	1.65	-	-
Commission	-	7.79		
Jeevan Lal Nagori				
Short-term employee benefits	-	0.83	13.60	8.04
Commission	-	0.17		
<b>Sitting fees and commission to directors</b>				
Ravita Punwani	0.10	1.57	1.51	0.90
Srikant Chaturvedi^	0.14	1.64	1.51	1.00
N Sai Mohan	-	0.34	1.51	1.02
Jeevan Lal Nagori	-	0.47	-	0.09
Aditya Vikram	-	-	-	0.30
Deepak Bhojwani	-	-	-	0.38
Sanjay Kumar Verma	-	1.16	1.18	0.61
Ashish Gupta	0.08	1.02	-	-

Particulars	For the three months period ended	For the Financial Years ended		
		June 30, 2024	March 31, 2024	March 31, 2023
Vinod Dasari	0.06	1.01	-	-
Ranjit Jatar	0.06	1.06	-	-
Major General Dr. Dilawar Singh (Retd.)	0.04	0.86	-	-
Mr. Jalaj Dani	-	0.51		
Ms. Vita Jalaj Dani	0.04	0.12		
<b>Interest Income</b>				
Transrail International FZE	0.96	3.84	3.42	1.15
Transrail Lighting Nigeria Limited	5.03	20.22	19.89	15.49
Transrail Lighting Malaysia SDN BHD	0.03	0.13	0.11	0.04
Burberry Infra Private Limited	23.64	89.02	23.44	0.71
Freyssinet Prestressed Concrete Company Limited	-	3.52		
<b>Bank/ Corporate Guarantees Outstanding</b>				
Transrail - Universal Cables (UNISTAR) Consortium - Suriname	127.73	225.58	-	-
Gammon Engineers and Contractors Private Limited- Transrail Lighting Limited (joint venture)	330.60	330.60	969.16	633.60
Transrail Lighting Limited-Metcon India Realty and Infrastructure Private Limited-Pravesh Construction (joint venture)	363.58	363.58	274.65	-
Altis-Holding Corporation -Transrail Lighting Limited (joint venture)	319.73	319.73	319.73	-
Transrail Lighting Limited - Altis-Holding Corporation (joint venture)	207.07	296.47		
Transrail Lighting Limited - OJSC Euro-Asian Construction Corporation (joint venture)	-	292.60	768.20	-
Transrail Lighting Limited Hyosung T & D India Private Limited	105.82	105.82	105.82	-
Railsys Engineering Private Limited - Transrail Lighting Limited (joint venture)	-	-	-	11.40
Transrail Lighting Limited - Hanseiv Corporation (joint venture)	53.62	-		
Consortium of Jyoti Structures Ltd & Transrail Lighting Ltd (CJT) (Bhutan)	463.07	934.16	1,018.85	1,018.80
Transrail SAE Consortium Tanzania	60.08	60.07	59.19	55.00
Transrail-Hanbaek Company Limited consortium (joint venture)	407.08	467.31	444.81	-
ITD Cementation - Transrail Lighting Limited (joint venture)	1,168.72	1,167.01		
Transrail Lighting Limited - CSPP Consortium - Thailand	82.40	119.86		
<b>Right Issue of Equity Shares Issued During the Year</b>				
Ajanma Holding Private Limited	-	-	-	290.10
Digambar Chunnilal Bagde	-	-	-	2.85
Deepak Bhojwani	-	-	-	0.40
N Sai Mohan	-	-	-	0.20
Meha Chaturvedi	-	-	-	0.40
<b>Provision for Doubtful Advances</b>				
Consortium of Jyoti Structures Ltd & Transrail Lighting Limited (CJT) (Bhutan)	46.72	46.72	46.72	46.72
Transrail Lighting Limited- First Capital Energy & Power Industries Limited (joint venture - Nigeria)	-	-	-	150.34
<b>Loans &amp; Advances Receivable</b>				
Transrail Lighting Limited- First Capital Energy & Power Industries Limited (joint venture - Nigeria)	49.63	54.36	229.05	401.31
Burberry Infra Private Limited	790.00	790.00	320.00	195.00
Consortium of Jyoti Structures Limited & Transrail Lighting Limited (CJT) (Bhutan)	46.72	46.72	46.72	46.72
Transrail Lighting Nigeria Limited	215.02	216.07	198.83	176.60
Transrail International FZE	41.95	41.93	37.76	25.06
Transrail Lighting Malaysia SDN BHD	1.25	1.25	1.16	0.76
Railsys Engineering Private Limited - TLL JV (REPL-TLL JV)	4.50	4.50	4.50	4.50
<b>Receivables Outstanding</b>				
Transrail Lighting Limited-Metcon India Realty and Infrastructure Private Limited-Pravesh Construction (joint venture)	55.92	64.97	157.86	308.39

Particulars	For the three months period ended	For the Financial Years ended		
		June 30, 2024	March 31, 2024	March 31, 2023
Gammon Engineers and Contractors Private Limited-Transrail Lighting Limited (joint venture)	1,146.95	1,114.79	1,025.68	1,327.05
Altis-Holding Corporation -Transrail Lighting Limited (joint venture)	220.16	217.37	149.90	-
Transrail Foundation	-	-	-	32.12
Railsys Engineering Private Limited - Transrail Lighting Limited (joint venture)	11.46	11.46	14.45	27.58
Transrail-Hanbaek Company Limited consortium (joint venture)	218.15	354.82	139.74	-
Transrail Structures America INC	5.88	0.85	0.84	0.77
Transrail Lighting Malaysia SDN BHD	0.74	0.74	0.78	0.76
Transrail Lighting Nigeria Limited	6.86	7.03	25.11	0.25
Transrail International FZE	10.21	10.20	13.18	27.93
ITD Cementation - Transrail Lighting Limited (joint venture)	472.37	-		
Freyssinet Prestressed Concrete Company Limited	53.55	52.84	-	-
<b>Interest Receivable</b>				
Burberry Infra Private Limited	101.43	80.16	-	0.63
Transrail Lighting Limited-FCEP (joint venture - Nigeria)	5.45	5.98	17.86	18.25
Transrail International FZE	8.28	7.32	3.43	3.36
Transrail Lighting Malaysia SDN BHD	0.33	0.30	0.16	0.08
Transrail Lighting Nigeria Limited	66.04	61.00	38.33	18.83
<b>Interest Payable</b>				
Altis-Holding Corporation -Transrail Lighting Limited (joint venture)	9.80	8.25	-	-
Transrail Lighting Limited - Altis-Holding Corporation (joint venture)	2.59	0.52		
<b>Payables Outstanding</b>				
Chaturvedi Sk & Fellows	-	-	-	1.08
Altis-Holding Corporation - Transrail Lighting Limited (joint venture)	81.19	81.19	-	-
Transrail Lighting Limited - Altis-Holding Corporation (joint venture)	85.00	85.00		
Railsys Engineering Private Limited - Transrail Lighting Limited (joint venture)	2.74	10.14		
Transrail Lighting Limited - First Capital Energy & Power Industries Limited (joint venture - Nigeria)	-	-	31.30	-
Ajanma Holding Private Limited	0.07	27.68	3.57	7.07
Transrail Hanbaek Company Limited consortium (joint venture)	100.87	101.72	245.78	-
Transrail International FZE	7.91	20.71	-	-
ITD Cementation - Transrail Lighting Limited (joint venture)	616.53	-		
Transrail Lighting Nigeria Limited	8.78	21.94	13.09	-
<b>Sale of Investment</b>				
Freyssinet Prestressed Concrete Company Limited	-	22.71		
Ajanma Holding Private Limited	-	15.14		
<b>Investments as at</b>				
Burberry Infra Private Limited	-	-	0.05	0.05
Transrail International FZE	3.61	3.61	3.61	3.61
Transrail Lighting Malaysia SDN BHD	0.17	0.17	0.17	0.17
Transrail Lighting Nigeria Limited	1.97	1.97	1.97	1.97
Transrail Structures America INC	0.69	0.69	0.69	0.69
<b>Capital Commitment</b>				
Transrail Contracting LLC	11.37	-		

<sup>^</sup>This includes Commission paid /payable to M/s Chaturvedi S.K & Fellows, in which Shrikant Chaturvedi is a partner.

Note:

- 1) All related party transactions entered during the year were in ordinary course of the business and on arm's length basis.
- 2) Gammon Engineers and Contractors Private Limited-Transrail Lighting Limited (joint venture) has subcontracted the construction of Kosi bridge from Bheja to Bakaur to the Company. Gammon Engineers and Contractors Private Limited-Transrail Lighting Limited (joint venture) and Gammon Engineers and Contractors Private Limited ("GECPL") are two separate legal entities and as per the terms of the joint venture contract, the outstanding receivables pertains to the balance receivable from the joint venture which would be realised upon the receipt of money from the client of the joint venture. Accordingly, GECPL being a stressed entity will not impact payment to the Company for the project.

Our related party sales represented 9.29%, 9.44%, 12.83%, and 15.34 %, of our total revenue for the three months period ended June 30, 2024 and for the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022, respectively.

For details of the related party transactions, see “*Restated Consolidated Financial Information - Note 51: Related Party Disclosures*” on page 323.

#### **Weighted average price at which equity shares were acquired by our Promoters / Promoter Selling Shareholder in the one year preceding the date of this Red Herring Prospectus**

Except as provided below, none of our Promoters / Promoter Selling Shareholder have acquired any specified securities in the one year preceding the date of this Red Herring Prospectus.

Name of the Shareholder	Number of equity shares acquired in the one year preceding the date hereof^	Weighted average price of acquisition per Equity Share (in ₹)*^
<b>Promoters</b>		
Ajanma Holdings Private Limited#	Nil	Nil
Digambar Chunnil Bagde	Nil	Nil
Sanjay Kumar Verma	50,000	148.76

\* As certified by our Statutory Auditors by way of their certificate dated December 10, 2024.

# Also the Promoter Selling Shareholder.

^ Adjusted pursuant to a resolution passed by our Board on February 6, 2024 and a resolution passed by the Shareholders on February 12, 2024, each equity share of face value of ₹10 each has been split into 5 Equity Shares of face value of ₹2 each. Accordingly, the issued, subscribed and paid-up capital of our Company was sub-divided from 24,792,742 equity shares of face value of ₹10 each to 123,963,710 Equity Shares of face value of ₹2 each.

For further details, see “*Capital Structure – Notes to the Capital Structure – Equity share capital history of our Company*” on page 83.

#### **Average cost of acquisition for Promoters / Promoter Selling Shareholder**

Average cost of acquisition for Promoters/ Promoter Selling Shareholders is as follows:

Name of the Promoter / Promoter Selling Shareholder	Number of Equity Shares acquired	Average cost of Acquisition per Equity Share (in ₹)*^
<b>Promoters</b>		
Ajanma Holdings Private Limited#	105,363,690	10.50
Digambar Chunnil Bagde	1,548,540	20.82
Sanjay Kumar Verma	50,000	148.76

\* As certified by our Statutory Auditors by way of their certificate dated December 10, 2024.

# Also the Promoter Selling Shareholder.

^ Adjusted pursuant to a resolution passed by our Board on February 6, 2024 and a resolution passed by the Shareholders on February 12, 2024, each equity share of face value of ₹10 each has been split into 5 Equity Shares of face value of ₹2 each. Accordingly, the issued, subscribed and paid-up capital of our Company was sub-divided from 24,792,742 equity shares of face value of ₹10 each to 123,963,710 Equity Shares of face value of ₹2 each.

#### **Details of price at which equity shares were acquired in the last three years preceding the date of this Red Herring Prospectus by our Promoters/ Promoter Selling Shareholder, members of the Promoter Group and the Shareholders with special right or have other rights, are disclosed below:**

Except as stated below, there have been no equity shares that were acquired in the last three years preceding the date of this Red Herring Prospectus, by our Promoters/ Promoter Selling Shareholder, members of the Promoter Group and Shareholders with special right to nominate one or more directors on our Board.

Name of the acquirer/ Shareholder	Date of allotment/transfer of equity shares	Number of equity shares acquired	Face value per equity share (in ₹)	Acquisition price per equity share (in ₹)*	Nature of transaction
<b>Promoters</b>					
Ajanma Holdings Private Limited#	January 5, 2022	14,505,074	10	20.00	Rights issue of equity shares in the ratio of 2 equity shares for every 1 Equity Share
Digambar Chunnil Bagde	January 5, 2022	142,472	10	20.00	Rights Issue of equity shares in the ratio of 2 equity shares for every 1 equity shares
	August 1, 2022	90,000	10	96.33	Allotment of equity shares pursuant to exercise of stock options under ESOP 2019
	August 14, 2023	6,000	10	743.70	Purchase of 6,000 equity shares of the Company from

Name of the acquirer/ Shareholder	Date of allotment/transfer of equity shares	Number of equity shares acquired	Face value per equity share (in ₹)	Acquisition price per equity share (in ₹)*	Nature of transaction
					Manish Arvind Parikh
Sanjay Kumar Verma	December 27, 2023	10,000	10	743.81	Transfer of equity shares from Manish Arvind Parikh
<b>Members of our Promoter Group (Other than the Promoters)</b>					
Sandhya Digambar Bagde	August 21, 2023	4,000	10	743.70	Purchase of 4,000 equity shares of the Company from Manish Arvind Parikh
<b>Shareholders with special right</b>					
Asiana Alternative Investment Fund Scheme: Asiana Fund I	September 28, 2023	1,994,302	10	702.00 <sup>\$</sup>	Private Placement

\* As certified by our Statutory Auditors, by way of their certificate dated December 10, 2024.

# Also the Promoter Selling Shareholder.

\$ Asiana Alternative Investment Fund is registered with SEBI as a Category II AIF bearing registration number IN/AIF2/22-23/1162. The adjusted price of acquisition of the equity shares of the Company allotted to Asiana Alternative Investment Fund Scheme: Asiana Fund I through a private placement on September 28, 2023, post-split is 9,971,510 Equity shares of ₹140.40 each. The proceeds from such private placement have been utilized towards working capital and general corporate purposes in accordance with the share subscription cum shareholders' agreement dated September 26, 2023, as certified by the Statutory Auditors through their certificate dated July 16, 2024.

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

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

Period	Weighted average cost of acquisition per Equity Share (in ₹)*^#	Cap Price is 'x' times the weighted average cost of acquisition^	Range of acquisition price per Equity Share (Lowest price –Highest price) (in ₹)*
Last one year preceding the date of this Red Herring Prospectus	477.09	[●]	148.76 - 484
Last 18 months preceding the date of this Red Herring Prospectus	205.16	[●]	140.40 - 484
Last three years preceding the date of this Red Herring Prospectus	32.73	[●]	4 - 484

\* As certified by our Statutory Auditors, by way of their certificate dated December 10, 2024.

^ To be updated at Prospectus stage.

# Adjusted pursuant to a resolution passed by our Board on February 6, 2024 and a resolution passed by the Shareholders on February 12, 2024, each equity share of face value of ₹10 each has been split into 5 Equity Shares of face value of ₹2 each. Accordingly, the issued, subscribed and paid-up capital of our Company was sub-divided from 24,792,742 equity shares of face value of ₹10 each to 123,963,710 Equity Shares of face value of ₹2 each.

### **Issue of Equity Shares made in the last one year for consideration other than cash**

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

### **Split or consolidation of Equity Shares in the last one year**

Except as disclosed below, our Company has not undertaken split or consolidation of the equity shares of our Company in the last one year preceding the date of this Red Herring Prospectus:

Pursuant to a resolution passed by our Board on February 6, 2024 and a resolution passed by the Shareholders on February 12, 2024, each equity share of face value of ₹10 each has been split into 5 Equity Shares of face value of ₹2 each. Accordingly, the issued, subscribed and paid-up capital of our Company was sub-divided from 24,792,742 equity shares of face value of ₹10 each to 123,963,710 Equity Shares of face value of ₹2 each. For further details, see "Capital Structure – Notes to the Capital Structure – Equity share capital history of our Company" on page 83.

### **Financing Arrangements**

There have been no financing arrangements whereby the Promoters, members of our Promoter Group, our Directors or any of their relatives, have financed the purchase by any other person of securities of our Company during a period of six months immediately preceding the date of filing of this Red Herring Prospectus.

### **Details of pre-IPO placement**

A Pre-IPO Placement was undertaken by our Company, in consultation with the BRLMs, for an amount aggregating to ₹500.00 million. The Pre-IPO Placement has not exceeded 20% of the Fresh Issue. The Pre- IPO Placement was made to Volrando Venture Partners Fund IV Gamma, Shyamsundar B. Asawa, Saurabh Sanjay Agrawal, and Divyam Sanjay Agrawal, at a price of ₹484.00 per Equity Share, decided by our Company, in consultation with the BRLMs. The amount raised from the Pre-IPO Placement aggregating to ₹500.00 million was reduced from the Fresh Issue, subject to the offer complying with Rule 19(2)(B) of the SCRR. Our Company has appropriately intimated the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement has been appropriately made in the relevant sections of this Red Herring Prospectus and will be made in relevant sections of the Prospectus. For details, see “*Risk Factors – In the past, our Company has been subjected to penalty in case of contraventions under the Companies Act, 2013 in connection with the Pre-IPO Placement. If we are subject to penalties in the future or other regulatory actions in relation to the non-compliances, our reputation, business and results of operations could be adversely affected.*” on page 49.

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

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

## CERTAIN CONVENTIONS, PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

### Certain Conventions

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

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

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

### Financial Data

Unless stated otherwise or the context otherwise requires, the financial information and financial ratios in this Red Herring Prospectus have been derived from our Restated Consolidated Financial Information. For further information, see “*Restated Consolidated Financial Information*” and “*Other Financial Information*” on pages 269 and 332, respectively.

Unless the context requires otherwise, the financial information in this Red Herring Prospectus is derived from our Restated Consolidated Financial Information, which comprise the restated consolidated statement of assets and liabilities as at June 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022, the restated consolidated statement of profit and loss (including other comprehensive income), the restated consolidated statement of changes in equity, the restated consolidated statement of cash flow, each for the three months period ended June 30, 2024 and Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022, the summary statement of significant accounting policies and other explanatory information, prepared as per requirement of Section 26 of Part I of Chapter III of the Companies Act, 2013, SEBI ICDR Regulations, as amended and the Guidance Note on ‘Reports in Company Prospectuses (Revised 2019)’ issued by the Institute of Chartered Accountants of India, as amended from time to time. For further information, see “*Summary of Restated Consolidated Financial Information*”, “*Restated Consolidated Financial Information*” and “*Management’s Discussion and analysis of Financial Condition and Results of Operations*” on pages 69, 269 and 340, respectively.

Our Company’s financial year commences on April 1 and ends on March 31 of the next year. Accordingly, all references in this Red Herring Prospectus to a particular FY, Financial Year, Fiscal or Fiscal Year, unless stated otherwise, are to the 12-month period ended on March 31 of that particular calendar year.

There are significant differences between 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 Red Herring 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 Red Herring Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting policies and practices, the Companies Act, Ind AS and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting policies and practices on the financial disclosures presented in this Red Herring Prospectus should, accordingly, be limited. For risks relating to significant differences between Ind AS and other accounting principles, see “*Risk Factors – Significant differences exist between Ind AS and other accounting principles, such as US GAAP and International Financial Reporting Standards (“IFRS”), which investors may be more familiar with and consider material to their assessment of our financial condition*” on page 60.

Unless the context otherwise indicates, any percentage amounts or ratios (excluding certain operational metrics), relating to the financial information of our Company in this Red Herring Prospectus have been calculated on the basis of our Restated Consolidated Financial Information, as applicable.

### Non-Generally Accepted Accounting Principles Financial Measures

Certain non-GAAP measures such as Net Worth, Return on Net Worth, Net Asset Value per Equity Share, Revenue CAGR, EBITDA, EBITDA CAGR, EBITDA Margin, PAT Margin, PAT CAGR, Tangible Net Worth, Capital Employed, Return on Capital Employed, Capital Expenditure, Return on Equity, Debt to Equity Ratio, Net Debt and Net Debt to EBITDA (“**Non-GAAP Measures**”) presented in this Red Herring Prospectus are a supplemental and useful measure of our business, performance and liquidity that are not required by, or presented in accordance with, Ind AS, Indian GAAP, or IFRS. Further, these Non-GAAP Measures are not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, or IFRS and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the year/ period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, or IFRS. In addition, these Non-GAAP Measures are not standardised terms, 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 it is useful to an investor in evaluating us because it is a widely used measure to evaluate a company's operating performance.

## **Currency and Units of Presentation**

All references to:

- “Rupees” or “₹” or “INR” or “Rs.” are to Indian Rupee, the official currency of the Republic of India;
- “EUR” or “€” are to the Euro, the official currency of the European Union;
- “U.S.D.” or “USD” or “\$” “US\$” are to United States Dollars, the official currency of the United States of America;
- “GBP” or “£” are to British Pound Sterling, the official currency of the United Kingdom;
- “Naira” or “NGN” or “₦” are to the Naira, the official currency of the Federal Republic of Nigeria;
- “BDT” are to Bangladesh Taka, the official currency of Bangladesh; and
- “Central African CFA Franc” and ‘CFA’ are to the legal currency of Republic of the Congo;
- “BTN” are to Bhutanese Ngultrum, the official currency of Bhutan;
- “KSH” are to Kenyan Shilling, the official currency of Kenya;
- “GHS” are to Ghanaian cedi, the official currency of Ghana;
- “JOD” are to Jordanian dinar, the official currency of Jordan;
- “MZN” are to Mozambican Metical, the official currency of Mozambique;
- “QAR” are to Qatari riyal, the official currency of Qatar;
- “SEK” are to Swedish Krona, the official currency of Sweden;
- “AFN” are to Afghan Afghani, the official currency of Afghanistan;
- “UGX” are to Ugandan shilling, the official currency of Uganda;
- “NIO” are to Nicaraguan Cordoba, the official currency of Nicargua;
- “THB” are to Thai Bhat, the official currency of Thailand;
- “PHP” are to Philippine peso, the official currency of Philippines;
- “SZL” are to Swazi lilangeni, the official currency of Eswatini;
- “GMD” are to Gambian dalasi, the official currency of Gambia; and
- “SRD” are to Suriname dollar, the official currency of Suriname.

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

In this Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All figures derived from our Restated Consolidated Financial Information in decimals have been rounded off to two decimal places. Due to such rounding off, in certain instances, the sum or percentage change of such numbers may not conform exactly to the total figure given. However, where any figures may have been sourced from third-party industry sources, such figures may be rounded off to such number of decimal places as provided in such respective sources.

## **Exchange Rates**

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

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

Currency	As of June 30, 2024	As of March 31, 2024 <sup>(1)</sup>	As of March 31, 2023	As of March 31, 2022 <sup>(1)</sup>	(Amount in ₹)
1 US\$	83.45	83.37	82.22	76.42	
1 Euro	89.25	90.22	89.61	80.58	
1 Pound	105.46	105.29	101.47	99.15	
1 Naira	0.054	0.06	0.18	0.18	
1 BDT	0.70	0.75	0.76	0.87	
1 CFA / FCFA	0.14	0.14	0.14	0.13	
1 BTN	1.00	1.00	1.00	1.00	
1 KSH	0.64	0.63	0.62	0.65	
1 GHS	5.46	6.28	6.89	9.92	
1 JOD	117.57	117.55	115.87	106.50	
1 MZN	1.29	1.29	1.27	1.17	
1 QAR	22.21	22.65	22.32	20.61	
1 SEK	7.86	7.82	7.91	8.13	
1 AFN	1.16	1.13	0.93	0.85	
1 UGX	0.02	0.02	0.02	0.02	
1 NIO	2.24	2.24	2.22	2.10	
1 THB	2.27	2.29	2.40	2.26	
1 PHP	1.42	1.48	1.51	1.45	
1 SZL	4.57	4.41	4.57	5.21	
1 GMD	1.23	1.23	1.32	1.39	
1 SRD	2.66	2.35	2.29	3.63	

(Source: [www.fbil.org.in](http://www.fbil.org.in), [www.rbi.org.in](http://www.rbi.org.in) and [www.oanda.com](http://www.oanda.com))

(1) 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.

## Industry and Market Data

Unless stated otherwise, information pertaining to the industry in which our Company operates in, contained in this Red Herring Prospectus is derived from the CRISIL Report which has been exclusively commissioned and paid for by our Company, pursuant to an engagement letter with CRISIL issued on July 10, 2023, for the purpose of understanding the industry in connection with this Offer, since no report is publicly available which provides a comprehensive industry analysis, particularly for our Company's services, that may be similar to the CRISIL Report. This Red Herring Prospectus contains certain data and statistics from the CRISIL Report, which is available on the website of our Company at <https://transrail.in/Investors-Centre/Industry-report.aspx>

CRISIL is not a 'related party' of the Company, its Directors or its Promoters, as per the definition of 'related party' under the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, each as amended.

Industry publications generally state that the information contained in such publications has been obtained from publicly available documents from various sources believed to be reliable but accuracy, completeness and underlying assumptions of such third-party sources are not guaranteed. Although the industry and market data used in this Red Herring Prospectus is reliable, the data used in these sources may have been re-classified by us for the purposes of presentation however, no material data in connection with the Offer has been omitted. Data from these sources may also not be comparable.

Although we believe that the industry and market data used in this Red Herring Prospectus is reliable, industry sources and publications may base their information on estimates and assumptions that may prove to be incorrect. The extent to which the industry and market data presented in this Red Herring Prospectus is meaningful depends upon the reader's familiarity with, and understanding of, the methodologies used in compiling such information. There are no standard data gathering methodologies in the industry in which our Company conducts business and methodologies and assumptions may vary widely among different market and industry sources. Such information involves risks, uncertainties and numerous assumptions and is subject to change based on various factors.

For details of risks in relation to CRISIL Report, see "Risk Factors – This Red Herring Prospectus contains information from industry sources including the industry report commissioned from CRISIL exclusively for the Offer and paid for by the Company. Investors are advised not to place undue reliance on such information" on page 59.

In accordance with the SEBI ICDR Regulations, "Basis for Offer Price" on page 115 includes information relating to our peer group companies. Such information has been derived from publicly available sources specified herein. Accordingly, no investment decision should be made solely on the basis of such information.

The CRISIL Report is subject to the following disclaimer:

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

## FORWARD-LOOKING STATEMENTS

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

These forward-looking statements generally can be identified by words or phrases such as “aim”, “anticipate”, “are likely”, “believe”, “continue”, “can”, “could”, “expect”, “estimate”, “intend”, “may”, “likely to”, “shall”, “objective”, “plan”, “propose”, “project”, “seek” “will”, “will achieve”, “will continue”, “will likely”, “will pursue” or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. All forward-looking statements whether made by us or any third parties in this Red Herring Prospectus are based on our current plans, estimates, presumptions and expectations and are subject to risks, uncertainties, expectations and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement including but not limited to, regulatory changes pertaining to the industry in which we have 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 which have an impact on our business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes and changes in competition in its industry.

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

- *Our Order Book is subject to cancellation, modification or delay which may materially and adversely affect our business, future prospects, reputation, financial condition and results of operation;*
- *Since our project management and turnkey EPC contracts (including those for power transmission and distribution), have long execution periods 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;*
- *Our business is substantially dependent on tenders being floated by government authorities, public sector undertakings and utilities, from which we derive a significant portion of our revenues, i.e. approximately 70% of our revenue from operations for the three months period ended June 30, 2024. Any delays in tenders released or no tenders released by such entities may have a material adverse effect on our business and results of operations;*
- *We are exposed to foreign currency fluctuation risks, particularly in relation to import of raw materials, receivables from our foreign projects and our trade receivables, which may adversely affect our results of operations, financial condition and cash flows; and*
- *Our Company was a subsidiary of Gammon India Limited (“GIL”) in the past. Any action taken against GIL pursuant to the proceedings outstanding against GIL, may have an adverse impact on our reputation and business.*
- *In the past, our books of accounts have been inspected by the Ministry of Corporate Affairs (“MCA”) and certain non-compliances have been found by the MCA in our books of accounts. If we are subject to penalties or other regulatory actions in relation to the non-compliances, our reputation, business and results of operations could be adversely affected*

Certain information in “*Industry Overview*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages 129, 196 and 340, respectively of this Red Herring Prospectus has been obtained from the CRISIL Report.

For further details regarding factors that could cause actual results to differ from expectations, see “*Risk Factors*”, “*Industry Overview*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages 31, 129, 196 and 340, respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

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.

Forward-looking statements reflect current views of our Company as on the date of this Red Herring Prospectus and are not a guarantee of future performance. 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 Directors, the Promoter Selling Shareholder, the Syndicate Members nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting

circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition.

In accordance with the SEBI ICDR Regulations, our Company, will ensure that the Bidders in India are informed of material developments until the time of the grant of listing and trading permission by the Stock Exchanges for the Equity Shares pursuant to the Offer.

In accordance with regulatory requirements including requirements of the SEBI and as prescribed under applicable law, the Promoter Selling Shareholder, shall ensure that our Company and Book Running Lead Managers are informed of material developments, in relation to statements and undertakings specifically undertaken or confirmed by it in relation to itself as the Promoter Selling Shareholder and the Offered Shares in this Red Herring Prospectus until the time of the grant of listing and trading permission by the Stock Exchanges. Only statements and undertakings which are specifically confirmed or undertaken by the Promoter Selling Shareholder in relation to itself as a selling shareholder and the Offered Shares, in this Red Herring 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. You should carefully consider all the information in this Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in the Equity Shares. The risks and uncertainties described in this section are not the only risks that we currently face. Additional risks and uncertainties not known to us or that we currently deem immaterial may also have an adverse effect on our business. If any of the following risks, or other risks that are not currently known or are now deemed immaterial, actually occurs, our business, financial condition, results of operations and cash flows could suffer, the price of our Equity Shares could decline, and you may lose all or part of your investment. The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are risks where the effect is not quantifiable and hence have not been disclosed in the applicable risk factors.

Prospective investors should read this section together with “Our Business”, “Industry Overview” and “Management’s Discussions and Analysis of Financial Condition and Results of Operations” on pages 196, 129 and 340, respectively, as well as the other financial and statistical information contained in this Red Herring Prospectus. In making an investment decision, prospective investors should rely on their own examination of us and the terms of the Offer, including the merits and risks involved. You should consult your tax, financial and legal advisors about the particular consequences to you of an investment in our Equity Shares. This Red Herring Prospectus also contains forward-looking statements that involve risks and uncertainties where actual results could materially differ from those anticipated in these forward-looking statements. Please see “Forward-Looking Statements” beginning on page 29.

Unless otherwise indicated, the industry-related information contained in this Red Herring Prospectus is derived from the industry report titled “Industry Assessment: Power, Civil Construction, Railways, and Poles & Lighting” dated September 13, 2024 (“**CRISIL Report**”), which has been commissioned and paid for by our Company for an agreed fee for the purposes of confirming our understanding of the industry exclusively in connection with the Offer. We officially engaged CRISIL in connection with the preparation of the CRISIL Report pursuant to an engagement letter issued on July 10, 2023. Neither we nor any of our Directors or the BRLMs are related parties of CRISIL. Unless otherwise indicated, all financial, operational, industry and other related information derived from the CRISIL Report and included herein with respect to any particular year refers to such information for the relevant financial year. There are no material parts, data or information which may be relevant for the Offer that have been left out or changed in any manner. Please see “Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation – Industry and Market Data” and “- Internal Risk Factors - This Red Herring Prospectus contains information from industry sources including the industry report commissioned from CRISIL exclusively for the Offer and paid for by the Company. Investors are advised not to place undue reliance on such information” on pages 25 and 59, respectively.

We have included various operational and financial performance indicators in this Red Herring Prospectus, many of which may not be derived from our Restated Consolidated Financial Information. The manner in which such operational and financial performance indicators are calculated and presented, and the assumptions and estimates used in such calculations, may vary from that used by other companies in India and other jurisdictions. Such information may vary from similar information publicly disclosed by us in compliance with applicable regulations in India. Investors are accordingly cautioned against placing undue reliance on such information in making an investment decision and should consult their own advisors and evaluate such information in the context of our Restated Consolidated Financial Information and other information relating to our business and operations included in this Red Herring Prospectus.

Unless the context requires otherwise, the financial information used in this section is derived from our Restated Consolidated Financial Information.

### **INTERNAL RISK FACTORS**

- 1. Our Order Book is subject to cancellation, modification or delay which may materially and adversely affect our business, future prospects, reputation, financial condition and results of operation.**

As on June 30, 2024, our confirmed Order Book amounted to ₹ 102,130.66 million and sets forth expected revenue of around 55% - 60% from ongoing projects in the next twelve months. We prepare our Order Book on the basis of the percentage and value of work completed and the outstanding work in relation to the projects forming part of the Order Book. For further details see, “Our Business” on page 196.

Our Order Book, indicates only the outstanding value of work under the relevant contracts existing as of a specific date, being June 30, 2024, and should not be misconstrued to include value of works awarded to our Company subsequent to June 30, 2024.

The Order Book may vary materially if the time taken or amount payable for completion of ongoing projects of our Company changes. In addition, there may be a risk that the actual revenue from operations may vary substantially from the projected value of our Order Book due to cancellation of the projects which have been awarded to us, in terms of the contractual arrangement with our clients. There have been delays in execution of ongoing projects during the three months period ended June 30, 2024 and the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022, due to various reasons including but not limited to right of way issues, geopolitical issues, COVID-19 pandemic, natural calamities etc., for which requests for extension of time have generally been accepted without levying material

liquidated damages. However, during the three months period ended June 30, 2024 and the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022, our Company has faced certain claims in relation to delay in completion of our projects, which resulted in imposition of penalties aggregating to ₹ Nil million, ₹ 0.89 million, ₹ 2.31 million, and ₹ 0.00 million, respectively.

Additionally, the risk of adverse modification of agreed scope or schedule of our ongoing projects due to factors beyond our control or the control of our clients, including, political unrest and other forms of unforeseeable force majeure events exists. Accordingly, we cannot predict with certainty the extent to which a project forming part of our Order Book will be performed. Further, such delays in the completion of a project or cancellation of a project may lead to delays or refusal in payment of the consideration in respect of such project. Our clients may also be entitled to terminate the agreement in the event of delay in completion of the work if the delay is not on account of any of the agreed terms. In addition, where a project is concluded as scheduled, our client may delay, default or otherwise fail to pay amounts owed to us. Such payments often represent an important portion of the margin we expect to earn on a project. Further, while there has been no material instance in the three months period ended June 30, 2024 and the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022, there can be no assurance that we will not have an instance of premature termination or cancellation of projects. However, any delay in execution of ongoing projects leading to extended timelines would also adversely impact our ability to undertake additional projects in future and the outlook of our Order Book.

Moreover, if any of our projects are cancelled or terminated prematurely, there can be no assurance that our Company will receive the applicable termination payments in time or at all or that the amount paid will be adequate to enable our Company to recover its investments in the prematurely cancelled project. While there has been no material instance in the past three Financial Years, however, in such events, we may have to bear the actual costs for project activities incurred by us which may exceed the agreed work, as a result of which our future earnings may be lower from the amount of the Order Book and if any of the forgoing risks materialize, our cash flow position, revenues and earnings may be adversely affected.

2. *Since our project management and turnkey EPC contracts (including those for power transmission and distribution), have long execution periods 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.*

Our project management and turnkey EPC contracts (including those for power transmission and distribution), involve long execution periods of three to five years 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, disputes with contractors, accidents, 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. Our Company executes various projects outside India and is reliant on the services and raw materials sourced from such countries locally. We typically operate in such countries through our branches which are primarily set up for the relevant project by our Company and are responsible for dealing in payments and services to be provided by our Company. 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 import of raw materials, receivables from our foreign projects and our trade receivables, which may adversely affect our results of operations, financial condition and cash flows*” on page 34. In the past our Company has faced time and cost overruns in certain international projects. For instance, our Company had taken up an EPC project for replacement of conductors in Jordan. The project was expected to be completed in 2019, however due to delays in the granting of the permission by the authorities for deploying technicians abroad, power outage, receipt of requisite engineering approvals, suspensions of works by consultants, shifting of manpower etc. the project was completed in year 2022. We incurred an additional cost of ₹12.56 million as a result of the delay in the Jordan project which accounts to approximately 1.20% of the contract value of the project. Further, the material instances our project-wise time and cost overruns for the three months period ended June 30, 2024, and Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022, which include one domestic project and one international project, constitutes 32% and 17% of cost overruns and 13 months and 10 months of time overrun, respectively. In this case ‘material’ cost overrun would mean a cost overrun of more than 5% and ‘material’ time overrun would mean a situation where the client has imposed penalties/liquidated damages on the Company and such penalties/liquidated damages have been accepted by the Company. Any of these factors may delay or prevent completion of such projects and may lead to unforeseen increases in costs which may result in adverse impact on our affect our revenues, cash flows or operations.

3. *Our business is substantially dependent on tenders being floated by government authorities, public sector undertakings and utilities, from which we derive a significant portion of our revenues, i.e. approximately 70% of our revenue from operations for the three months period ended June 30, 2024 and approximately 82% for our average revenue from operations for the Financial Years ended March 31, 2024, March 31, 2023 and March 31,*

**2022. Any delays in tenders released or no tenders released by such entities may have a material adverse effect on our business and results of operations**

For the three months period ended June 30, 2024, we derived 70% of our revenue from operations from the tenders released by government entities (domestic as well as international). The details of the revenue generated, percentage of revenue generated, number of contracts and number of clients (government and non-government) for the three months period ended June 30, 2024 and the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022, are as follows:

Particulars	Three months period ended June 30, 2024	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023	Financial Year ended March 31, 2022
<b>Government clients</b>				
Revenue generated (in ₹ million)	6,242.67	33,139.50	25,414.62	18,509.69
Percentage of revenue generated	69.60%	82.66%	82.35%	81.04%
Number of contracts*	102	101	82	90
Number of clients	38	53	35	37
<b>Non-government clients</b>				
Revenue generated (in ₹ million)	2,726.36	6,952.80	5,446.75	4,331.73
Percentage of revenue generated	30.40%	17.34%	17.65%	18.96%
Number of contracts*	28	23	15	39
Number of clients	19	16	16	30

\*These contracts include projects across all our business verticals i.e., power transmission and distribution, civil construction, railways and poles and lightings.

In the event any one or more clients (domestic as well as international) cease to release tenders, our business may be adversely affected. There may be factors other than our performance, which may not be predictable, which could cause loss of clients (domestic as well as international). Our EPC contracts relating to setting up of transmission towers and conductors and substations and electrification and earthwork for railways are entered into primarily with the public sector undertakings such as state and central government owned entities. Such projects are typically awarded through a competitive bidding process where the tender documents specify certain pre-qualification criteria which may vary from project to project.

There can be no assurance that the central or state governments will continue to place emphasis on the sectors, where we operate. In the event of an adverse change in budgetary allocations for such sectors resulting from a change in government policies or priorities, our business prospects and our financial performance may be adversely affected. Further, contracts with government institutions and public sector undertakings may be subject to extensive internal processes, policy changes, and insufficiency of funds which may lead to lower number of contracts available for bidding, no bids available or increase in the time gap between invitation for bids and award of the contract. Due to these and other factors, 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 also less flexible than contracts with private companies.

Any adverse change in the policies adopted by the government regarding award of its contracts may adversely affect our ability to win such contracts. To the extent that any of the contracts awarded to us by the government entities are delayed, disrupted or cancelled, or subject to fund reallocation or insufficiency, our cash flows, business, results of operations and financial condition may be adversely affected. Any adverse changes in government policies may lead to our agreements being restructured or renegotiated, which could adversely affect our revenues, cash flows or operations relating to existing contracts as well as our ability to participate in competitive bidding or bilateral negotiations for future contracts.

4. We are exposed to foreign currency fluctuation risks, particularly in relation to import of raw materials, receivables from our foreign projects and our trade receivables, 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 execute projects outside India a significant portion of our business transactions is dealing with in foreign currencies. The breakdown of our revenue from operations on the basis of geography is set out below:

Particulars	Three months period ended June 30, 2024	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023	Financial Year ended March 31, 2022
Revenue from operations generated in India (In ₹ million)	4,494.59	16,619.17	14,388.38	14,170.34
Percentage to total revenue from operations (%)	50.11	41.45	46.62	62.04
Revenue from operations generated outside India (In ₹ million)	4,474.44	23,473.13	16,472.99	8,671.08
Percentage to total revenue from operations (%)	49.89	58.55	53.38	37.96

Further, our raw materials such as zinc and aluminum are priced by reference to global 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 “Management’s Discussion and Analysis of Financial Condition and Results of Operations – Significant Factors affecting our Results of Operations –Exchange Rates” on page 346.

While we hedge our foreign currency exposure through forward contracts, a very small portion of our international business is hedged. Accordingly, depreciation of the Indian Rupee against the USD and other foreign currencies may adversely affect our results of operations if there is an increase in the cost of the raw materials we import or any proposed capital expenditure in foreign currencies.

The following table sets forth our foreign currency exposure for trade and other payables and for trade and other receivables that is not hedged by derivative instruments or otherwise as at indicated dates:

Name of currency	As at June 30, 2024			As at March 31, 2024			As at March 31, 2023			As at March 31, 2022			(in ₹ million)
	Amount in ₹ millions	% of total receivables and payables in foreign currency	% of total receivables and payables	Amount in ₹ millions	% of total receivables and payables in foreign currency	% of total receivables and payables	Amount in ₹ millions	% of total receivables and payables in foreign currency	% of total receivable	Amount in ₹ millions	% of total receivables and payables in foreign currency	% of total receivable	
<b>Trade and other receivables</b>													
U.S. Dollar	7,229.02	70.05	39.70	7239.33	67.00	37.73	5,954.90	73.01	37.44	4,951.22	70.31	32.46	
Euro	721.67	6.99	3.96	823.85	7.63	4.29	423.44	5.19	2.66	571.17	8.11	3.75	
Bangla deshi Taka	1378.08	13.35	7.57	1866.80	17.28	9.73	687.75	8.43	4.32	525.32	7.46	3.44	
Other*	990.97	9.61	5.44	874.74	8.09	4.55	1,090.64	13.37	6.86	994.96	14.12	6.53	
<b>Total</b>	<b>10,319.74</b>	<b>100.00</b>	<b>56.67</b>	<b>10,804.70</b>	<b>100.00</b>	<b>56.30</b>	<b>8,156.73</b>	<b>100.00</b>	<b>51.28</b>	<b>7,042.67</b>	<b>100.00</b>	<b>46.18</b>	
<b>Trade and other payables</b>													
U.S. Dollar	2,206.15	57.87	13.13	2,652.86	53.15	15.90	2,727.69	63.48	20.86	1,550.49	57.86	14.48	
Euro	17.62	0.46	0.10	74.14	1.49	0.44	473.96	11.03	3.62	15.34	0.57	0.14	
Bangla deshi Taka	973.68	25.54	5.79	1,635.26	32.76	9.80	462.79	10.77	3.54	388.93	14.51	3.63	
Other*	614.54	16.12%	3.66%	629.04	12.60%	3.77%	632.77	14.73%	4.84%	725.19	27.06%	6.77%	
<b>Total</b>	<b>3,811.99</b>	<b>100.00</b>	<b>22.68</b>	<b>4991.29</b>	<b>100.00</b>	<b>29.91</b>	<b>4,297.21</b>	<b>100.00</b>	<b>32.87</b>	<b>2,679.84</b>	<b>100.00</b>	<b>25.02</b>	

\*Other currency includes Bhutanese Ngultrum, Nigerian Naira, Kenyan Shilling, Franc CFA, Ghanaian Cedi, Jordanian Dinar, Mozambican Metical, Qatari Riyal, Swedish Krona, Afghan Afghani, Ugandan Shilling, Nicaraguan Cordoba, West African CFA Franc, Thai Baht, Philippine Peso, SZL, GMD, SRD and TZS.

\*Other currency include Canadian Dollar, Bhutanese Ngultrum, Qatari riyal, Kenyan Shilling, Nigerian naira, Ghanaian Cedi, Jordanian Dinar, Mozambican Metical, Nicaraguan Cordoba, Ugandan Shilling, Afghan Afghani, West African CFA Franc, Thai Baht, Philippine Peso, British Pound, Australian Dollar, SZL, GMD, SRD, TZS and BIF.

**5. Our Company was a subsidiary of Gammon India Limited (“GIL”) in the past. Any action taken against GIL pursuant to the proceedings outstanding against GIL, may have an adverse impact on our reputation and business.**

In the past, GIL was our holding company and in Financial Year ended March 31, 2016, it ceased to be our holding company pursuant to acquisition of our equity shares by our Promoter, Ajanma Holdings Private Limited. Our Company along with GIL had filed an application dated April 10, 2017, before the National Company Law Tribunal, Mumbai bench praying for, amongst other things, the sanction of the Scheme of Arrangement under which GIL transferred its engineering, procurement and construction business in the transmission and distribution sector, including the tower testing facility located at Deoli, Maharashtra, tower manufacturing facilities located at Baroda, division of conductor factory at Silvassa, Dadra and Nagar Haveli, and the tower manufacturing facility at Deoli, Maharashtra, to our Company. Further, GIL continued to hold 25% in our Company in the Financial Year ended March 31, 2016. Owing to the borrowings of GIL, the shareholding of GIL in our Company was pledged to the lenders of GIL which were invoked by such lenders in 2018 and as a result of such invocation, the GIL’s shareholding in our Company reduced. As on the date of this Red Herring Prospectus, GIL holds 389,770 Equity Shares aggregating to 0.31% of the issued and paid-up Equity Share capital of our Company. For further details, see “*Capital Structure*” and “*History and Certain Corporate Matters*” on pages 82 and 229, respectively.

We understand from the public sources that GIL has several outstanding complaints and actions by statutory and regulatory authorities against it, including recall of all loans and facilities by its lenders in the previous years. Some of GIL’s lenders have also filed for winding up petitions against GIL. Further, the trading in equity shares of GIL has also been suspended. Further, GIL has severe manpower issues and is also defaulting on its statutory and regulatory obligations.

Further, pursuant to the two share purchase agreements, each dated November 23, 2023, our Company sold its shareholding in Burberry Infra Private Limited (“**Burberry**”) to Ajanma Holdings and The Freyssinet Prestressed Concrete Company Limited. Consequently, as on the date of this Red Herring Prospectus, our Company does not have any shareholding in Burberry. Thereafter, Burberry has subscribed to 10,000,000 optionally convertible debentures and purchased 2,600 equity shares of DIPL, aggregating to 26% of issued and paid-up equity share capital of Deepmala Infra Private Limited (“**DIPL**”), a subsidiary of GIL. Further, Burberry has also acquired management control of DIPL. Owing to the related party transactions with Burberry (as an associate of our Company) in the past three Financial Years, as applicable, Burberry has been identified as our Group Company, in terms of the SEBI ICDR Regulations. For details see, “*Restated Consolidated Financial Information- Note 51: Related Party Disclosures*” on page 323. As on the date of this Red Herring Prospectus, Burberry is a member of our Promoter Group.

Other than the above, our Company does not have any relationship with GIL. While we believe that our association with GIL in the past will not have any adverse effect on our Company, however, we cannot assure you that any adverse findings against GIL will not impact our business operations or reputation in any manner.

**6. In the past, our books of accounts have been inspected by the Ministry of Corporate Affairs (“MCA”) and certain non-compliances have been found by the MCA in our books of accounts. If we are subject to penalties or other regulatory actions in relation to the non-compliances, our reputation, business and results of operations could be adversely affected.**

MCA had conducted an inspection of our books of accounts, records and other statutory documents on November 19, 2018, under Section 206(5) of the Companies Act, 2013, whereby our Company was required to furnish certain details for the period from April 1, 2014 to March 31, 2018 in relation to, *inter alia*, (a) the long term borrowing availed from Gammon India Limited in Financial Year ended March 31, 2014, (b) the various corporate guarantees given by us to various companies since April 1, 2014, (c) liabilities of our Company, (d) loans and advances made by our Company, (e) subcontracting expenses incurred by the Company, (f) provisioning for debts made by our Company. The MCA did not provide for the reasons of conducting such inspection. During the course of inspection, MCA found non-compliances in our books of accounts which, *inter alia*, included:

- (i) failure to calculate impairment of assets recoverable amount from related party receivables from Gammon India Limited, Consortium of Jyoti and Gammon and ATSL Infrastructure Projects Limited and Gammon FECP JV, for Financial Year ended March 31, 2018, which is in violation of section 129 of the Companies Act, 2013;
- (ii) large amounts of bad debts i.e. ₹771.21 million, written off by our Company in Financial Year ended March 31, 2017 and no steps taken by our Company to recover the same in the last two years;
- (iii) inability to furnish relevant documentary proof for procurement of funds and valuation certificate for acquisition of our Company by Ajanma Holdings Private Limited in Financial Years ended March 31, 2017 and March 31, 2018; and

- (iv) inflation of the profits of the Company by not provisioning for CSR activities in the balance sheet of the Company in Financial Year ended March 31, 2018, which is non-compliant with sections 128, 134 and 135 of the Companies Act, 2013 and improper disclosure of CSR activities in the Board report of the Company in violation of sections 134 and 135 of the Companies Act, 2013.
- (v) non-appointment of chief financial officer and company secretary with effect from April 1, 2010 to June 28, 2018, in violation of sections 203 and 383A of the Companies Act, 2013;
- (vi) failure to disclose details of acquisition for each business combination of the Company, in violation of section 129 of the Companies Act, 2013;
- (vii) having large amounts of contingent liabilities on account of counter guarantees, claims against Company and disputed statutory liabilities etc. in Financial Year ended March 31, 2018;
- (viii) non-inclusion of director's responsibility statement in the financial statements of our Company in Financial Years ended March 31, 2016, March 31, 2017 and March 31, 2018, in violation of the provisions of section 134(5) of the Companies Act, 2013; and
- (ix) violation of section 143 of the Companies Act, 2013 by not complying with the mandatory accounting standard under the Accounting Standard Rules, 2015 in Financial Years March 31, 2017 and March 31, 2018.

Our Company has not received any communication from the MCA with respect to the date of closure of the inspection. However, our Company received a letter dated November 27, 2020, directing our Company to compound, first four of the aforementioned non-compliances. Our Company has not received any correspondence from the MCA, post letter dated November 27, 2020 and accordingly no further action is required from the Company.

On December 19, 2023 and December 20, 2023, our Company filed three applications with the MCA pursuant to section 441 of the Companies Act, 2013 for compounding of violations of provision of sections 129, 134 read with 135 and 203 of the Companies Act, 2013, respectively. In this regard, the Regional Director, Western Region, MCA, Mumbai ("Regional Director, Mumbai") has passed interim orders each dated April 24, 2024, directing our Company (including our Directors and KMPs) to pay compounding fee aggregating to ₹2.13 million. Our Company has paid the said compounding fee and copies of challans have been submitted to the Regional Director, Mumbai. There are no violations, as disclosed above, that are continuing or not compounded by the MCA, as on the date of this Red Herring Prospectus. For further information, see "*Outstanding Litigation and Material Developments*" on page 367.

We cannot assure you that such type of lapses will not occur in the future and that we will not be subject to further penalties or other regulatory action.

**7. *We have substantial capital expenditure and working capital requirements involving relatively long implementation periods and we may require additional financing to meet those requirements. Our indebtedness and the conditions and restrictions imposed on us by our financing arrangements could adversely affect our ability to conduct our business.***

We have incurred significant capital expenditure for the three months period ended June 30, 2024 and the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022, respectively. Further, in many cases, a significant amount of our working capital is required to finance the purchase of materials before payment is received from our clients and also for the objects of the Offer. Details of our capital expenditure and working capital as per Restated Consolidated Financial Information is set out below:

Particulars	Source of financing	As at and for the				(in ₹ million)
		Three months period ended June 30, 2024	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023	Financial Year ended March 31, 2022	
Capital expenditure *	Capex and term loans from various banks and non-banking financial institutions and balance from internal accruals.	192.56	322.73	659.56	707.53	
Working capital	Working capital facilities from various banks, non-banking financial institutions, equity raised, inter corporate loans and internal accruals.	11,920.18	11,748.79	7,899.59	6,672.34	

\*Gross additions in fixed assets, net addition in capital work in progress and intangible assets.

*Capital Expenditure:*

Source of financing	As at and for the (in ₹ million)			
	Three months period ended June 30, 2024	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023	Financial Year ended March 31, 2022
Capital expenditure and term loans from various banks and non-banking financial institutions	-	33.33	166.80	400.00
Capital expenditure from internal accruals.	192.56	289.40	492.76	307.53
<b>Total</b>	<b>192.56</b>	<b>322.73</b>	<b>659.56</b>	<b>707.53</b>

*Working Capital*

(in ₹ million)

Particulars	As at June 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
<b>Working Capital Requirement</b>	11,920.18	11,748.79	7,899.59	6,672.34
<b>Funding Pattern</b>				
Short term borrowing	4,851.79	5,146.44	4,246.70	2,702.00
Internal accruals/ Net worth	7,068.39	6,602.35	3,652.89	3,970.34
<b>Total</b>	<b>11,920.18</b>	<b>11,748.79</b>	<b>7,899.59</b>	<b>6,672.34</b>

For further details in relation to our capital expenditure and working capital requirements, see “*Objects of the Offer*” on page 100.

Projects in the sector in which we operate typically are capital intensive, involve relatively long gestation periods, and require us to obtain financing through various means. Whether we have accessibility to such capital or can obtain such financing on competitive terms will be dependent on numerous factors, including general economic and capital market conditions, credit availability from banks and financing entities, investors’ confidence, our levels of existing indebtedness and other factors beyond our control as well as on the timely completion of our projects.

The actual amount and timing of our future capital expenditure or working capital requirements may differ from estimates due to, among other factors, unforeseen delays or cost overruns, changes in business plans due to prevailing economic conditions, unanticipated expenses, receipt of partial payment for the project, environmental concerns, our business performance, regulatory changes, economic conditions, engineering design changes, weather related delays, technological changes, additional market developments and new opportunities in the industry. To the extent our planned expenditure requirements exceed our available resources, we will be required to seek additional debt or equity financing.

Our sources of additional financing, in the event that we need to draw on them to meet our working capital or capital expenditure needs, may include the incurrence of debt, the issue of equity or debt securities or a combination of both. If we decide to raise additional funds through the incurrence of debt or issuance of debt securities or a combination of both, our interest and debt repayment obligations will increase, which could have a significant effect on our profitability and cash flows. If we do incur debt in the future, our interest and debt repayment obligations will increase, which may adversely affect our profitability and cash flows. We may also become subject to restrictive covenants in our financing agreements which may restrain us from undertaking capital expenditure and spend on our working capital requirements in a manner which may not be permitted under our financing documents. Please see “*- 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 43. Any issuance of equity to raise additional funds, on the other hand, would result in a dilution of the ownership of existing shareholders and our earnings per Equity Share.

Additionally, our ability to obtain additional financing on favorable commercial terms, if at all, will depend on a number of factors, including, amongst others:

- our results of operations and cash flows;
- the amount and terms of our existing indebtedness;
- general market conditions in the markets where we operate; and
- general condition of the debt and equity markets and our credit rating.

See “*Management’s Discussion and Analysis of Financial Condition and Results of Operations – Credit Risk*” on page 365.

Our working capital requirements may increase if the payment terms in our agreements with our clients or purchase orders include reduced advance payments or longer payment schedules. These factors may result in increases in the amount of our receivables and short-term 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.

8. ***We have an outstanding FIR filed by the Central Bureau of Investigation, Anti-Corruption Bureau, Lucknow, Uttar Pradesh (“CBI”) for the Gomti River Project. Any adverse developments in such CBI matter may have a material adverse effect on our business, financial condition, results of operations and cash flows.***

An FIR dated July 2, 2021, has been filed by the CBI against 189 parties including our Company in relation to the irregularities committed with criminal intent in the implementation of various works relating to “Gomti River Channelization Project” and “Gomti River Front Development” by the Irrigation Department of the Government of Uttar Pradesh. The value of the order which was granted to our Company in relation to the Gomti River Project was ₹160.61 million, out of a total of ₹14,378.08 million sanctioned for the Gomti River Project. For details, see “*Outstanding Litigation and Material Developments- Litigation against our Company - Criminal litigation*” on page 367. 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.

9. ***In the past, our Company has received a show cause notice from RBI for FEMA non-compliance. Any adverse action in the future or inability of our Company to realize and repatriate the outstanding dues may have a material adverse impact on our business operations and financial condition.***

In the past, our Company has received a show cause notice from RBI dated January 18, 2023 (“SCN”), on account of our Company’s failure to realize and repatriate to India an aggregate value of ₹6,645.55 million for the goods or software exported by our Company, within the timeline prescribed under Regulation 9 of RBI notification no. FEMA 23(R) made under FEMA. The SCN further stated that RBI has decided to pass an order under Regulation 16 of RBI notification no. FEMA 23(R) made under FEMA and put our Company’s name under the caution list of exporters due to such non-compliance as stipulated in the A.P. {D.I.R. Series} Circular No. 74 dated May 26, 2016 read with A.P. {D.I.R. Series} Circular No. 3 dated October 9, 2020, and our Company was directed to submit a written response against such order to be passed by the RBI. Our Company submitted its response to the SCN, stating that, inter alia, 41 out of the 602 outstanding bills were submitted with the authorized dealer banks and were pending closure in their banking system and 48 out of the 602 outstanding bills have been realized but the same are not reflected in the export data processing and monitoring system, and certain bills were under dispute with third parties. Further, we submitted that since our Company is an EPC company, majority of our export transactions are covered under approved project export memorandum and are guided by certain milestone payment terms as per the conditions of the turnkey contracts. One of our authorized dealer banks had also submitted to the RBI, inter alia, that it was satisfied with the efforts made by our Company towards reduction of pending shipping bills and further submitted that they do not recommend inclusion of our Company’s name under the caution list of exporters. RBI took on record the submissions made by our Company and issued an email warning dated November 1, 2023 to our Company to strictly adhere to all the FEMA guidelines in the future. As on the date of this Red Herring Prospectus, the name of our Company has not been put under the RBI caution list for exporters and our Company has not received any further communication from RBI and no proceedings have been initiated against our Company in this regard. Our authorized dealer bank by way of its email dated February 24, 2024, has also confirmed that our Company does not fall in the caution list as per the latest data obtained by them from the RBI. However, there can be no assurance that RBI will not take any further action against our Company in the future or that we will be able to clear some or all of our shipping bills in the future or at all. Any adverse action in the future or inability of our Company to realize and repatriate the outstanding dues may have a material adverse impact on our business operations and financial condition.

10. ***Our Company along with our Promoter, Ajanma Holdings, are proposing to acquire a part of the business of Gammon Engineers and Contractors Private Limited (“GECPL”) which is facing restructuring by its lenders. Any action against GECPL pursuant to its restructuring may have a material adverse impact on our Company and the proposed acquisition.***

GECPL is currently unable to meet its financial obligations and its lenders are actively pursuing restructuring of GECPL under the Reserve Bank of India (Prudential Framework for Resolution of Stressed Assets) Directions, 2019. Our Company along with our Promoter, Ajanma Holdings, are proposing to acquire a part of the business of GECPL for which our Company along with our Promoter, Ajanma Holdings, have submitted an offer to the lenders of GECPL which is subject to approval and acceptance by these lenders. Further, our Company has also taken our Board’s approval, as required under the Companies Act, 2013, for such investment in GECPL. The acquisition will be funded through the internal cash accruals of our Company and Net Proceeds will not be utilized towards the acquisition, in any manner. The acquisition will be funded through the internal cash accruals of our Company and Net Proceeds will

not be utilized towards the acquisition, in any manner. While we cannot foresee the outcome owing to acquisition of the part of the business of GECPL in the future, we cannot assure you that acquiring the business of GECPL will not have any impact on our financial condition, our business operations or reputation in any manner.

**11. *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 have four manufacturing facilities in India which are located at Vadodara in the state of Gujarat, Deoli in the state of Maharashtra and Silvassa (two units for manufacturing poles and conductors, each) in the union territory of Dadra and Nagar Haveli. For further details, see “*Our Business – Description of our Business – Integrated In-house model*” on page 215. We are dependent on our manufacturing facilities for the fabrication or production of towers, conductors and poles and for galvanizing the towers and poles manufactured by us. Our manufacturing facilities are concentrated in West and Central India and events impacting those geographical areas may disrupt our production and operations. Further, our manufacturing facilities are subject to operating risks, such as the breakdown or failure of equipment, disruption in power supply or processes, severe weather conditions, performance below expected levels of efficiency, obsolescence, logistical issues, labor disputes, natural disasters, industrial accidents, infectious diseases, political instability, the need to comply with the directives of relevant government authorities and the requirement to obtain certain material approvals to operate our manufacturing facilities. For instance, our manufacturing facilities were shut pursuant to the lockdowns imposed during COVID-19 pandemic which impacted approximately 30 days of our total production.

Our clients rely significantly on the timely delivery of projects. While we seek to ensure that our projects are completed on time, our client relationships, business and financial results may be adversely affected by any disruption, shutdown of operations of our manufacturing facilities or project related services, due to any of the factors mentioned above.

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

In terms of our EPC contracts and requirement of the government clients, we are required to provide certain financial guarantees such as bid security, advance security, performance bank guarantees, and retention bank guarantees 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 12 to 18 months beyond the scheduled completion period or as required under specific contracts, after the defect liability period prescribed in that contract. In addition, letters of credit are often required to satisfy payment obligations to suppliers and sub-contractors. We may not be able to continue obtaining new financial, performance and retention bank guarantees in sufficient quantities to match our business requirements. If we are unable to provide sufficient collateral to secure the financial bank guarantees, performance bank guarantees, retention 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.

Set out below is the amount of bank guarantees/ surety bonds furnished by our Company in the three months period ended June 30, 2024 and the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022, respectively.

<b>Particulars</b>	<b>Period of validity</b>	<b>Three months period ended June 30, 2024</b>	<b>Financial Year ended March 31, 2024</b>	<b>Financial Year ended March 31, 2023</b>	<b>Financial Year ended March 31, 2022</b>
Amount of bank guarantees furnished (in ₹ million)	The validity of bank guarantees varies from project to project. The maximum validity period in existing bank guarantees is up to July 31, 2028.	38,515.00	37,082.00	30,304.40	21,526.20
Amount of surety bonds furnished (in ₹ million)	The surety bonds are valid till the project completion date, hence it varies from project to project. The maximum validity period in existing surety bonds issued is up to Financial Year 2024-2025.	201.55	201.84	198.52	0.00

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. While we have not had any instances in the three months period ended June 30, 2024 and the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022, if any or all the bank guarantees are invoked, it may result in a material adverse effect on our business and financial condition. Also see, “— We have certain contingent liabilities, which, if they materialize, may or may not adversely affect our results of operations, financial condition and cash flows” on page 44.

**13. Our Company, Promoters, Directors, Subsidiaries and Group Companies are involved in certain legal proceedings. An adverse outcome in such proceedings may have a material adverse effect on our business, results of operations and financial condition.**

Our Company, Promoters, Directors, Subsidiaries and Group Companies are involved in certain legal proceedings. These legal proceedings are pending at different levels of adjudication before various courts and tribunals or other governmental 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.

A summary of outstanding litigation proceedings involving our Company, our Promoters, our Directors, our Subsidiaries and our Group Companies as on the date of this Red Herring Prospectus and as disclosed in the section titled “Outstanding Litigation and Other Material Developments” in terms of the SEBI ICDR Regulations is provided below:

Name of entity	Number of Criminal proceedings	Number of Tax proceedings	Number of Statutory or regulatory proceedings	Number of Material civil litigations	Number of Other pending material litigation	Aggregate amount involved* (in ₹ million)
<b>Company</b>						
By our Company	11	N.A.	N.A.	11	Nil	1,766.12#
Against our Company	2	61	2	4	6	2,359.20
<b>Directors</b>						
By our Directors	Nil	Nil	Nil	Nil	Nil	N.A.
Against our Directors	Nil	Nil	Nil	Nil	Nil	N.A.
<b>Promoters**</b>						
By our Promoters	Nil	Nil	Nil	Nil	Nil	N.A.
Against our Promoters	Nil	Nil	Nil	Nil	Nil	N.A.
<b>Subsidiaries</b>						
By our Subsidiaries	Nil	Nil	Nil	Nil	Nil	N.A.
Against our Subsidiaries	Nil	Nil	Nil	Nil	Nil	N.A.
<b>Group Companies</b>						
By our Group Companies	Nil	Nil	Nil	Nil	Nil	N.A.
Against our Group Companies	Nil	Nil	Nil	Nil	Nil	N.A.

\* To the extent quantifiable. The amount in dispute in relation to taxation matters is to the extent quantifiable as per notice of demand and excluding any further liabilities towards interest and penalty.

\*\* Other than proceedings involving our Directors.

# This does not include BDT 14.94 million representing claims submitted by our Company against various parties. For details, see “Outstanding Litigation and Other Material Developments - Litigation by our Company - Material civil litigation” on page 373.

**14. For the three months period ended June 30, 2024, we derived approximately 29% of our revenue from our international clients in Bangladesh, Mali and Niger. Our inability to handle risks associated with executing foreign projects and supplying our products to foreign countries which could negatively affect our business with clients in foreign countries, as well as our operations and assets in such countries.**

In the three months period ended June 30, 2024 and the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022, our Company has completed 26 projects across various countries. A breakup of our geographical presence in India and the international market in the three months period ended June 30, 2024 and the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022, is provided below:

Particulars	Three months period ended June 30, 2024	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023	Financial Year ended March 31, 2022
Number of projects completed in the international market	Nil	1	1	4
Number of projects completed in India	Nil	10	2	8

The table below sets for a breakup of our revenue from operations generated in India and outside India for the three months period ended June 30, 2024 and the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022, on a consolidated basis.

Particulars	Three months period ended June 30, 2024		Financial Year ended March 31, 2024		Financial Year ended March 31, 2023		Financial Year ended March 31, 2022	
	Amount of revenue from operations (in ₹ million)	Percentage of revenue from operations (%)	Amount of revenue from operations (in ₹ million)	Percentage of revenue from operations (%)	Amount of revenue from operations (in ₹ million)	Percentage of revenue from operations (%)	Amount of revenue from operations (in ₹ million)	Percentage of revenue from operations (%)
India	4,494.59	50.11	16,619.17	41.45	14,388.38	46.62	14,170.34	62.04
Outside India	4,474.44	49.89	23,473.13	58.55	16,472.99	53.38	8,671.08	37.96
<b>Total revenue from operations</b>	<b>8,969.03</b>	<b>100.00</b>	<b>40,092.30</b>	<b>100.00</b>	<b>30,861.37</b>	<b>100.00</b>	<b>22,841.42</b>	<b>100.00</b>

As on June 30, 2024, our unexecuted order book amounted to ₹36,290.82 million constituting 35.53% of our total unexecuted order book, from our ongoing projects in India and ₹65,839.84 million constituting 64.47% of our total unexecuted order book, from our ongoing projects outside India.

Further, out of our portfolio of international projects we have witnessed a certain degree of unrest in countries like Bangladesh, Mali and Niger, in the past. For the three months period ended June 30, 2024, we derived 29.17% of our revenue from our international clients in Bangladesh, Mali and Niger. The details of the revenue generated, percentage of revenue generated, number of contracts and number of clients in these countries, for the three months period ended June 30, 2024 and the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022, are as follows:

Particulars	Three months period ended June 30, 2024	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023	Financial Year ended March 31, 2022
<b>Bangladesh</b>				
Revenue generated (in ₹ million)	1,726.77	11,018.98	8,193.00	5,108.35
Percentage of revenue generated	19.25%	27.48%	26.55%	22.36%
Number of contracts	7	7	6	4
Number of clients	1	1	1	1
<b>Mali</b>				
Revenue generated (in ₹ million)	752.54	2,248.99	715.38	605.96
Percentage of revenue generated	8.39%	5.61%	2.32%	2.65%
Number of contracts	2	2	2	2
Number of clients	2	2	2	2
<b>Niger</b>				
Revenue generated (in ₹ million)	137.58	633.19	3,280.55	68.20
Percentage of revenue generated	1.53%	1.58%	10.63%	0.30%
Number of contracts	2	2	2	2

Particulars	Three months period ended June 30, 2024	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023	Financial Year ended March 31, 2022
Number of clients	1	1	1	1

Our geography wise order intake for orders outside India has also fluctuated in the past. The table below shows our geography wise order intake for the three months period ended June 30, 2024 and the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022.

Geography of client	For the Financial Year ended			
	June 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
In India	1,494.42	24,659.60	17,354.01	14,307.37
Outside India	7,943.57	19,175.23	47,487.73	19,951.66
<b>Total</b>	<b>9,437.99</b>	<b>43,834.83</b>	<b>64,841.74</b>	<b>34,259.03</b>

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:

- 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 clients;
- compliance with local laws, including legal constraints on ownership and corporate structure, environmental, health, safety, labor and accounting laws, may impose onerous and expensive obligations on our foreign subsidiaries. If we are unable to comply with such laws, our business, results of operations, financial condition and cash flows could be adversely affected;
- understanding of the ground level conditions including costs of labour, material and services and impacts of changes in taxation;
- ability to get access to local materials and services at the rates quoted in the bids;
- unavailability of skilled and unskilled labour in foreign countries;
- 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 i.e. the relative prices at which we and our competitors undertake projects in the same markets and the cost of certain inventory and non-inventory items required for our operations;
- anti-competitive behavior, money laundering, bribery and corruption by third parties as well as crime and fraud;
- inability to effectively enforce contractual or legal rights and adverse tax consequences; differing accounting standards and interpretations.

Any of these risks could have a material adverse effect on our business and financial condition.

**15. Trade receivables, contract assets and inventories form a substantial part of our current assets and net worth. Further our cash flows from operating activities are also reducing. Failure to manage the same could have an adverse effect on our profitability, cash flow and liquidity.**

Our business is working capital intensive and hence trade receivables, contract assets and inventories form substantial part of our current assets and net worth. For the three months period ended June 30, 2024 and the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022, the trade receivable, contract assets and inventories was as follows:

Particulars	Three months period ended June 30, 2024	For Financial Year ended March 31, 2024	For Financial Year ended March 31, 2023	For Financial Year ended March 31, 2022
Trade Receivables	9,140.26	10,261.41	6,448.95	6,397.35

Particulars	Three months period ended June 30, 2024	For Financial Year ended March 31, 2024	For Financial Year ended March 31, 2023	For Financial Year ended March 31, 2022
Contract Assets	21,128.42	19,510.83	14,669.05	10,944.29
Inventories	4,654.62	3,782.67	3,109.96	2,784.86
<b>Total (A)</b>	<b>34,923.30</b>	<b>33,554.91</b>	<b>24,227.97</b>	<b>20,126.50</b>
<b>Total Assets (B)</b>	<b>48,361.70</b>	<b>46,206.08</b>	<b>34,454.91</b>	<b>28,418.65</b>
Percentage constitution of Total Assets (A/B*100)	72.21%	72.62%	70.32%	70.82%

For further details see “*Objects of the Offer- Basis of estimation of incremental working capital requirement- Existing working capital*” on page 102.

The following table sets forth details of our cash flows from operating activities for the three months period ended June 30, 2024 and the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022:

Particulars	Three months period ended June 30, 2024	For Financial Year ended March 31, 2024	For Financial Year ended March 31, 2023	For Financial Year ended March 31, 2022
Net cash flow from operating activities	1,318.72	354.85	1,426.79	501.62

The results of operations of our business and our overall financial condition are hence dependent on our ability to effectively manage our inventory, contract assets and trade receivables. We generally procure raw materials on the basis of management estimates based on past requirements and future estimates. To effectively manage our supplies inventory, we must be able to accurately estimate customer demand, project requirements, project timelines and supply requirements and purchase new inventory accordingly. However, if our management misjudges expected project timelines and customer demand, it could cause either a shortage of construction materials or an accumulation of excess inventory. Further, if we fail to finish any project within the given timelines, we may be required to carry work-in-progress inventory on our books and pay for fresh supplies on other projects without receiving payment for earlier projects, requiring to create additional vendor financing, all of which could have an adverse impact on our income and cash flows.

To effectively manage our trade receivables, we must be able to accurately evaluate the credit worthiness of our customers, contractors / employers and ensure that suitable terms and conditions are given to them in order to ensure our continued relationship with them. However, if our management fails to accurately evaluate the credit worthiness of our customers, it may lead to bad debts, delays in recoveries and / or write-offs which could lead to a liquidity crunch, thereby adversely affecting our business and results of operations. A liquidity crunch may also result in increased working capital borrowings and, consequently, higher finance cost which will adversely impact our profitability.

- 16.** *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 June 30, 2024, our borrowings, on a consolidated basis, were ₹ 6,034.28 million (excluding non-fund based limits). 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, entering into real estate transactions, 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 the 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.

If we are not in compliance with certain of these covenants and are unable to obtain waivers from the respective lenders or if any events of default occur, our lenders may accelerate the repayment schedules or terminate our credit facilities. For the three months period ended June 30, 2024 and the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022, we have outstanding unsecured loans amounting to ₹788.35 million, ₹1,150.18 million, ₹835.64 million, and ₹245.22 million, respectively, from banks and other financial institutions, which are repayable on demand to them. These loans are not repayable in accordance with any agreed repayment schedule and may be recalled by the relevant lender at any time. In such cases, 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 advanced to us in a timely manner or at all. Subsequently, if we are unable to pay our debt, affected lenders could also proceed against any collateral granted to them to secure such indebtedness. Further, such covenant defaults could result in cross-defaults in our other debt financing agreements. In the event our lenders accelerate the repayment of our borrowings, there can be no assurance that we will have sufficient assets to repay our indebtedness. We have obtained consents from all the lenders with whom we have signed the facility agreements or novation agreements or sanction letters and have intimated the lenders where the terms of the facility agreements or sanction letters provided for an intimation to such lender.

Additionally, pursuant to the Scheme of Arrangement, our Company was allocated certain borrowings, however, certain lenders, viz., Life Insurance Corporation of India, General Insurance Corporation of India and United India Insurance Company Limited, did not sign the novation agreements with us for such borrowings. Accordingly, despite such lenders have not recorded our Company as a borrower, we have intimated such lenders in relation to the Offer, to the extent practicable. For details, see “*Restated Consolidated Financial Information – Note 19: Other Financial Liabilities*” on page 309. In the absence of any contract with Life Insurance Corporation of India, General Insurance Corporation of India and United India Insurance Company Limited, there is no contractual/ other obligation on our Company to obtain lenders’ consent from Life Insurance Corporation of India, General Insurance Corporation of India and United India Insurance Company Limited, for undertaking the Offer, further issue of the equity shares or any change in capital structure.

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.

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

Our contingent liabilities for as at June 30, 2024, are as follows:

Particulars	Amount as of June 30, 2024 (₹ in million)
<b>(a) Contingent Liabilities</b>	
Bank guarantees issued by the bankers	661.11
Indirect tax matters for which Company has preferred appeal	930.65
Direct tax matters for which Company has preferred appeal	761.68
Others	177.62
<b>Total (a)</b>	<b>2531.06</b>
<b>(b) Commitments</b>	
Estimated amount of contracts remaining to be executed on Capital Account and not provided for in accounts	696.25
Other Commitments	11.37
<b>Total (b)</b>	<b>707.62</b>

We cannot assure you that we will not incur similar or increased levels of contingent liabilities in the future. If any of these contingent liabilities materialize, our financial condition and results of operation may be adversely affected. For further details on our contingent liabilities, see “*Summary of the Offer Document*” and “*Restated Consolidated Financial Information — Note 49: Contingent liabilities and Commitments*” on pages 14 and 321, respectively.

**18. *Our contracts with government agencies usually contain terms that favour the government clients, who may terminate our contracts prematurely and impose restrictions on our Company from procurement of any future contracts under various circumstances beyond our control such as right of way or foreign clearances, which may have a material adverse impact on our financial condition and results of operations.***

The counterparties to a number of our EPC contracts are Indian and foreign government entities and these contracts are usually based on the forms chosen by such entities. As a result, we have only a limited ability to negotiate the terms

of these contracts, which tend to favour the government clients. For instance, the terms laying out our obligations in relation to delivery and completion schedules, specifications for manufacturing and testing of products, guarantees to be furnished by us for the project, right of way, foreign clearances etc., are determined by the government entities and we are not permitted to amend such terms. The contractual terms may present risks to our business, including:

- risks we have to assume and lack of recourse to our government client where defects in site or geological conditions were unforeseen or latent from our preliminary investigations, design and engineering prior to submitting a bid;
- liability for defects arising after the termination of the agreement;
- clients' discretion to grant time extensions, which may result in project delays and/or cost overruns; and
- the right of the government client to terminate our contracts for convenience at any time after providing us with the required written notice within the specified notice period.

Under our EPC contracts, the contract price and scheduled completion date of the project may not be adjusted for any unforeseen difficulties or costs such as work stoppages, labour or social unrest, environmental activism, adverse weather conditions such as cyclones and monsoons, natural calamities, delays in construction, delays in clearances, increased cost of raw materials, unavailability of adequate funding, inability to secure rights of way for certain portions of the transmission line or within the required timeframe, failure to complete projects within budget and in accordance with the required specifications, legal actions brought by third parties, changes in government, regulatory and tax policies, foreign exchange movements, adverse trends in the power transmission industry. However, we are responsible for having foreseen difficulties such as unavailability of equipment, factored into our contract price and completion date. Such conditions in the EPC contracts may affect the efficient execution of these projects and may have adverse effects on our profitability, cash flow and our reputation.

**19. *We have in the past entered into related party transactions and may continue to do so in the future and there can be no assurance that we could not have achieved more favourable terms if such transactions had not been entered into with related parties.***

In the ordinary course of our business, we have entered into transactions with related parties especially with our joint ventures. All related party transactions that we have entered into are business transactions conducted on an arms' length basis, and in compliance with Companies Act, 2013 and other applicable laws. However, there can be no assurance that we could not have achieved more favourable terms if such transactions had not been entered into with related parties. Furthermore, it is likely that we will continue to enter into related party transactions in the future. The table below sets forth the details of our related party transactions for the three months period ended June 30, 2024 and the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022, respectively.

Particulars	Three months period ended June 30, 2024	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023	Financial Year ended March 31, 2022
Revenue from operation with related party (in ₹ million)	864.06	3,899.75	4,070.11	3,615.80
Contribution of related party transactions towards the total revenue of operations (%)	9.29	9.44	13.19	15.83

For further details regarding our related party transactions, see the section "*Restated Consolidated Financial Information*" as disclosed on page 269. There can be no assurance that these or any future related party transactions that we may enter into, individually or in the aggregate, will not have an adverse effect on our business, financial condition, results of operations and future prospects. Further, the transactions we have entered into and any future transactions with our related parties have involved or could potentially involve conflicts of interest which may be detrimental to our Company and against your interest.

**20. *There have been certain instances of delays in payment of statutory dues by our Company in the past. Any delay in payment of statutory dues by our Company in future, may result in the imposition of penalties and in***

*turn may have an adverse effect on our Company's business, financial condition, results of operation and cash flows.*

The table below sets forth the details of the statutory dues paid by our Company, employees covered under such statutory dues and payment of statutory dues that have been delayed in relation to its employees for the periods indicated below:

Particulars		For the period			
		Three months period ended June 30, 2024	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023	Financial Year ended March 31, 2022
<b>Employee provident fund</b>	Statutory dues paid (₹ million) (including amount delayed as provided below)	28.42	105.63	93.70	84.53
	Number of employees covered	1,847.00	1,780.00	1,714.00	1,662.00
	Amount delayed (₹ million)	-	0.08	0.20	48.76
	Number of instances of delay	-	6.00	12.00	29.00
<b>Employees' state insurance corporation contribution</b>	Statutory dues paid (₹ million) (including amount delayed as provided below)	0.08	0.40	0.59	0.81
	Number of employees covered	38.00	55.00	84.00	126.00
	Amount delayed (₹ million)	-	0.06	0.25	0.63
	Number of instances of delay	-	2.00	11.00	27.00
<b>Tax deducted at source (on salaries of employees)</b>	Statutory dues paid (₹ million) (including amount delayed as provided below)	27.29	189.83	179.52	151.02
	Number of employees covered	664.00	836.00	706.00	620.00
	Amount delayed (₹ million)	-	-	9.98	52.93
	Number of instances of delay	-	-	1.00	4.00
<b>Tax deducted at source (other than salaries of employees)</b>	Statutory dues paid (₹ million) (including amount delayed as provided below)	48.37	225.88	160.06	125.05
	Amount delayed (₹ million)	-	3.55	4.85	32.05
	Number of instances of delay	-	1.00	5.00	35.00
<b>Tax collected at source</b>	Statutory dues paid (₹ million) (including amount delayed as provided below)	1.72	6.10	4.68	5.54
	Amount delayed (₹ million)	-	1.09	0.34	1.64
	Number of instances of delay	-	2.00	2.00	8.00
<b>Professional tax</b>	Statutory dues paid (₹ million) (including amount delayed as provided below)	0.77	2.98	2.88	2.94
	Number of employees covered	1,373.00	1,461.00	1,444.00	1,412.00
	Amount delayed (₹ million)	-	0.02	0.02	0.04

Particulars	For the period			
	Three months period ended June 30, 2024	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023	Financial Year ended March 31, 2022
Number of instances of delay	-	1.00	1.00	2.00

We cannot assure you that there will be no such delays in the future or that we will not be subject to action by the authorities.

**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 / turnkey projects due to the internal processes/client processes involving periodical approval of project milestones, right of way or foreign 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 interruption. We may also face delays due to shortage and pilferage of our materials lying at the sites which may either suffer losses 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. 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. For further details, see “- *We are required to furnish bank guarantees/ surety bonds as part of our business. Our inability to arrange such guarantees or the invocation of such guarantees or our inability to fulfill any or all of the obligations under such bank guarantees / surety bonds may or may not adversely affect our cash flows and financial condition*” on page 39. Any significant operational problems or the temporary unavailability of the machines and equipment could result in delays or incomplete projects or services and adversely affect our results of operations. During the three months period ended June 30, 2024 and the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022, our Company has faced certain claims in relation to delay in completion of our projects, which resulted in imposition of penalties aggregating to ₹ Nil million, ₹ 0.89 million, ₹ 2.31 million and ₹ 0.00 million, respectively. We cannot assure you whether there will be further delays in our ongoing projects or future projects and we will face penalties in that regard, which may result in an adverse impact on our financial condition, operations and reputation.

**22. *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 Red Herring Prospectus would be subject to certain compliance requirements, including prior Shareholders' approval.***

We propose to use the Net Proceeds for funding incremental working capital requirements, funding capital expenditure of our Company and for general corporate purposes. For details, see “*Objects of the Offer*” on page 100. The proposed deployment of Net Proceeds has not been appraised by any bank or financial institution or other independent agency and is based on internal management estimates based on current market conditions and historic level of expenditures. 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 section, may limit or delay our efforts to use the Net Proceeds to achieve profitable growth in our business. 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.

**23. *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*”, with respect to funding incremental working capital requirements, 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 have placed orders and entered into letters of intent for the capital expenditure and have also paid an advance amounting to ₹40.80 million towards such purchase

orders. Any changes in the utilization of the Net Proceeds will be subject to the approval of the shareholders. 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. For details, see “*Objects of the Offer - Funding capital expenditure requirements of our Company*” on page 106. 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.

Furthermore, we may need to vary the objects of the Offer due to several factors or circumstances including competitive and dynamic market conditions, variation in cost structures, changes in estimates due to cost overruns or delays, which may be beyond our control. Pursuant to Section 27 of the Companies Act, 2013, any variation in the objects of the Offer would require a special resolution of our Shareholders. If our shareholders do not agree to such variation, it may impact our business, financial condition, results of operations and cash flows.

**24. *Our Promoter(s) and members of Promoter Group will continue to retain a majority shareholding in our Company after the Offer, which will allow them to exercise significant influence over us.***

After the completion of the Offer, our Promoters and members of the Promoter Group are expected to hold [●] % of our outstanding total issued and paid-up Equity Share capital. Further, the involvement of our Promoters in our operations, including through strategy, direction and client relationships have been integral to our development and business.

Accordingly, our Promoters and members of the 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 member of the Promoter Group will act to resolve any conflicts of interest in our Company’s or your favor.

**25. *We cannot assure that the construction of our projects will be free from any or all defects, which may adversely affect our business, financial condition, results of operations and prospects.***

Actual or claimed defects in construction quality during the construction of our projects, could give rise to claims, liabilities, costs and expenses. Further, we may not be able to recover such increased costs from our project clients in part, or at all, for any defects observed in the projects or damage caused to the project on account of the fault of our workers. We may further face slight delays in the estimated project completion schedule in respect of such projects on account of additional works required to be undertaken towards rectifying such construction faults, and we may have to appoint additional workforce and resources in order to complete the project within the pre-determined time period, which may result in increased expenditure for our Company, which we may not be able to pass on to our project clients. While any of the aforementioned events which could materially impact our projects or business operations, have not occurred in the past, however we cannot assure you that any claims in respect of the quality of our construction will not arise in the future and would not affect our business or financial condition. While we have not had any instance the three months period ended June 30, 2024 and the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022, in the event any material events which bring the quality of our services could impact our eligibility to bid for civil construction, irrigation, mining and other projects may be affected, or in the event any defects in our construction trigger the extreme circumstances leading to termination or affect public interest, could lead to termination of our contracts blacklisting of our registration as a civil constructor and therefore could adversely affect our business operations and result of operations.

We seek protection through our practice of covering risks through arbitration, contractual limitations of liability, indemnities and insurance. However, there can be no assurance that any cost escalation or additional liabilities in connection with the development of such projects would be fully offset by amounts due to us pursuant to the guarantees and indemnities, if any, provided by our contractors or insurance policies that we maintain. While there have not been any material events which have led us to claim coverage from our insurance policies, however, any liability in excess of our insurance payments, reserves or backup guarantee could result in additional costs, which would reduce our profits. Further, such construction faults may result in loss of goodwill and reputation and may furthermore have a material and adverse impact on our eligibility in respect of future bids made by us towards projects, thereby affecting our future operations and revenues.

In addition, if there is a client dispute regarding our performance, the client may delay or withhold payment to us. If we were ultimately unable to collect these payments, our profits would be reduced. While there have not been any

such instances in the past, however, these claims, liabilities, costs and expenses, if not fully covered, thus could have an adverse effect on our business, financial condition, results of operations, and prospects.

**26. *In the past, our Company has been subjected to penalty in case of contraventions under the Companies Act, 2013 in connection with the Pre-IPO Placement. If we are subject to penalties in the future or other regulatory actions in relation to the non-compliances, our reputation, business and results of operations could be adversely affected.***

Our Company vide a resolution passed by its Board of Directors dated September 9, 2024, had approved an allotment of 1,033,057 Equity Shares at a price of ₹484.00 per Equity Share, aggregating to ₹500.00 million, to four allottees through a private placement. Divyam Sanjay Agrawal, being one of the allottees, was required to remit an amount of ₹5.00 million from his personal bank account towards the share application money for the allotment of 10,333 Equity Shares, under such private placement. However, due to technical difficulties in transferring the required funds Divyam Sanjay Agrawal requested M/s. Sanvijay Rolling and Engineering Limited to transfer such amount on his behalf to our Company. Our Company received the share application money for the allotment from M/s. Sanvijay Rolling and Engineering Limited and made the allotment of 10,333 Equity Shares to Divyam Sanjay Agrawal, in contravention of Rule 14(5) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended. Accordingly, our Company has filed an adjudication application dated September 27, 2024, with the Registrar of Companies, Maharashtra at Mumbai (“RoC”), under Section 454 of the Companies Act, 2013, for adjudication of penalty for contravention of provisions of Section 42 of the Companies Act, 2013 along with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rule, 2014, each as amended. Our Company, Digambar Chunnilal Bagde, Randeep Narang, Ajit Pratap Singh, Gandhali Upadhye, Sanjay Kumar Verma, Vinod Kumar Dasari, Srikant Chaturvedi, Ranjit Jatar, Ashish Gupta, Major General Dr. Dilawar Singh and Ravita Nirmal Punwani received a show cause notice dated October 1, 2024, from the RoC, to seek justification from our Company as to why action should not be taken imposing a penalty of ₹240.00 million on our Company, Digambar Chunnilal Bagde, Randeep Narang, Ajit Pratap Singh, Gandhali Upadhye, Sanjay Kumar Verma, Vinod Kumar Dasari, Srikant Chaturvedi, Ranjit Jatar, Ashish Gupta, Major General Dr. Dilawar Singh and Ravita Nirmal Punwani, collectively, under Section 42(10) of the Companies Act, 2013, as amended (“SCN”). We filed a reply dated October 15, 2024, to the SCN, before the RoC. Subsequently, our Company, Digambar Chunnilal Bagde, Randeep Narang, Ajit Pratap Singh, Gandhali Upadhye, Sanjay Kumar Verma, Vinod Kumar Dasari, Srikant Chaturvedi, Ranjit Jatar, Ashish Gupta, Major General Dr. Dilawar Singh and Ravita Nirmal Punwani, received an adjudication order bearing reference number PO/ADJ/10-2024/MB/00006 and dated October 29, 2024, for adjudication of penalty under Section 454 of the Companies Act, 2013, for violation of Section 42(10) of the Companies Act, 2013 (“Order”) from the RoC. The Order imposed a penalty of ₹5.00 million on our Company, Digambar Chunnilal Bagde, Randeep Narang and Sanjay Kumar Verma, collectively. The penalty has been paid by our Company, Digambar Chunnilal Bagde, Randeep Narang and Sanjay Kumar Verma on November 5, 2024. Consequent to such payment of penalty, the process of adjudication is complete and the matter is closed.

We cannot assure you that such types of lapses will not occur in the future and that we will not be subject to further penalties or other regulatory action.

**27. *Our business is substantially dependent on the revenue from operations generated from our top one, top five and top ten clients Any reduction in our revenue from operations generated from these entities may have a material adverse effect on our business and results of operations.***

The breakup of contribution to our revenue from operation by our top 1, 5 and 10 clients, for the three months period ended June 30, 2024 and the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022, is as follows:

Particulars	Amount of revenue from operations generated in the three months period ended June 30, 2024	Percentage of revenue from operations generated in the three months period ended June 30, 2024	Amount of revenue from operations generated in the Financial Year ended March 31, 2024	Percentage of revenue from operations generated in the Financial Year ended March 31, 2024	Amount of revenue from operations generated in the Financial Year ended March 31, 2023	Percentage of revenue from operations generated in the Financial Year ended March 31, 2023	Amount of revenue from operations generated in the Financial Year ended March 31, 2022	Percentage of revenue from operations generated in the Financial Year ended March 31, 2022
Top 1 client	1,588.08	17.71%	10,917.75	27.23%	8,206.26	26.59%	5,099.36	22.33%
Top 5 clients	4,604.91	51.34%	25,465.10	63.52%	22,285.87	72.21%	15,279.36	66.89%
Top 10 clients	6,050.46	67.46%	31,228.50	77.89%	26,955.78	87.34%	19,049.29	83.40%

Please note that owing to confidentiality restrictions provided in the agreements entered into with our clients and non-receipt of their consent to be named in this Red Herring Prospectus, we cannot include names of our top 10 clients in this Red Herring Prospectus.

Any reduction in our revenue from operations generated from these entities may have a material adverse effect on our business and results of operations.

- 28. *In the past, growth rate of our domestic business has been lower than the overall growth rate of our business. Such lower growth rates in our domestic business may continue in the future which may adversely impact our business operations and profitability.***

The breakdown of our revenue from operations on the basis of geography for the three months period ended June 30, 2024 and the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022, is set out below:

Particulars	Three months period ended June 30, 2024	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023	Financial Year ended March 31, 2022
Revenue from operations generated in India (In ₹ million)	4,494.59	16,619.17	14,388.38	14,170.34
Percentage to total revenue from operations (%)	50.11	41.45	46.62	62.04
Revenue from operations generated outside India (In ₹ million)	4,474.44	23,473.13	16,472.99	8,671.08
Percentage to total revenue from operations (%)	49.89	58.55	53.38	37.96

From the table above, it is evident that the growth rate of our domestic business in the past has been lower than the overall growth rate of our business. We cannot ensure that such lower growth rates in our domestic business will not continue in the future and will not adversely impact our business operations and profitability in the future.

- 29. *Foreign portfolio registration certificate of Global Axe Investment Fund (formerly known as Aviator Global Investments Fund) (“GAIF”), one of our Promoter Group entities, and Great International Tusker Fund (“GITF”) has been rendered invalid by SEBI. GAIF and GITF have also invested in our Promoter, Ajanma Holdings Private Limited, through the FDI route. Any further regulatory actions against GAIF and GITF may affect their investment in our Promoter which may in turn adversely affect our reputation.***

GAIF's registration as a Category I foreign portfolio investor has been rendered invalid from March 12, 2024, by SEBI in light of non-provision of the mandated additional disclosures for foreign portfolio investors required under the SEBI circular dated August 24, 2023, bearing reference number SEBI/ HO/ AFD/ AFD –PoD –2/ CIR/ P/ 2023/148, in cases where such foreign portfolio investors hold more than 50% of Indian equity AUM in a single Indian corporate group.

Furthermore, the registration of GITF, as a Category I foreign portfolio investor, has also been rendered invalid from March 12, 2024, by SEBI in light of their failure to provide their ultimate beneficial owners' information on a granular basis as required under the SEBI circular dated August 24, 2023, bearing reference number SEBI/ HO/ AFD/ AFD – PoD –2/ CIR/ P/ 2023/148.

Consequent to the aforementioned invalidation, the foreign portfolio investor accounts of both GAIF and GITF have been blocked for making fresh investments in the securities listed in the Indian markets and both GAIF and GITF have to liquidate their existing position in the Indian securities market within the stipulated time period, in compliance with the SEBI Circular dated June 5, 2024 and bearing reference number SEBI/HO/AFD/AFD-PoD-2/P/CIR/2024/77. This will not affect their investment in our Promoter, Ajanma Holdings Private Limited, however, any further regulatory actions against GAIF and GITF may affect their investment in our Promoter which may in turn adversely affect our reputation.

- 30. *We may not be awarded the projects that we successfully bid for and emerge as the lowest bidder, i.e. projects amounting to ₹32,206 million as on June 30, 2024 due to cancellation, modification, delay or annulment of such projects which may materially and adversely affect our business, future prospects, reputation, financial condition and results of operation.***

As on September 30, 2023, the value of the projects where we made successful bids and emerged as the lowest bidder, amounted to ₹ 70,873 million. During the period between September 30, 2023, and June 30, 2024, projects amounting to ₹17,350 were included to the value of the projects where we made successful bids and emerged as the lowest bidder, projects amounting to ₹8,842 million were awarded to our Company and projects amounting to ₹47,476 million were either not awarded to us or annulled. A foreign exchange impact of ₹301 million has also been factored into the above reconciliation. Accordingly, as on June 30, 2024, the value of projects where we made successful bids and emerged as the lowest bidder, amounted to ₹32,206 million. Our order intake for our power transmission and distribution vertical also reduced by 39.10% from the Financial Year ended March 31, 2023 to Financial Year ended March 31, 2024. Our vertical wise order intake for the three months period ended June 30, 2024 and the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022, are as follows:

Vertical	For the Financial Year ended			
	June 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Power transmission and distribution	8,469.09	39,178.48	64,335.03	26,645.37
Civil construction	-	2,149.00	-	2,559.90
Poles and lighting	264.60	1,725.60	506.71	426.04
Railways	704.30	781.75	-	4,627.72
<b>Total</b>	<b>9,437.99</b>	<b>43,834.83</b>	<b>64,841.74</b>	<b>34,259.03</b>

In the event we are not awarded any project for which we have emerged as the lowest bidder due to any reason whatsoever, our actual revenue for a particular period may not meet our forecast for the said period. For instance, in the past our Company had emerged as lowest bidder in a project, but the tender was cancelled and recalled for the project owing to our Company's L1 quoted price being approximately 33.5% higher than the estimates of the department. Further, cancellation, modification, delay or annulment of such projects may materially affect our business future prospects, reputation, financial condition and results of operation.

- 31.** *We rely on third party logistics providers for transportation of our products and machines 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 do not enter into any agreements with our third-party logistics service providers. Their engagement is on a purchase order or invoice basis. There are no conflicts of interest between the third party logistic providers (crucial for our operations) and our Company, Promoters, members of Promoter Group, Key Managerial Personnel, Senior Management, Directors and Subsidiaries, Group Companies and the respective directors of our Subsidiaries and Group Companies.

We have incurred freight and other related expenses for the three months period ended June 30, 2024 and the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022, respectively, details of which are set out below:

Particulars	Three months period ended June 30, 2024	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023	Financial Year ended March 31, 2022
Freight and other expenses (in ₹ million)	307.00	1,916.78	1,727.76	1,136.39
Percentage contribution of freight and other expenses towards the total expenses (in %)	3.60	5.03	5.71	5.01

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, such as the outbreak of COVID-19 (including the Delta variant and Omicron variant), 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, abnormal rise in rates of shipping, ECOWAS sanctions and other unforeseen events. Such eventualities may adversely affect our business, financial condition, result of operations and cash flows.

- 32. Fluctuation in cost of raw materials or any shortages, delay or disruption in the supply of the raw materials we use in our manufacturing process or may have a material adverse effect on our business, financial condition, results of operations and cash flows.**

The major raw materials used by our Company include, steel, zinc and aluminum. We enter into memorandum of understanding with our suppliers of zinc and procure all other raw materials like steel and aluminum on a purchase order basis. The memorandum of understanding we enter into with our suppliers of zinc generally have a term of twelve months and includes specifications in relation to the quality, quantity, packaging, delivery and pricing mechanism of the zinc supplied to us. There are no conflicts of interest between the suppliers of our raw materials (crucial for our operations) and our Company, Promoters, members of Promoter Group, Key Managerial Personnel, Senior Management, Directors and Subsidiaries, Group Companies and the respective directors of our Subsidiaries and Group Companies. Our operations are dependent upon the price and availability of the raw materials that we require for the manufacturing of lattice transmission towers, conductors, steel monopoles for transmission and distribution, street light poles, high mast, railway electrification masts, stadium mast, traffic light poles, derrick structures, solar street lights etc. We do not have long term contracts with our suppliers and we usually keep inventory of raw materials on a need basis, as purchases are project specific and grades of raw materials/commodity vary project to project. If we face 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 and at a reasonable price, 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 or provide our services according to our pre-determined timeframes or as contracted with our clients, at our previously estimated product costs, or at all. Therefore, any shortage, delay or disruption in supply of any of our raw materials could have an adverse effect on our business, results of operations, cash flows and reputation. The table below sets out the breakdown of total cost of materials consumed and the number of days of inventory in the three months period ended June 30, 2024 and the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022:

Particulars	Three months period ended June 30, 2024	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023	Financial Year ended March 31, 2022
Total cost of materials consumed (in ₹ million) <sup>(1)</sup>	4,488.75	22,083.16	18,132.03	11,881.52
Percentage contribution of cost of material consumed towards the total expenses (in %) <sup>(2)</sup>	52.64	57.89	59.95	52.42
Percentage of total raw material cost incurred in foreign currency (in %) <sup>(3)</sup>	8.61	8.85	7.69	2.44
Number of days of inventory* <sup>(3)</sup>	86	57	59	78

(1) Cost of material consumed and changes in inventory as per the Restated Consolidated Financial Information

(2) Total cost of material consumed divided by total expenses.

(3) Total raw material purchase (net of discount) from outside India divided by total cost of raw material purchase (net of discount).

(4) (Average inventory divided by cost of material consumed) multiplied by number of days for the period.

The prices and supply of these raw materials are also affected by, among others, general economic conditions, volatility in commodity markets, competition, production costs and levels, the occurrence of pandemic (such as COVID-19), transportation costs, indirect taxes and import duties, tariffs and currency exchange rate. If we are unable to pass on cost increases to our clients or are unsuccessful in managing the effects of raw material price fluctuations, our business, financial condition, results of operations and cash flows could be materially and adversely affected. For further details, see “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on page 340.

While our Company does not have a formalized hedging policy, we hedge certain specific commodity exposure through hedging mechanisms. Increase in prices of unhedged commodities or unavailability of hedging limits may adversely affect our results of operations if there is an increase in the cost of the raw materials we procure.

Additionally, suppliers may stop manufacturing raw materials for us on acceptable terms in future and we may be unable to find alternative manufacturers in a timely and efficient manner and on acceptable terms or at all. Other risks associated with our reliance on the suppliers to manufacture the raw materials include, quality assurance and timely delivery of the raw materials, misappropriation of our designs, limited ability to manage our inventory, financial and economic condition of the contract manufacturers etc. Moreover, if any of our suppliers suffer any damage to their facilities, theft of materials, encounter financial difficulties, are unable to secure necessary raw materials from their suppliers or suffer any other reduction in efficiency, we may experience significant business disruption. While we have not had any instances in the three months period ended June 30, 2024 and the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022, in the event of any such disruption, we would need to seek and source other qualified suppliers, likely resulting in further delays and increased costs, which could affect our business adversely.

- 33. We face certain 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 our competitors such as KEC International Limited, Kalpataru Projects International Limited, Skipper Limited etc., in the domestic market and Chubu Electric Power, NextEra Energy Inc. etc. in international markets. (*Source: CRISIL Report*) These competitors are not strictly comparable with our Company owing to their size and scale of operations. For details on our listed peers, see “*Basis for Offer Price- Comparison of accounting ratios with listed industry peers*” on page 117. Our Company primarily procures projects on the basis of competitive bidding which entails significant managerial 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. 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 technology and offerings to become less competitive. Our ability to anticipate such developments and deploy improved and appropriate technologies through development/acquisitions will determine our competitive position in the market place. 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.

- 34. We may not always be able to possess and maintain our pre-qualification capability which may result in our Company losing out on tenders which may adversely impact our Order Book.**

The growth of our business is dependent on our ability to bid for procuring the projects at a value which is profitable for us or helps us capitalize further on such projects. In selecting the contractors for projects, our clients generally limit the tender to contractors that have pre-qualified primarily on the basis of technical and financial criteria, such as experience, technical ability, specific technical parameters, past performance, reputation for quality and timely delivery, safety record, financial strength and the size of previous contracts executed in similar projects with them or otherwise. The eligibility criteria for the projects that we typically bid for include turnover, financial liquidity ratios and past experiences of completing similar jobs, etc.

In the event we do not meet such criteria, our Company poses a risk of losing out on such tenders and thus, may impact our Order Book adversely. In addition to meeting bid capacity requirements, we may also be required to pre-qualify for the projects. It is imperative to enhance our bid capacity and pre-qualification capability. However, we cannot assure that we shall always maintain our bid capacity and our prequalification capabilities, or at all, and that we shall be able to continually secure projects so as to enhance our financial performance and results of operations. Our inability to fulfil and maintain the bid and pre-qualification capabilities may materially impact our operating revenue and profitability.

- 35. We regularly work with hazardous materials and activities in certain operations which can be dangerous and could cause injuries to people or property.**

Our business and projects require individuals to work under potentially dangerous circumstances or with flammable materials such as zinc ash, acids, petroleum fuels like diesel, light diesel oil, liquefied petroleum gas etc. For example, if improperly handled such materials can serious injury or even kill employees or other persons, and cause damage to our properties and the properties of others. We have settled claims amounting to approximately ₹3.07 million in relation to personal injury caused to our workers in the three months period ended June 30, 2024 and Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022. 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 see, “*Key Regulations and Policies*” on page 223. Our environmental licenses may also be subject to termination in case of occurrence of such incidents at our facilities.

Further, our business and operation involve inherent industrial risks and occupational hazards and are subject to hazards inherent in providing architectural and construction services, such as and including risk of equipment failure. For instance, in Financial Year 2024 in one of our projects in Bihar, one of our labourers lost his life and nine were injured due to a mechanical failure of our equipment. Such inherent industrial risks and occupational hazards may not be eliminated through implementing safety measures. We participate in certain activities presenting risks and dangers, among which are underground excavation and construction, tunneling projects and the use of heavy machinery. Our project sites also involve working at great heights and potentially dangerous locations which can seriously injure or

even kill employees or labourers. We depend on machinery and equipment to implement our project. Any manufacturing defect or poor maintenance systems of the machinery may cause strain on our machinery and lead to delays in implementation of our projects.

These hazards can cause personal injury and loss of life or destruction of property and equipment as well as environmental damage. In addition, the loss or shutting down of our manufacturing facilities resulting from any accident in our operations could disrupt our business operations and adversely affect our results of operations, financial condition and reputation. 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. In the past our Company has faced claims in relation to personal injury cause to our workers while working on our projects.

- 36. *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, relating to occupational health and safety (including laws regulating the generation, storage, handling, use and transportation of waste materials, the emission and discharge of hazardous waste materials into soil, air or water, and the health and safety of employees) for our projects and manufacturing facilities. For regulations and policies applicable to our Company, see “*Key Regulations and Policies*” beginning on page 223. Further, we are also required to comply with the laws of the various international jurisdictions in which our Company operates or executes projects. While there have been no instances in the three months period ended June 30, 2024 and the past three Financial Years, there can be no assurance that we will be in compliance at all times with such laws, regulations and the terms and conditions of any such consents or permits. If we violate or fail to comply adequately with these requirements, we could be fined or otherwise sanctioned by the relevant regulators. For further details of pending renewals and pending material approvals, see “*Government and Other Approvals*” on page 377. If we fail to retain, renew or receive any of such approvals, licenses, registrations, permissions or renewals, in a timely manner or at all, our business, financial condition, results of operations, cash flows and prospects may be adversely affected.

There can be no assurance that other environmental and safety allegations will not be made against us in the future. The relevant regulator may order closure of our unit where it is found to be non-compliant with the applicable norm. In some instances, such a fine or sanction could adversely affect our business, reputation, financial condition, results of operations or cash flows. In addition, these requirements may become more stringent over time and there can be no assurance that we will not incur significant environmental costs or liabilities in the future. We are also subject to laws requiring the clean-up of contaminated property. Under such laws, we could be held liable for costs and damages relating to contamination at our facilities and at third party sites to which these facilities send waste material, which could have a material adverse effect on our business, financial condition, results of operations and cash flows.

In addition, we may be subject to additional laws, regulations and rules with respect to environment protection, health and safety in the jurisdictions we currently operate. As we expand into new markets, we may be required to comply with various environmental, health and safety laws and regulations. In complying with these additional laws, regulations and rules, we may incur substantial costs, including those relating to maintenance and inspection, development and implementation of emergency procedures and insurance coverage or other additional costs to address environmental incidents or external threats. Our inability to control 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.

- 37. *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 employees or any other kind of disputes with our employees could adversely affect our business, financial condition, results of operations and cash flows.***

Our EPC services and manufacturing processes are labor intensive in nature, which makes us prone to labor shortage due to reasons such as relationship of our sub-contractor with its labor, labor availability, pandemics such as COVID-19 etc., which may affect our ability to complete projects in time and also delay production in our manufacturing facilities. Further, if we or our sub-contractors are unable to negotiate with the labor, it could result in work stoppages or increased operating costs due to higher than anticipated wages or benefits. During periods of shortages in labor, we may not be able to deliver our services or manufacture our products according to our previously determined time frames, at our previously estimated product costs, or at all, which may adversely affect our business, results of operations, cash flows and reputation.

As of June 30, 2024, we had a total of 1,761 permanent employees and 8,340 contractual employees (including international locations). For details, see “*Our Business - Employees*” on page 219. There can be no assurance that we will not experience any disruptions in our operations due to any disputes with 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. Our Company has outstanding litigation in relation to the payments of employee provident fund in the past. For further details, see “*Outstanding Litigation and Material Developments – Litigation against our Company*” on page 367.

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*” on page 223. 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 have entered into contracts with independent contractors under the Contract Labor (Regulation and Abolition) Act, 1970, who in turn engage on-site contract labor for performance of certain of our ancillary operations in India. Although our Company does not engage these laborers directly, we may be held responsible for any wage payments to be made to such laborers 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.

**38. Under-utilization or ineffective utilization of our manufacturing capacity may have an adverse effect on our business and future financial performance.**

As on June 30, 2024, our Company has four manufacturing facilities with one located in each Vadodara, Gujarat and Deoli, Maharashtra, and two facilities located in Silvassa, Dadra and Nagar Haveli. Information relating to our historical installed capacity, actual production and capacity utilization of our manufacturing facilities included in this Red Herring Prospectus is based on various assumptions and estimates of our management and independent chartered engineer, namely, Suvabrata Dasgupta (registration number: M-137099-5), including proposed operations, assumptions relating to availability and quality of raw materials, potential utilization levels and operational efficiencies and our future production and capacity utilization may vary. The following table sets forth the installed production capacity and the capacity utilization rate at our manufacturing facilities as at June 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022.

Manufacturing Facilities	Three months period ended			Financial Year ended								
	June 30, 2024			March 31, 2024			March 31, 2023			March 31, 2022		
	Average Estimate	Actual Producti on	Capacity Utilisati on	Average Estimate	Actual Producti on	Capacity Utilisati on	Average Estimate	Actual Producti on	Capacity Utilisati on	Average Estimate	Actual Producti on	Capacity Utilisati on
	(MT)	(MT)	(%)	(MT)	(MT)	(%)	(MT)	(MT)	(%)	(MT)	(MT)	(%)
Deoli, Maharashtra <sup>#</sup>	12,500	12,274	98.19	50,000 <sup>%</sup>	48,628	97.26	50,000 <sup>%</sup>	47,455	94.91	50,000 <sup>%</sup>	44,016	88.03
Vadodara, Gujarat <sup>#</sup>	7,500	7,312	97.49	30,000 <sup>\$\$</sup>	28,746	95.82	30,000 <sup>\$\$</sup>	28,200	94.00	30,000 <sup>\$\$</sup>	24,443	81.47
Silvassa (Pole), Dadra and Nagar Haveli	3,000	2,380	79.33	12,000 <sup>@</sup> @	9,728	81.07	12,000 <sup>@</sup> @	7,799	64.99	12,000 <sup>@</sup> @	9,684	80.70
Silvassa (Conductor), Dadra and Nagar Haveli <sup>\$</sup>	12,000	10,032	83.60	48,000 <sup>@</sup>	47,718	99.41	48,000 <sup>@</sup>	23,750	49.47	48,000 <sup>@</sup>	5,266	10.97 <sup>**</sup>

<sup>#</sup> Average estimated annual installed capacity shown above is in terms of 400 kV and above voltage towers fabrication. Actual production shown above is converted in terms of 400 kV and above towers fabrication.

<sup>\$</sup> Average estimated annual installed capacity shown above is in terms of ACSR Moose conductor. Actual production shown above is converted in terms of ACSR Moose Conductor.

<sup>\*\*</sup> For Financial Year ended March 31, 2022 capacity utilization was low due to low order booked position.

<sup>\$\$</sup> Approved capacity as per GPCS consent is 42,000 MT/ year with effect from July 24, 2018.

<sup>%</sup> Approved capacity as per MPCB consent is 68,400 MT/ year with effect from May 22, 2023.

<sup>@</sup> Approved capacity as per PCC- D&D and DNH Consent is 28000 MT / year with effect from March 9, 2021 with product mix of various types of conductors. The equivalent approved capacity in terms of ACSR Moose Conductor is 48000 MT.

<sup>@@</sup> Approved capacity as per PCC- D&D and DNH consent is 50,000 MT/ year with effect from December 29,2022.

For further information regarding our manufacturing facilities, including our historical installed capacity and estimated capacity utilization, see “*Our Business – Our In-house Integrated Model*” on page 215. Actual and future manufacturing volumes and capacity utilization may differ significantly from the estimated capacities of our manufacturing facilities.

There is no assurance that we will be successful in our backward integration business strategy or that purchase of new machineries from the Net Proceeds will help us achieve the optimum utilisation of the installed capacity of our manufacturing facilities, including any new manufacturing facilities. Under-utilization of our manufacturing capacities over extended periods, or significant under-utilization in the short term could increase our cost of production and our operating costs and adversely impact our business, growth prospects and future financial performance. Undue reliance should, therefore, not be placed on the information relating to our installed capacities or historical capacity utilization of our manufacturing facilities included in this Red Herring Prospectus.

**39. *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 enter into various joint ventures as part of our business and operations. The success of these joint ventures depends significantly on the satisfactory performance by our joint venture partner and fulfilment of its obligations. None of our joint venture have failed in the past. The details of our joint ventures are as follows:

Particulars	Three months period ended June 30, 2024	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023	Financial Year ended March 31, 2022
Number of joint ventures	7	7	6	4
Share of profit/(loss) in the joint ventures of the Company	4.36	7.28	19.31	(4.58)

For further details, see “*History and Certain Corporate Matters – Joint Ventures*” on page 236. If our joint venture partners fail to perform these obligations satisfactorily, the joint venture 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 services 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 most of our 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. 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. While there have not been such instances in the past three years, in 2017 our Company was required to complete the project and handover the facilities at its risk and cost due to the failure of one of our partners. 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, while we enter into agreements in relation to our business joint ventures, we have not been able to trace the original agreement in relation to one of our business joint ventures, which was transferred to us pursuant to the Scheme of Arrangement. The realization of any of these risks and other factors may have an adverse effect on our business, results of operations and financial condition.

**40. *Bidding for a tender involves various activities such as detailed project study and cost estimations. Inability to accurately estimate the cost may lead to a reduction in the expected rate of return and profitability estimates.***

For every project, notice for invitation of tender is issued which requests interested infrastructure companies/contractors/ participants to bid. To evaluate a project tender, we undertake various management discussions, project feasibility study, site study, cost estimations, raw material and equipment suppliers among others which aids us to calculate the estimated cost of the project on which we add-on our margin, which varies from project to project, the result of which is the tender amount which we bid for any particular project.

Accordingly, all of the bid amounts are based on estimation of the project cost, the fluctuation of which, either marginally or substantially, may impact our margins adversely. Further, we may incorrectly or inadequately estimate the project cost leading to lower bid amount affecting our profitability, in case the project is awarded to us. Excess estimation of costs may lead to higher bid amount by us owing to which, we may not be awarded a contract which may substantially impact our results of operations and financials. Further, as most of the projects are spread over a longer period of time, cost escalations in our industry is a frequent issue, although most of the agreements includes clauses relating to cost escalations, any fluctuations in costs or raw material availability or any other unanticipated costs will substantially impact the business operations, cash flows and financial conditions.

**41. *If we are unable to anticipate product trends and develop successful new age products, we may not be able to maintain or increase our revenues and profits.***

Our business is highly dependent on the requirements of power generation companies, which is extremely dynamic and the sector has witnessed significant enhancement of power generation capacity, expanding access to electricity, promoting renewable energy, and implementing innovative policies, over the course of a decade. To keep abreast of the most updated technology and respond effectively to changing preferences and requirements of our clients, we are constantly developing and producing new age products such as HTC and HTLS conductors, integrated solar street lights, decorative poles, FRP poles etc. which cater to the dynamic nature of the power sector of India. No additional research and developments costs have been incurred by the Company for the new products during the three months period ended June 30, 2024 and the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022.

Our products may not receive client acceptance as client preferences could shift rapidly, and our future success depends in part on our ability to anticipate and respond to these changes. If we fail to anticipate accurately and respond to trends and shifts in client preferences by adjusting the mix of existing product offerings, developing such products, or fail to install and commission new equipment needed to manufacture products for our projects, we could experience excess inventories and lower profit margins, any of which could have an adverse effect on our results of operations and financial condition. We also cannot assure that our new age products will have the same or better margins than our current products. In addition, we may incur, and have in the past, incurred capital expenditures to develop new age products to meet client demands. The failure of the new age products to gain client acceptance or our inability to maintain our current product margins with such products could adversely affect our business, financial performance and/or results of operations.

**42. *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 the business into production of high temperature low sag conductors ("HTLS"), solar EPC, railway electrification and modernization works as well as turnkey projects in construction and railway lines and up-gradation of railway workshops and new products within the energy space.

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.

**43. *Some of the payment challans in relation to the corporate records pertaining to the allotment of shares and change in registered office of our Company are not traceable and there have been delays and inadvertent errors in filing of some of the corporate records in the past.***

We are unable to trace payment challans in respect of (i) certain Form-2/ PAS 3 filed by our Company with the RoC in relation to allotment of equity shares on August 18, 2008, March 30, 2009, November 19, 2011 and March 31, 2013, (ii) the Form-18 filed on June 2, 2008 for our registered office address, being, G-55, MIDC, Butibori, Nagpur 411 108, Maharashtra, (iii) the Form-18 filing for change of our registered office on March 27, 2013 from G-55, MIDC, Butibori, Nagpur 411 108, Maharashtra to R: F, 3rd: W: P: 3/8, Hamilton House, J.N. Heredia Marg, Ballard Estate, Mumbai 400 038, Maharashtra, (iv) the Form INC 22 filing for change of our registered office on November 24, 2016 from R: F, 3rd: W: P: 3/8, Hamilton House, J.N. Heredia Marg, Ballard Estate, Mumbai 400 038, Maharashtra to 501 A,B,C,E Fortune 2000, Block G, Bandra Kurla Complex, Bandra East, Mumbai 400 051, Maharashtra, and (v) the Form MGT-14 dated August 28, 2018 for alteration of the Memorandum of Association of our Company. Further, some of the corporate filings such as Form MGT-14 for conversion of optionally convertible debentures in relation to the allotment of equity shares dated October 30, 2017, Form MGT -14 for board resolution dated December 6, 2022 in relation to appointment of our erstwhile chief financial officer, Sanjay Kumar Agrawal, Form MGT – 14 for board resolution dated May 5, 2017 in relation to appointment of our erstwhile company secretary, Anupriya Garg, and MGT 14 for extra ordinary general meeting of our Company dated April 28, 2008 for the issuance of equity shares to Associated Transrail Structures Limited, were filed with the RoC, after the due date under Companies Act. Furthermore, our Company has inadvertently filed Form 2 for the allotment dated November 19, 2011, to reflect that these allotments were made for consideration other cash while cash was received when loan was granted to our Company. For further details, see "*Capital Structure - Notes to the Capital Structure*" on page 83. We have obtained a certificate dated March 8, 2024 from Mehta & Mehta, Company Secretaries, independent practicing company secretaries ("PCS") in relation to the above pursuant to searches carried out by the PCS at the RoC. While it is unlikely to have a material financial impact on us, we cannot assure you that these form filings were made in a timely manner or at all. Further, we cannot assure you that we will not be subject to any penalties imposed by the competent regulatory

authority in connection with these corporate records or filings. While no disputes or regulatory actions have arisen in connection with these filings until date, we cannot assure you that no such actions will be initiated in the future.

**44. *We are highly dependent on our Key Managerial Personnel and our Senior Management Personnel for our business. The loss of or our inability to attract or retain such persons could have an adverse effect on our business performance.***

Our business and the implementation of our strategy is dependent upon our Directors, Key Managerial Personnel and our Senior Management Personnel, who oversee our day-to-day operations, strategy and growth of our business. If one or more members of our Key Managerial Personnel and Senior Management Personnel are unable or unwilling to continue in their present positions, such persons 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 loss of our Key Managerial Personnel or members of our Senior Management or our inability to replace such Key Managerial Personnel or members of our 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 an adverse impact on our business, results of operations, financial position and cash flows.

During three months period ended June 30, 2024 and the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022, we have experienced certain changes to our Key Managerial Personnel and our Senior Management Personnel.

The table below indicates the attrition rates of our Key Managerial Personnel and Senior Management Personnel for three months period ended June 30, 2024 and the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022:

Particulars	Three months period ended June 30, 2024	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023	Financial Year ended March 31, 2022
Attrition rate of Key Managerial Personnel (in %)	Nil	28.57	13.33	18.18
Attrition rate of Senior Managerial Personnel (in %)	Nil	20.00	10.00	34.78

For details in relation to the changes in our Key Managerial Personnel and our Senior Management team, see "*Our Management – Changes in our Key Managerial Personnel and Senior Management Personnel*" on page 256.

Further, the attrition rate for the employees of our Company for the three months period ended June 30, 2024 and the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022 was 5.17%, 18.69%, 21.82%, and 21.13%, respectively.

We cannot assure you that we will not lose our Key Managerial Personnel or member of Senior Management in the future, or we will be able to replace any Key Managerial Personnel or member of Senior Management in a timely manner or at all, which could have a material adverse impact on our business, results of operations, financial position and cash flows.

**45. *Our insurance coverage may not be sufficient to cover all risks or losses and failure to recover any damages or indemnity due to us under our contracts, could have a negative impact on our financial condition and results of operations.***

Our insurance policies consist of coverage for risks relating to erection all risk, contractors all risk, workmen, employee benefit insurance, professional indemnity, contractor's plant and machinery, motor vehicles policy, marine, stock insurance and public liability insurance. Our company's insurance cover collectively was ₹284,675.02 million as of June 30, 2024. In respect of our tangible assets (excluding land) our insurance coverage stood at ₹5,197.99 million as of June 30, 2024, against net book value of ₹2,837.51 million. Consequently, our Company's insurance cover in respect of its tangible assets (excluding land) was adequately covered. Our company's insurance cover against risks relating to (i) manpower such as, workmen compensation policy, employee benefit policy, and (ii) insurance cover against liability risk such as professional indemnity policy, and public liability policy was ₹10,630.03 million and ₹1,191.63 million respectively as on June 30, 2024. Our Company's insurance cover relating to other business risks covered under erection all risk, contractors all risk, marine transit policies, cash transit, contractor's Plant and machinery amounted to ₹267,455.37 million, as on June 30, 2024.

However, there can be no assurance that any claim under the insurance policies maintained by us will be honored fully, in part or on time, or that we have taken sufficient insurance to cover all material losses. To the extent that we suffer loss or damage for which we have not obtained insurance and that is not covered by the insurance policies maintained by us or exceeds our insurance coverage, the loss will have to be borne by us and our cash flows, results of operations and financial performance could be adversely affected.

Our policies are subject to standard limitations. Further, our insurance policies are subject to annual review, and we cannot assure that we will be able to renew these policies on similar or otherwise acceptable terms, or at all. If we were to incur a serious uninsured loss or a loss that significantly exceeds the limits of our insurance policies, it could have an adverse effect on our financial condition, results of operations and cash flows. In respect of some of our ongoing projects, we have not availed insurance policy. While we believe that insurance coverage will be available in the future, we cannot assure you that such coverage will be available at costs and terms acceptable to us or that such coverage will be adequate with respect to future claims that may arise. Further, in the future, we may experience difficulty in obtaining insurance coverage for new projects at favorable prices, which could require us to incur greater costs. If we are not able to adequately insure against the risks we face, or the insurance coverage we have taken in inadequate to cover our losses, our business, financial condition and results of operations could be adversely affected. Additionally, if our projects are inadequately insured or not insured at all we may face action from government authorities/ bodies by way of penalties for non-compliance of contract terms. Any such action or non-compliance may affect our bids for future projects.

- 46.** *This Red Herring Prospectus contains information from industry sources including the industry report commissioned from CRISIL exclusively for the Offer and paid for by the Company. Investors are advised not to place undue reliance on such information.*

We have commissioned and paid for a report titled “*Industry Assessment: Power, Civil Construction, Railways and Poles & Lighting*” dated September 13, 2024 issued by CRISIL (the “**CRISIL Report**”), which is exclusively prepared for the purposes of the Offer, which has been used for industry related data that has been disclosed in this Red Herring Prospectus. The CRISIL Report uses certain methodologies for market sizing and forecasting and relies on assumptions which are specified in the CRISIL Report. The CRISIL Report is prepared based on industry information as of specific dates and may no longer be current or reflect current trends and has based its information on estimates, projections, forecasts and assumptions that may prove to be incorrect. CRISIL has advised that while it has taken reasonable care to ensure the accuracy and completeness of the CRISIL Report, it believes that the CRISIL Report presents a true and fair view of the industry within the limitations of, among others, secondary statistics and primary research, and it does not purport to be exhaustive, and that the results that can be or are derived from these findings are based on certain assumptions and parameters/ conditions. As such, a blanket, generic use of the derived results or the methodology is not encouraged. Further, the CRISIL Report is not a recommendation to invest / disinvest in any company covered in the CRISIL Report. Accordingly, prospective investors should not base their investment decision solely on the information in the CRISIL Report and the investors should read the industry related disclosure in this Red Herring Prospectus in this context. For details, see “*Industry Overview*” on page 129.

You should consult your own advisors and undertake an independent assessment of information in this Red Herring Prospectus based on, or derived from, the CRISIL Report before making any investment decision regarding the Offer. For the disclaimers associated with the CRISIL Report, see “*Certain Conventions, Presentation of Financial, Industry and Market Data and Currency of Presentation - Industry and Market Data*” on page 27.

- 47.** *We will not receive any proceeds from the Offer for Sale portion.*

The Offer includes an offer for sale of up to 10,160,000 Equity Shares by the Promoter Selling Shareholder. The proceeds from the Offer for Sale (net of expenses) will be paid to the Promoter Selling Shareholders and we will not receive any such proceeds. For details, see “*Objects of the Offer*” on page 100.

- 48.** *Our borrowings facilities have been rated a long-term rating of A with an outlook of Positive by CRISIL Ratings and a rating of A+ with an outlook of Stable by India Ratings & Research. However, a downgrade in our credit ratings could materially adversely affect our business and financial condition and our ability to raise capital in the future.*

The credit ratings provided to our borrowing facilities could change based upon, among other things, our results of operations and financial condition. In August 2023, we were assigned a long-term rating of A with an outlook of Positive and short-term rating of A1 by CRISIL Ratings and a rating of IND A+ with an outlook of Stable by India Ratings & Research. These ratings are subject to ongoing evaluation by credit rating agencies, and we cannot assure you that any rating will not be changed or withdrawn by a rating agency in the future if, in its judgment, circumstances warrant. Moreover, these credit ratings are not recommendations to buy, sell or hold the equity securities. If any of the credit rating agencies that have rated us and our borrowing facilities downgrades or lowers our credit ratings, or if any credit rating agency indicates that it has placed any such rating on a so-called “watch list” for a possible downgrading or lowering or otherwise indicates that its outlook for that rating is negative, it could have a material adverse effect on our costs and availability of capital, which could in turn have a material adverse effect on our financial condition, results of operations, cash flows and our ability to raise capital in the future. However, we cannot assure you that our credit ratings will not be lowered or withdrawn by credit rating agencies that rate us, which could have a material adverse effect on our financial condition, results of operations, cash flows and our ability to raise capital in the future.

- 49.** *Our Registered Office, one of our manufacturing facilities and our central workshop and warehouse are located on leasehold lands. If we are unable to renew existing leases or relocate our operations on commercially reasonable terms, there may be an adverse effect on our business, financial condition and operations.*

Our Registered Office, one of our manufacturing facilities, located in Deoli in Maharashtra, and our central workshop and warehouse, located in Butibori District of Nagpur, have been procured by us on a leasehold basis for 5 years, 95 years and 95 years, respectively. For further details, see “*Our Business – Description of our Business and Operations – Properties*” on page 222. There are no conflicts of interest between the lessors of immovable properties (crucial for our operations) and our Company, Promoters, members of Promoter Group, Key Managerial Personnel, Senior Management, Directors and Subsidiaries, Group Companies and the respective directors of our Subsidiaries and Group Companies. If we are unable to renew certain or all of these leases on commercially reasonable terms or at all and we cannot relocate our manufacturing facilities in a timely manner, we may suffer a disruption in our operations, and our results of operations, financial condition and cash flows may be materially and adversely affected.

**50. *Significant differences exist between Ind AS and other accounting principles, such as US GAAP and International Financial Reporting Standards (“IFRS”), which investors may be more familiar with and consider material to their assessment of our financial condition.***

The financial statements included in this Red Herring Prospectus have been prepared in accordance with Ind AS, as applicable, in the relevant period of reporting. We have not attempted to quantify the impact of US GAAP or IFRS on the financial data included in this Red Herring Prospectus, nor do we provide a reconciliation of our financial statements to those of US GAAP or IFRS. US GAAP and IFRS differ in significant respects from Ind AS. Accordingly, the degree to which the Ind AS financial statements, which are restated as per the SEBI ICDR Regulations included in this Red Herring Prospectus, will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Red Herring Prospectus should be limited accordingly. In addition, some of our competitors may not present their financial statements in accordance with Ind AS and their financial statements may not be directly comparable to ours, and therefore reliance should accordingly be limited.

**51. *Our business is subject to seasonal or climatic fluctuations which may adversely affect or delay our revenues, cash flows, results of operations and financial conditions in the seasons or climates which are not favourable to execute our projects.***

Our business operations may be affected by seasonal factors which may restrict our ability to carry on activities related to our construction projects and fully utilize our resources. Heavy or sustained rainfalls or other extreme weather conditions such as cyclones could result in delays or disruptions to our operations during the critical periods of our projects and cause severe damages to our premises and equipment. In particular, the monsoon season may restrict our ability to carry on activities related to our projects and fully utilize our resources and may slow our activities on construction projects, which shifts our revenue and accordingly profit recognition to subsequent quarters. Adverse seasonal developments may also require the evacuation of personnel, suspension or curtailment of operations, resulting in damage to construction sites or delays in the delivery of materials. Such fluctuations may adversely affect or delay our revenues, cash flows, results of operations and financial conditions.

**52. *Our ability to pay dividends in the future will depend on our future cash flows, working capital requirements, capital expenditures and financial condition.***

We have declared dividend on July 1, 2024 for the Financial Year ended March 31, 2024. The declaration, payment and amount of any future dividends is subject to the discretion of the Board and Shareholders, and will depend upon various factors, *inter alia*, including financial performance including profits of our Company, present and future capital expenditure plans including organic/inorganic growth opportunities, financial commitments, financial requirement for business expansion and/or diversification, acquisition etc. of new businesses in order to strike an optimum balance between rewarding shareholders through dividend and ensuring that sufficient funds are retained for the growth of our Company. The external factors on the basis of which our Company may declare the dividend shall *inter alia* include the state of economy and capital markets, applicable taxes and regulatory changes which include the introduction of new or changes in existing tax or regulatory requirements. Any of these factors may thus restrict our ability to pay dividends in the future. Hence, there can be no assurance that we will be able to pay dividends in the future.

## **EXTERNAL RISK FACTORS**

### **Risks beyond the control of our Company**

**53. *Slowdown in sectors that we operate in, and any adverse changes in the conditions affecting these markets can adversely impact our business, results of operations, financial condition and cash flows.***

Since the primary uses of our products include construction, our business is dependent to a significant extent on the performance and growth of the sectors where we are present, particularly the construction sector. Any change in regulation in such sectors could materially and adversely affect demands for our products. Further, external factors such as natural disasters, COVID-19 pandemic or any other pandemic, wars and unrest such as the war ensuing between Ukraine and Russia, can cause a slowdown in the sectors that we operate in and disable us from taking on or completing our projects in such sectors. In the event of a downturn in the construction sector or any of the other key sectors in which we are present, demand for their products may decline and to that extent, our business, financial condition, results of operations and cash flows could be adversely affected.

**54. *Changes in trade policies and regulations may adversely affect our profitability.***

There have been on-going discussions and commentary regarding changes to Indian trading policies, treaties and tariffs, which could create uncertainties about the future relationship between India and other countries with respect to trade policies, treaties and tariffs. Any such change in policies by India or by the other countries, in terms of tariff and non-tariff barriers, from which our suppliers import their raw materials, components and/or countries to which we export our products, may increase our operating costs, reduce our margins and make it more difficult for us to compete in the Indian and overseas markets, and our business, financial condition and results of operation could be severely impacted.

**55. *We may be affected by competition law in India and any adverse application or interpretation of the Competition Act could in turn adversely affect our business.***

The Competition Act was enacted for the purpose of preventing practices that have or are likely to have an adverse effect on competition in India and has mandated the Competition Commission of India to regulate such practices. Under the Competition Act, any arrangement, understanding or action, whether formal or informal, which causes or is likely to cause an appreciable adverse effect on competition is void and attracts substantial penalties.

Further, any agreement among competitors which, directly or indirectly, involves determination of purchase or sale prices, limits or controls production, or shares the market by way of geographical area or number of subscribers in the relevant market is presumed to have an appreciable adverse effect in the relevant market in India and shall be void. The Competition Act also prohibits abuse of a dominant position by any enterprise. The Competition Commission of India (Procedure in regard to the transaction of business relating to combinations) Regulations (“**Combination Regulations**”) require acquisitions of shares, voting rights, assets or control or mergers or amalgamations that cross the prescribed asset and turnover based thresholds to be mandatorily notified to, and pre-approved by, the Competition Commission of India. The Competition Act aims to, among other things, prohibit all agreements and transactions which may have an appreciable adverse effect in India. Consequently, all agreements entered into by us could be within the purview of the Competition Act. Further, the Competition Commission of India has extra-territorial powers and can investigate any agreements, abusive conduct or combination occurring outside of India if such agreement, conduct or combination has an appreciable adverse effect in India. However, the impact of the provisions of the Competition Act on the agreements entered into by us cannot be predicted with certainty at this stage. We do not have any outstanding notices in relation to non-compliance with the Competition Act or the agreements entered into by us.

The Government of India has also passed the Competition (Amendment) Act, 2023 on April 11, 2023, which has made several amendments to the Competition Act. These amendments include the introduction of deal value thresholds for assessing whether a merger or acquisition qualifies as a “combination”, expedited merger review timelines, codification of the lowest standard of “control” and enhanced penalties for providing false information or a failure to provide material information. Such amendment to the Competition Act will result in additional costs for compliance, which in turn may adversely affect our business, results of operations, cash flows and prospects.

**56. *Changing laws, rules and regulations and legal uncertainties, including the withdrawal of certain benefits or adverse application of tax laws, may adversely affect our business, prospects, results of operations and cash flows. Further, failure to comply with the existing laws and regulations applicable to our business could subject our Company to enforcement actions and penalties and otherwise harm our business.***

In India, our business is governed by various laws and regulations including, amongst others, the Legal Metrology Act, 2009, the Indian Stamp Act, 1899, the Maharashtra Stamp Act, 1958, the Indian Registration Act, 1908, the Environment (Protection) Act, 1986, Water (Prevention and Control of Pollution) Act, 1974, Air (Prevention and Control of Pollution) Act, 1981, The Noise Pollution (Regulation & Control) Rules, 2000, Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 and various laws relating to employment. For details, see “*Key Regulations and Policies*” on page 223. Environmental laws and regulations in India have been increasing in stringency and it is possible that they will become significantly more stringent in the future. If environmental clearances are not obtained in a timely manner or at all, the project may not be in compliance with environmental laws and regulations and/or may be delayed and our overall operating expenses may increase, adversely affecting our business and results of operations. Any failure or alleged failure to comply with the applicable laws, regulations or requirements could subject us to inspection, enforcement actions and penalties imposed by authorities.

Our business could be adversely affected by any change in laws, municipal plans or interpretation of existing laws, or promulgation of new laws, rules and regulations applicable to us. Any political instability in India, such as corruption, scandals and protests against certain economic reforms, which have occurred in the past, could slow the pace of liberalization and deregulation. The rate of economic liberalization could change, and specific laws and policies affecting foreign investment, currency exchange rates and other matters affecting investment in India could change as well.

There can be no assurance that the Government of India may not implement new regulations and policies which will require us to obtain approvals and licenses from the Government of India and other regulatory bodies or impose onerous requirements and conditions on our operations. Any such changes and the related uncertainties with respect to the applicability, interpretation and implementation of any amendment or change to governing laws, regulation or

policy in the jurisdictions in which we operate may have a material adverse effect on our business, financial condition, results of operations and cash flows. In addition, we may have to incur expenditures to comply with the requirements of any new regulations, which may also materially harm our results of operations and cash flows. Any unfavorable changes to the laws and regulations applicable to us could also subject us to additional liabilities.

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 and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations, cash flows 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.

**57. *Regulation of greenhouse gas emissions and climate change issues may adversely affect our business.***

Many governments are moving to enact climate change legislation and treaties at the international, national, state, provincial and local levels. Where legislation already exists, regulations relating to emission levels and energy efficiency are generally becoming more stringent. Some of the costs associated with meeting more stringent regulations can be offset by increased energy efficiency and technological innovation. However, if the current regulatory trend continues, meeting more stringent regulations is anticipated to result in increased costs, and this may have a material adverse impact on our financial condition and results of operations. Further, India and many other nations are signatories to international agreements related to climate change including the 1992 United Nations Framework Convention on Climate Change, which is intended to limit or capture emissions of greenhouse gas, such as carbon dioxide and the 2016 Paris Agreement, which extended the potentially binding set of emissions targets to all nations. Our compliance with any new environmental laws or regulations, particularly relating to greenhouse gas emissions, may require significant capital expenditure or result in the incurrence of fees and other penalties in the event of non-compliance. We cannot guarantee that future legislative, regulatory, international law, industry, trade or other developments will not negatively impact our operations and the demand for the products we sell. If any of the foregoing were to occur, our business, financial condition and results of operations may be adversely affected.

**58. *Our business is substantially affected by prevailing economic, political and other conditions.***

We are incorporated in and substantial amount of our operations are located in India. As a result, we are highly dependent on prevailing economic conditions in India and our results of operations and cash flows are significantly affected by factors influencing the Indian economy. Factors that may adversely affect the Indian economy, and hence our results of operations and cash flows, may include:

- any increase in Indian interest rates or inflation;
- any exchange rate fluctuations;
- any downgrade in the foreign countries sovereign risk or balance of payment crisis or economic crisis;
- inadequate cover or non-availability of export cover for covering export risks to foreign countries;
- any scarcity of credit or other financing in India, resulting in an adverse impact on economic conditions in India and scarcity of financing for our expansions;
- prevailing income conditions among Indian consumers and Indian corporates;
- volatility in, and actual or perceived trends in trading activity on India's principal stock exchanges;
- changes in India's tax, trade, fiscal or monetary policies;
- political instability, terrorism or military conflict in India or in countries in the region or globally, including in India's various neighboring countries;
- occurrence of natural or man-made disasters;
- prevailing regional or global economic conditions, including in India's principal export markets;
- any downgrading of India's debt rating by a domestic or international rating agency;
- financial instability in financial markets; and
- other significant regulatory or economic developments in or affecting India or its construction sector.

On February 24, 2022, Russian military forces invaded Ukraine. Although the length, impact and outcome of the ongoing military conflict in Ukraine is highly unpredictable, this conflict and responses from international communities could lead to significant market and other disruptions, including significant volatility in commodity prices and supply of energy resources, instability in financial markets, supply chain interruptions, political and social instability, changes in consumer or purchaser preferences as well as increase in cyberattacks and espionage.

To date, we have not experienced any material interruptions in our supply chain, manufacturing facility and distribution network in connection with this conflicts. We have no way to predict the progress or outcome of the conflict in Ukraine as the conflict, and any resulting government reactions, are rapidly developing and beyond our control. The extent and duration of the military action, sanctions and resulting market disruptions could be significant and could potentially have a substantial impact on the global economy and our business for an unknown period of time. Any of the abovementioned factors could affect our business, financial condition and results of operations.

In addition, any slowdown or perceived slowdown in the Indian economy, or in specific sectors of the Indian economy, could adversely affect our business, results of operations, cash flows and financial condition and the price of the Equity Shares.

**59. *Terrorist attacks, communal disturbances, civil unrest and other acts of violence or war involving India and other countries in which we have operations may adversely affect the financial markets and our business.***

Terrorist attacks and other acts of violence or war may negatively affect the Indian markets on which our Equity Shares trade and also adversely affect markets in which we have operations, as well as the worldwide financial markets. These acts may also result in a loss of business confidence, and adversely affect our business. In addition, any deterioration in relations between India and its neighboring countries might result in investor concern about stability in the region, which may adversely affect the price of our Equity Shares.

Some states in India have also witnessed civil unrest including communal disturbances in recent years and it is possible that future civil unrest, as well as other adverse social, economic and political events in India may have a negative impact on us. Such incidents may also create a greater perception that investment in Indian companies involves a higher degree of risk and may have an adverse impact on our business and the price of our Equity Shares.

**60. *Any downgrading of India's debt rating by an independent agency may harm our ability to raise financing.***

Any adverse revisions to India's credit ratings for domestic and international debt by domestic or international rating agencies may adversely affect our ability to raise additional financing and the interest rates and other commercial terms on which such additional financing is available. This could have a material adverse effect on our capital expenditure plans, business and financial performance and the price of our Equity Shares.

**61. *If the rate of Indian price inflation increases, our business and results of operations may be adversely affected.***

In the recent past, India has experienced fluctuating wholesale price inflation as compared to historical levels due to the global economic downturn. An increase in inflation in India could cause a rise in the price of raw materials and wages, or any other expenses that we incur. If this trend continues, we may be unable to accurately estimate or control our costs of production or pass on increase in costs to our clients and this could have a material adverse effect on our business and results of operations.

**62. *Financial instability in Indian financial markets or instability in financial markets in the countries in which we operate could adversely affect our results of operations and financial condition.***

The Indian financial market and the Indian economy are influenced by economic and market conditions in other countries, particularly in the emerging market in Asian countries. Financial turmoil in Asia, Europe, the United States and elsewhere in the world in recent years has affected the Indian economy. Although economic conditions are different in each country, investors' reactions to developments in one country can have a material adverse effect on the securities of companies in other countries, including India. A loss in investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and, indirectly, in the Indian economy in general. Any global financial instability, including continued volatility in global financial markets due to the economic slowdown in China and the increase in the federal interest rates by the United States Federal Reserve, could also have a negative impact on the Indian financial markets and economy.

**63. *Investors may not be able to enforce judgments obtained in foreign courts against us.***

We are a public limited company under the laws of India. Many of our directors and officers are Indian nationals and all or a significant portion of the assets of all of the directors and officers and a substantial portion of our assets are located in India. As a result, it may be difficult for investors to effect service of process outside India on us or on such directors or officers or to enforce judgments against them obtained from courts outside India, including judgments predicated on the civil liability provisions of the United States federal securities laws.

India has reciprocal recognition and enforcement of judgments in civil and commercial matters with only a limited number of jurisdictions, which includes the United Kingdom, United Arab Emirates, Singapore and Hong Kong. In order to be enforceable, a judgment from a jurisdiction with reciprocity must meet certain requirements of the Indian Code of Civil Procedure, 1908 (the “**Civil Code**”). The Civil Code only permits the enforcement of monetary decrees, not being in the nature of any amounts payable in respect of taxes, other charges, fines or penalties. Judgments or decrees from jurisdictions which do not have reciprocal recognition with India cannot be enforced by proceedings in execution in India. Therefore, a final judgment for the payment of money rendered by any court in a non-reciprocalating territory for civil liability, whether or not predicated solely upon the general laws of the non-reciprocalating territory, would not be enforceable in India. Even if an investor obtained a judgment in such a jurisdiction against us, our officers or directors, it may be required to institute a new proceeding in India and obtain a decree from an Indian court. However, the party in whose favor such final judgment is rendered may bring a fresh suit in a competent court in India based on a final judgment that has been obtained in a non-reciprocalating territory within three years of obtaining such final judgment. It is unlikely that an Indian court would award damages on the same basis or to the same extent as was awarded in a final judgment rendered by a court in another jurisdiction if the Indian court believed that the amount of damages awarded was excessive or inconsistent with public policy in India. In addition, any person seeking to enforce a foreign judgment in India is required to obtain prior approval of the Reserve Bank of India to repatriate any amount recovered pursuant to the execution of the judgment.

### Risks in relation to the Equity Shares

- 64. Any future issuance of Equity Shares may dilute your shareholding and sale of our Equity Shares by our Promoters or other major shareholders may adversely affect the trading price of the Equity Shares.**

Any future equity issuances by us, including a primary offering, may lead to the dilution of investors’ shareholdings in our Company. Any future equity issuances by us or sales of our Equity Shares by our Promoters or other major shareholders may adversely affect the trading price of the Equity Shares, which may lead to other adverse consequences for us including difficulty in raising debt-financing. In addition, any perception by investors that such issuances or sales might occur may also affect the trading price of our Equity Shares.

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

Under the Companies Act, a company incorporated in India must offer its equity shareholders pre-emptive rights to subscribe and pay for a proportionate number of equity shares to maintain their existing ownership percentages prior to issuance of any new equity shares, unless the pre-emptive rights have been waived by the adoption of a special resolution by shareholders of such company.

However, if the law of the jurisdiction that you are in does not permit the exercise of such pre-emptive rights without our filing an offering document or registration statement with the applicable authority in such jurisdiction, you will be unable to exercise such pre-emptive rights, unless we make such a filing. To the extent that you are unable to exercise pre-emptive rights granted in respect of the Equity Shares, your proportional interests in our Company may be reduced.

- 66. The Equity Shares have never been publicly traded, and, after the Offer, the Equity Shares may experience price and volume fluctuations, and an active trading market for the Equity Shares may not develop. Further, the price of the Equity Shares may be volatile, and you may be unable to resell the Equity Shares at or above the Offer Price, or at all.**

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

- 67. Investors may be subject to stamp duty on transfer and 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. A securities transaction tax (“**STT**”) is levied on and collected by an Indian stock exchange on which equity shares are sold. Any capital gain exceeding ₹100,000, 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 rate of 10% (plus applicable surcharge and cess). This beneficial provision is, *inter alia*, subject to payment of STT. Further, any gain realized on the sale of listed equity shares in an Indian company, held for more than 12 months, which are sold using any platform other than a

recognized stock exchange and on which no STT has been paid, will be subject to long term capital gains tax in India at the rate of 10% (plus applicable surcharge and cess), without indexation benefits.

Further, any gain realized on the sale of the 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 at the rate of 15% (plus applicable surcharge and cess), subject to STT being paid at the time of sale of such shares. Otherwise, such gains will be taxed at the applicable rates.

Capital gains arising from the sale of the Equity Shares will not be chargeable to tax in India in cases where relief from such taxation in India is provided under a treaty between India and the country of which the seller is resident and the seller is entitled to avail benefits thereunder. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of the Equity Shares. We cannot predict whether any tax laws or other regulations impacting it will be enacted or predict the nature and impact of any such laws or regulations or whether, if at all, any laws or regulations would have an adverse effect our business, financial condition and results of operations. Investors are advised to consult their own tax advisors and to carefully consider the potential tax consequences of owning the Equity Shares.

**68. *Foreign investors are subject to foreign investment restrictions under Indian law, which may adversely affect the market price of the Equity Shares.***

Under the exchange control regulations currently in force in India, transfers of shares between non-residents and residents are freely permitted (subject to certain restrictions) if they comply with the pricing guidelines and reporting requirements specified by the Reserve Bank of India. If the transfer of shares is not in compliance with such pricing guidelines or reporting requirements or falls under any of the exceptions referred to above, then the approval of the Reserve Bank of India will be required for such transaction to be valid.

Additionally, shareholders who seek to convert Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India require a no-objection or a tax clearance certificate from the Indian income tax authorities. Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (formerly known as Department of Industrial Policy and Promotion)and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares a land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country, will require prior approval of the Government of India, as prescribed in the Consolidated FDI Policy and the FEMA Rules. These investment restrictions shall also apply to subscribers of offshore derivative instruments. Neither the Consolidated FDI Policy nor the FEMA Rules provide a definition of the term "beneficial owner". The interpretation of "beneficial owner" and enforcement of this regulatory change may differ in practice, which may have an adverse effect on our ability to raise foreign capital. We cannot assure you that any required approval from the Reserve Bank of India or any other governmental agency can be obtained on any particular terms or at all. For further details, see "*Restrictions on Foreign Ownership of Indian Securities*" beginning on page 418.

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

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

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

- 70.** *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 upon listing on the Stock Exchanges. Further, the current market price of some securities listed pursuant to initial public offerings which were managed by the Book Running Lead Managers in the past, is below their respective issue prices.*

The determination of the Price Band and discount, if any, will be based on various factors and assumptions, and will be determined by our Company, in consultation with the Book Running Lead Managers. Furthermore, the Offer Price of the Equity Shares will be determined by our Company, in consultation with the Book Running Lead Managers through the Book Building Process. These will be based on numerous factors, including those described under “*Basis for Offer Price*” on page 115, and may not be indicative of the market price of the Equity Shares upon listing on the Stock Exchanges.

The price of our Equity Shares upon listing on the Stock Exchanges will be determined by the market and may be influenced by many factors outside of our control. For further details, see “ - *The Equity Shares have never been publicly traded, and, after the Offer, the Equity Shares may experience price and volume fluctuations, and an active trading market for the Equity Shares may not develop. Further, the price of the Equity Shares may be volatile, and you may be unable to resell the Equity Shares at or above the Offer Price, or at all.*” on page 64. Further, the current market price of securities listed pursuant to certain previous initial public offerings managed by the Book Running Lead Managers is below their respective issue prices. For further details, see “*Other Regulatory and Statutory Disclosures – Price information of past issues handled by the Book Running Lead Managers*” on page 385.

- 71.** ***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 Bid/Offer Closing Date.***

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

### SECTION III: INTRODUCTION

#### THE OFFER

The following table summarizes the Offer details:

Offer of Equity Shares <sup>(1)</sup>	Up to [●] Equity Shares of face value ₹2 each aggregating up to ₹[●] million
of which	
Fresh Issue <sup>(1)*</sup>	Up to [●] Equity Shares of face value ₹2 each aggregating up to ₹4,000.00 million
Offer for Sale <sup>(1)(2)</sup>	Up to 10,160,000 Equity Shares of face value ₹2 each aggregating up to ₹[●] million
Employee Reservation Portion <sup>(3)</sup>	Up to [●] Equity Shares of face value ₹2 each aggregating up to ₹190.00 million
Net Offer	Up to [●] Equity Shares of face value ₹2 each aggregating up to ₹[●] million
<i>The Net Offer consists of:</i>	
<b>A) QIB Portion<sup>(4)(5)</sup></b>	Not more than [●] Equity Shares of face value ₹2 each
of which:	
Anchor Investor Portion <sup>(4)</sup>	Up to [●] Equity Shares of face value ₹2 each aggregating up to ₹[●] million
Net QIB Portion (assuming Anchor Investor Portion is fully subscribed)	[●] Equity Shares of face value ₹2 each
of which:	
Mutual Fund Portion (5% of the Net QIB Portion) <sup>(5)</sup>	[●] Equity Shares of face value ₹2 each
Balance of QIB Portion for all QIBs including Mutual Funds	[●] Equity Shares of face value ₹2 each
<b>B) Non-Institutional Portion<sup>(4)</sup></b>	Not less than [●] Equity Shares of face value ₹2 each aggregating up to ₹[●] million
Of which:	
One-third of the Non-Institutional Portion available for allocation to Bidders with an application size of more than ₹0.20 million and up to ₹1.00 million	[●] Equity Shares of face value ₹2 each
Two-thirds of the Non-Institutional Portion available for allocation to Bidders with an application size of more than ₹1.00 million	[●] Equity Shares of face value ₹2 each
<b>C) Retail Portion<sup>(4)</sup></b>	Not less than [●] Equity Shares of face value ₹2 each aggregating up to ₹[●] million
<b>Pre-Offer and post-Offer Equity Shares</b>	
Equity Shares outstanding prior to the Offer (as on the date of this Red Herring Prospectus)	124,996,767 Equity Shares of face value ₹2 each
Equity Shares outstanding after the Offer	[●] Equity Shares of face value ₹2 each
<b>Use of Net Proceeds of the Offer</b>	See “Objects of the Offer” on page 100 for details regarding the use of Net Proceeds

\* A Pre-IPO Placement was undertaken by our Company, in consultation with the BRLMs, for an amount aggregating to ₹500.00 million. The Pre-IPO Placement has not exceeded 20% of the Fresh Issue. The Pre-IPO Placement was made to Volrando Venture Partners Fund IV Gamma, Shyamsundar B. Asawa, Saurabh Sanjay Agrawal, and Divyam Sanjay Agrawal, at a price of ₹484.00 per Equity Share, decided by our Company, in consultation with the BRLMs. The amount raised from the Pre-IPO Placement aggregating to ₹500.00 million was reduced from the Fresh Issue, subject to the offer complying with Rule 19(2)(B) of the SCRR. Our Company has appropriately intimated the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement has been appropriately made in the relevant sections of this Red Herring Prospectus and will be made in relevant sections of the Prospectus. For details, see “Risk Factors – In the past, our Company has been subjected to penalty in case of contraventions under the Companies Act, 2013 in connection with the Pre-IPO Placement. If we are subject to penalties in the future or other regulatory actions in relation to the non-compliances, our reputation, business and results of operations could be adversely affected.” on page 49.

- (1) The Offer has been approved by our Board pursuant to the resolution passed at its meeting held on February 6, 2024 and by our Shareholders pursuant to a special resolution passed at their meeting held on February 12, 2024.
- (2) The Equity Shares being offered by the Promoter Selling Shareholder have been held for a period of at least one year immediately preceding the date of filing this Red Herring Prospectus with the SEBI or are otherwise eligible for being offered for sale pursuant to the Offer in terms of the SEBI ICDR Regulations. The Promoter Selling Shareholder has confirmed and authorized its participation in the Offer for Sale as set out below:

Selling Shareholders	Number of Offered Shares	Date of corporate authorisation/board resolution	Date of consent letter
Ajanma Holdings Private Limited	10,160,000	March 6, 2024	March 8, 2024

- (3) In the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹0.20 million (net of employee discount), subject to the maximum value of Allotment made to such Eligible Employees not exceeding ₹0.50 million (net of employee discount). The unsubscribed portion, if any, in the Employee Reservation Portion (after allocation up to ₹0.50 million (net of employee discount) to each Eligible Employee), shall be added to the Net Offer. Further, an Eligible Employee Bidding in the Employee Reservation Portion can also Bid under the Net Offer and such Bids will not be treated as multiple Bids. The Employee Reservation Portion shall not exceed 5% of our post-Offer paid-up Equity Share capital. For further details, see “Offer Structure” on page 397.
- (4) Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category except the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company, in consultation with the Book

- Running Lead Managers, and the Designated Stock Exchange, subject to applicable laws. Under-subscription, if any, in the QIB Portion (excluding the Anchor Investor Portion) will not be allowed to be met with spill-over from other categories or a combination of categories.*
- (5) *Our Company, in consultation with the Book Running Lead Managers may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription or non-Allotment in the Anchor Investor Portion, the remaining Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than [●] Equity Shares, the balance Equity Shares available for allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For details, see "Offer Procedure" on page 401. Allocation to all categories shall be made in accordance with the SEBI ICDR Regulations.*

Allocation to Bidders in all categories except the Anchor Investor Portion, Non-Institutional Portion and the Retail Portion, if any, shall be made on a proportionate basis subject to valid Bids received at or above the Offer Price.

The allocation to each of the RIBs shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis. The allocation to each of the NIBs shall not be less than the minimum application size, subject to the availability of Equity Shares in Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allocated on a proportionate basis in accordance with the SEBI ICDR Regulations. One-third of the Non-Institutional Portion shall be reserved for applicants with application size of more than ₹0.20 million and up to ₹1.00 million, two-thirds of the Non-Institutional Portion shall be reserved for Bidders with an application size of more than ₹1.00 million and the unsubscribed portion in either of the above subcategories may be allocated to Bidders in the other sub-category of Non-Institutional Bidders. Allocation to Anchor Investors shall be on a discretionary basis in accordance with the SEBI ICDR Regulations. For further details, see "Offer Procedure" on page 401.

For details of the terms of the Offer, see "*Terms of the Offer*" on page 391.

## **SUMMARY OF RESTATED CONSOLIDATED FINANCIAL INFORMATION**

*The following tables provide the summary of financial information of our Company derived from the Restated Consolidated Financial Information as at and for the three months period ended June 30, 2024 and Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022.*

*The Restated Consolidated Financial Information referred to above are presented under “Financial Information” on page 269. The summary of financial information presented below should be read in conjunction with the “Restated Consolidated Financial Information” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 269 and 340, respectively.*

*(The remainder of this page is intentionally left blank)*

**RESTATED CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES**

(₹ in million)

Particulars	As at June 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
<b>ASSETS</b>				
<b>Non-current assets</b>				
Property, plant and equipment	3,547.38	3,474.01	3,604.27	3,254.35
Right of use assets	243.98	263.83	183.07	85.33
Capital work-in-progress	70.11	57.85	41.24	172.13
Other intangible assets	0.88	0.90	1.95	2.38
Financial assets				
(i) Investments		-	0.05	0.05
(ii) Trade Receivables		-	-	-
(iii) Loans	17.01	18.19	273.23	281.23
(iv) Other	700.41	520.21	567.32	242.62
Other Non-current Assets	603.85	553.27	320.34	443.33
<b>Total non-current assets</b>	<b>5,183.62</b>	<b>4,888.26</b>	<b>4,991.47</b>	<b>4,481.42</b>
<b>Current assets</b>				
Inventories	4,654.62	3,782.67	3,109.96	2,784.86
Financial assets				
(a) Investments	49.93	49.02	32.36	31.55
(b) Trade receivables	9,140.26	10,261.41	6,448.95	6,397.35
(c) Cash and cash equivalents	883.34	1,098.46	1,247.14	575.04
(d) Other bank balances	1,564.29	1,140.52	734.05	532.75
(e) Loan	828.95	831.94	283.19	172.13
(f) others	438.50	363.05	247.27	282.45
Contact assets	21,128.42	19,510.83	14,669.05	10,944.29
Other current assets	4,487.34	4,277.49	2,689.04	2,216.81
	<b>43,175.65</b>	<b>41,315.39</b>	<b>29,461.01</b>	<b>23,937.23</b>
Assets Held for Sale	2.43	2.43	2.43	-
<b>Total assets</b>	<b>48,361.70</b>	<b>46,206.08</b>	<b>34,454.91</b>	<b>28,418.65</b>
<b>EQUITY AND LIABILITIES</b>				
<b>EQUITY</b>				
Equity share capital	247.93	247.93	227.98	227.08
Other equity	11,795.65	11,143.30	7,485.99	6,402.61
<b>Total equity</b>	<b>12,043.58</b>	<b>11,391.23</b>	<b>7,713.97</b>	<b>6,629.69</b>
<b>LIABILITIES</b>				
<b>Non-current liabilities</b>				
Financial liabilities				
(a) Borrowings	694.89	806.65	1,203.40	1,179.76
(b) Lease liabilities	128.60	144.05	83.16	34.65
(c) Other financial liabilities	609.17	600.65	566.75	532.94
Provisions	52.82	51.10	43.07	44.03
Deferred Tax Liabilities (net)	-	-	0.00	0.00
Other non-current liabilities		-	-	-
	<b>1,485.48</b>	<b>1,602.45</b>	<b>1,896.38</b>	<b>1,791.38</b>
<b>Current liabilities</b>				
(a) Financial liabilities				
(i) Borrowings	5,339.39	5,625.22	4,845.82	3,511.41
(ii) Lease Liabilities	93.27	97.50	80.35	39.37
(iii) Trade payables				
total outstanding dues of micro enterprises and small enterprises	487.33	322.31	286.19	562.33
total outstanding dues of creditors other than micro enterprises and small enterprises	16,320.48	16,363.45	12,789.15	10,147.27
(iv) Other financial liabilities	533.42	462.14	462.81	373.17
(b) Contract Liabilities	10,985.79	9,299.00	5,409.50	4,602.19
(c) Other Current Liability	287.28	347.42	239.22	249.48
(d) Provisions	403.03	419.31	514.71	512.36
(e) Current Tax Liabilities (Net)	382.65	276.05	216.81	-
	<b>34,832.64</b>	<b>33,212.40</b>	<b>24,844.56</b>	<b>19,997.58</b>
<b>Total equity and liabilities</b>	<b>48,361.70</b>	<b>46,206.08</b>	<b>34,454.91</b>	<b>28,418.65</b>

**SUMMARY STATEMENT OF PROFIT AND LOSS**

(₹ in million, except per share data)

Particulars	For the three months period ended June 30, 2024	For the Financial Year ended March 31, 2024	For the Financial Year ended March 31, 2023	For the Financial Year ended March 31, 2022
<b>INCOME</b>				
Revenue from operations	8,969.03	40,092.30	30,861.37	22,841.42
Other Operating Revenue	188.75	672.94	660.19	658.73
Other income	139.26	534.75	198.78	71.84
<b>Total income</b>	<b>9,297.04</b>	<b>41,299.99</b>	<b>31,720.34</b>	<b>23,571.99</b>
<b>EXPENSES</b>				
Cost of materials consumed	4,801.69	22,453.98	18,214.11	12,059.66
Changes in inventories of finished goods and work-in-progress	(312.95)	(370.82)	(82.08)	(178.14)
Sub-contracting Expenses	1,322.12	4,996.47	3,471.57	3,540.40
Employee benefits expense	551.76	1,985.04	1,790.37	1,594.58
Finance costs	438.70	1,626.07	1,196.94	848.43
Depreciation and amortisation expense	126.68	503.04	458.26	378.39
Other expenses	1,598.46	6,948.08	5,197.97	4,422.00
<b>Total expenses</b>	<b>8,526.46</b>	<b>38,141.86</b>	<b>30,247.14</b>	<b>22,665.32</b>
<b>Profit before share of profit of Joint venture and Tax</b>	<b>770.58</b>	<b>3,158.13</b>	<b>1,473.20</b>	<b>906.67</b>
Share of Profit/(Loss) of Joint Venture and Associate accounted by using the equity method	4.36	23.09	9.74	(4.97)
<b>Profit/(loss) before tax</b>	<b>774.94</b>	<b>3,181.22</b>	<b>1,482.94</b>	<b>901.70</b>
<b>Tax expense</b>				
(a) Current tax	257.50	849.17	389.96	237.03
(b) Deferred tax Liability / (Asset)		-	-	-
(c) (Excess) / Short Provision of Tax		-	17.30	17.60
<b>Total tax expense</b>	<b>257.50</b>	<b>849.17</b>	<b>407.26</b>	<b>254.64</b>
<b>Profit/(Loss) for the period/ year</b>	<b>517.44</b>	<b>2,332.05</b>	<b>1,075.68</b>	<b>647.07</b>
<b>Other Comprehensive Income (OCI)</b>				
<b>Other Comprehensive Income to be reclassified to profit or loss in subsequent periods</b>				
Exchange differences on translation of the Financial Statements of Foreign Operations	128.20	(57.65)	(1.62)	(0.20)
<b>Net other comprehensive income not to be reclassified to profit or loss in subsequent periods</b>				
(i) Remeasurement gains/(losses) of net defined benefit plans	2.21	(7.27)	2.07	2.69
(ii) Tax thereon		-	(0.52)	(0.68)
<b>Total other comprehensive income/(loss) for the period/ year, net of tax</b>	<b>130.41</b>	<b>(64.92)</b>	<b>(0.07)</b>	<b>1.81</b>
<b>Total comprehensive income/(loss) for the period/ year</b>	<b>647.85</b>	<b>2,267.13</b>	<b>1,075.61</b>	<b>648.88</b>
<b>Earnings per equity share</b>				
<b>Par Value (Rs)</b>	<b>2.00</b>	<b>2.00</b>	<b>2.00</b>	<b>2.00</b>
Basic (₹)	4.17 <sup>#</sup>	19.59	9.45	11.62
Diluted (₹)	4.17 <sup>#</sup>	19.59	9.45	11.62

#Not Annualised

## SUMMARY STATEMENT OF CASH FLOW

(₹ in million)

Particulars	As at June 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>				
<b>Profit/(loss) for the year/ period</b>	<b>770.58</b>	<b>3,158.13</b>	<b>1,473.20</b>	<b>906.67</b>
<b>Adjustments for:</b>				
Depreciation and amortisation expense	126.68	503.08	458.26	378.39
(Profit)/Loss on sale of Property, Plant and Equipment (net)	(0.61)	(5.68)	20.24	(0.55)
Interest income	(99.06)	(211.43)	(81.63)	(48.87)
Interest Expense	373.23	1,408.46	1,042.27	668.74
Interest on lease Liabilities	6.32	28.33	15.68	10.72
Provision on Doubtful debts	-	33.72	52.01	-
Allowance for Expected and lifetime credit loss, net	67.80	7.00	42.25	18.86
Gain on MF	(0.91)	(4.79)	(0.81)	(1.41)
Profit on sale of Investment	-	(31.95)	-	-
Assets Discarded	-	-	-	0.35
Expense on Employee Stock Option Scheme	4.50	10.11	-	-
Foreign Exchange (Gain) / Loss	(111.57)	38.11	(171.33)	(188.79)
Provision for Expected Contractual Obligation	(30.70)	(171.95)	(35.48)	278.83
Provision / (Reversal) for Short Supply	10.94	62.44	46.22	(91.92)
Sundry Credit Balances Written Back	(0.00)	(20.43)	(83.08)	(124.43)
Bad Debts Written Off	3.71	65.09	42.51	163.65
Deconsolidation of Subsidiary		-	-	-
<b>Operating profit before working capital changes</b>	<b>1,120.91</b>	<b>4,868.24</b>	<b>2,820.31</b>	<b>1,970.24</b>
<b>Changes in working capital</b>				
<b>Adjustments for (increase) / decrease in operating assets:</b>				
Trade receivables	1,148.44	(3,889.05)	(136.36)	(1,670.18)
Contract Assets	(1,618.90)	(4,837.28)	(3,724.76)	(4,322.02)
Inventories	(871.95)	(672.68)	(325.11)	(460.27)
Other financial assets	(29.99)	(69.82)	(560.02)	396.79
Other assets	(195.61)	(1,587.00)	178.82	(295.97)
<b>Adjustments for increase / (decrease) in operating liabilities:</b>				
Trade payables	116.61	3,653.96	2,369.48	2,375.64
Contract Liability	1,686.79	3,889.50	807.46	2,748.82
Other Financial liability	179.18	(31.61)	69.93	109.26
Other Liability and Provisions	(53.29)	132.20	64.67	2.91
Provisions, other liabilities and other financial liabilities				
<b>Cash generated from operations</b>	<b>1,482.19</b>	<b>1,456.46</b>	<b>1,564.42</b>	<b>855.21</b>
Income taxes received/(paid), net	(163.47)	(1,101.61)	(137.63)	(353.60)
<b>Net cash flow from operating activities (A)</b>	<b>1,318.72</b>	<b>354.85</b>	<b>1,426.79</b>	<b>501.62</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>				
Payment for Property, Plant & Equipment	(231.77)	(289.64)	(539.50)	(805.80)
Proceeds from sale of Property, Plant & Equipment	0.73	17.03	21.33	47.60
Movement in Other Bank Balances	(542.52)	(367.51)	(486.57)	(65.42)
Sales of Investment in Associates	-	31.95	-	-
Purchase of Equity Shares in Associate			-	(0.05)
Purchase of Other Investments	-	(44.94)	-	-
Sale of Other Investments	-	33.00	-	-
Interest Received	20.75	132.38	62.51	26.88
Proceeds from sale of Investment in Subsidiary		-	-	-
Loans and Advances given to Related Parties	-	(470.00)	(125.00)	(199.37)
Loans and Advances Repaid by Related Parties	0.00	174.74	21.93	182.25
<b>Net cash flow used in investing activities (B)</b>	<b>(752.81)</b>	<b>(782.99)</b>	<b>(1,045.30)</b>	<b>(813.91)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>				
Interest Paid	(357.44)	(1,399.50)	(998.32)	(639.99)
Proceeds from Issue of Employee Stock Options		-	8.67	-
Proceeds from Issue of Equity Shares	-	1,400.00	-	302.78
Proceeds from Long Term Borrowings	-	84.95	1,004.50	1,031.90
Repayment of Long Term Borrowings	(102.95)	(602.00)	(1,191.15)	(499.12)
Proceeds from / (Repayment of) Short Term Borrowings	(294.64)	899.83	1,544.72	(132.76)
Interest on Lease Liabilities	(6.32)	(28.33)	(15.68)	(10.72)
Principal Repayment of Lease Liabilities	(19.68)	(75.49)	(62.13)	(55.81)
<b>Net cash flow from/(used in) financing activities(C)</b>	<b>(781.03)</b>	<b>279.46</b>	<b>290.61</b>	<b>(3.72)</b>
<b>Net increase / (decrease) in cash and cash equivalents (A+B+C)</b>	<b>(215.12)</b>	<b>(148.68)</b>	<b>672.10</b>	<b>(316.01)</b>
Cash and cash equivalents at the beginning of the period/ year	1,098.46	1,247.14	575.04	891.05
Add: Addition/Removal on acquisition/Disposal of subsidiary	-	-	-	-

Particulars	As at June 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
<b>Cash and cash equivalents at the end of the period/ year (refer note (i) below)</b>	<b>883.34</b>	<b>1,098.46</b>	<b>1,247.14</b>	<b>575.04</b>
<b>Net increase / (decrease) in cash and cash equivalents</b>	<b>(215.12)</b>	<b>(148.68)</b>	<b>672.10</b>	<b>(316.01)</b>
<b>Notes :</b>				
<b>(i) Cash and cash equivalents comprises of:</b>				
(S) (a) Balances with banks	427.79	510.21	909.02	193.93
(b) Balance with Bank -Foreign Branches	441.32	268.86	271.52	335.12
(c) Fixed Deposits with Banks	-	309.50	38.24	40.06
(d) Cash on Hand	14.23	9.89	6.67	5.93
(e) Cheques on Hand	-	-	21.69	-
(f) Other Bank Balances	-	-	-	-
<b>Total</b>	<b>883.34</b>	<b>1,098.46</b>	<b>1,247.14</b>	<b>575.04</b>

## **GENERAL INFORMATION**

Our Company was originally incorporated as ‘Transrail Lighting Limited’ at Mumbai, Maharashtra as a public limited company under the Companies Act, 1956, pursuant to the certificate of incorporation dated February 18, 2008, issued by RoC and commenced operations pursuant to a certificate of commencement of business dated March 14, 2008.

### **Registered Office of our Company**

#### **Transrail Lighting Limited**

501, A,B,C,E Fortune 2000  
Block G, Bandra Kurla Complex  
Bandra East, Mumbai 400 051  
Maharashtra, India

**Corporate Identity Number:** U31506MH2008PLC179012

**Registration Number:** 179012

For details of our incorporation, changes to our name and change in registered office, see “*History and Certain Corporate Matters*” on page 229.

### **Registrar of Companies**

Our Company is registered with the Registrar of Companies, Maharashtra at Mumbai, situated at:

#### **Registrar of Companies**

100, Everest, Marine Drive  
Mumbai 400 002  
Maharashtra, India

### **Board of Directors**

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

<b>Name</b>	<b>Designation</b>	<b>DIN</b>	<b>Address</b>
Digambar Chunnilal Bagde	Executive Chairman	00122564	A 402, CTS No 757, Skylark, New Kantwadi Road, Pali Hill, Bandra West, Mumbai 400 050, Maharashtra, India
Randeep Narang	Managing Director and Chief Executive Officer	07269818	138, Uday Park, New Delhi, Andrewsganj, S.O. South Delhi 110 049, India
Srikant Chaturvedi	Non-Executive Director	00651133	110, Magnum Tower, Lokhandwala Complex Andheri West, Mumbai 400 053, Maharashtra, India
Sanjay Kumar Verma	Non-Executive Director	08235643	C-36, First floor, Defence Colony, New Delhi 110 024, India
Vita Jalaj Dani*	Non- Executive (Nominee) Director	00032396	106, Alhambra, 18 Carmichael Road, Mumbai 400 026, Maharashtra, India
Vinod Dasari	Independent Director	00345657	No 1 Cross Street, Dhandayudhapani Nagar, Kotturpuram, Kotturpuram, Chennai 600 085, Tamil Nadu, India
Ashish Gupta	Independent Director	07998166	E-1404, La Royale, GH 1, CISF Road, Indirapuram, Ghaziabad 201 014, Uttar Pradesh, India
Ravita Nirmal Punwani	Independent Director	08990767	C-4/4, Kripa Nagar, S.V. Road, Irla, Vile parle (West), Mumbai 400 056, Maharashtra, India
Ranjit Jatar	Independent Director	01526405	Chester building No. 3, Flat No. 502 SR No. 29/2,29/3, Baner, Pune City, 411 045, Maharashtra, India
Major General Dr. Dilawar Singh (Retd.)	Independent Director	08216047	Flat No. 707, 7th/F- Plot No. 14, Sea Show CGHS, Dwarka Sector 19 B, Dwarka, South West Delhi 110 075, New Delhi, India

\* Nominee director of Asiana Alternative Investment Fund – Scheme: Asiana Fund - I.

For further details of our Directors, see “*Our Management*” on page 241.

### **Company Secretary and Compliance Officer**

Gandhali Upadhye is our Company Secretary and Compliance Officer. Her contact details are as set forth below:

#### **Gandhali Upadhye**

501, A, B,C,E Fortune 2000  
Block G, Bandra Kurla Complex  
Bandra East  
Mumbai 400 051  
Maharashtra, India  
**Tel:** +91 22 6197 9600  
**E-mail:** cs@transraillighting.com

## **Book Running Lead Managers**

### **Inga Ventures Private Limited**

1229, Hubtown Solaris  
N.S. Phadke Marg, Opp. Telli Galli  
Andheri (East), Mumbai 400 069  
Maharashtra, India

**Tel:** +91 22 6854 0808  
**E-mail:** transrail.ipo@ingaventures.com

**Website:** [www.ingaventures.com](http://www.ingaventures.com)

**Investor grievance ID:** investors@ingaventures.com

**Contact person:** Kavita Shah

**SEBI Registration Number:** INM000012698

### **HDFC Bank Limited**

Investment Banking Group  
Unit no. 701, 702 and 702-A  
7<sup>th</sup> floor, Tower 2 and 3  
One International Centre, Senapati Bapat Marg

Prabhadevi, Mumbai 400 013  
Maharashtra, India

**Tel:** +91 22 3395 8233

**E-mail:** transrail.ipo@hdfcbank.com

**Website:** [www.hdfcbank.com](http://www.hdfcbank.com)

**Investor grievance ID:** investor.redressal@hdfcbank.com

**Contact person:** Sanjay Chudasama/ Bharti Ranga

**SEBI Registration Number:** INM000011252

### **Axis Capital Limited**

Axis House  
1<sup>st</sup> Floor  
Pandurang Budhkar Marg  
Worli, Mumbai 400 025  
Maharashtra, India

**Tel:** + 91 22 4325 2183

**E-mail:** transrail.ipo@axiscap.in

**Website:** [www.axiscapital.co.in](http://www.axiscapital.co.in)

**Investor grievance ID:** complaints@axiscap.in

**Contact person:** Simran Gadh/Harish Patel

**SEBI registration no.:** INM000012029

### **IDBI Capital Markets & Securities Limited**

6<sup>th</sup> Floor, IDBI Tower, WTC Complex  
Cuffe Parade, Mumbai 400 005  
Maharashtra, India

**Tel:** +91 22 4069 1953

**E-mail:** transrail.ipo@idbicapital.com

**Investor grievance ID:** redressal@idbicapital.com

**Contact person:** Indrajit Bhagat/ Drashti Dugar

**Website:** [www.idbicapital.com](http://www.idbicapital.com)

**SEBI registration number:** INM000010866

## **Legal Counsel to our Company**

### **Cyril Amarchand Mangaldas**

5<sup>th</sup> floor, Peninsula Chambers  
Peninsula Corporate Park  
Ganpatrao Kadam Marg, Lower Parel  
Mumbai 400 013  
Maharashtra, India

**Tel:** +91 22 2496 4455

## **Registrar to the Offer**

### **Link Intime India Private Limited**

C-101, 1<sup>st</sup> Floor  
247 Park, L.B.S. Marg  
Vikhroli West  
Mumbai 400 083  
Maharashtra, India

**Tel:** +91 810 811 4949

**Email:** transraillighting.ipo@linkintime.co.in

**Website:** [www.linkintime.co.in](http://www.linkintime.co.in)

**Investor Grievance ID:** transraillighting.ipo@linkintime.co.in

**Contact person:** Shanti Gopalakrishnan

**SEBI registration number:** INR000004058

**URL of SEBI website:** <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=10>

## **Statutory Auditors to our Company**

### **Nayan Parikh & Co., Chartered Accountants**

Office No. 9, Jain Chambers  
577, S V Road, Bandra (West)  
Mumbai 400 050  
Maharashtra India

**Tel:** +91 22 26400358 / 26400359

**E-mail:** kn.padmanabhan@npco.in

**ICAI Firm Registration Number:** 107023W

**Peer Review Number:** 014542

## **Change in Statutory Auditors**

There has been no change in the Statutory Auditors of our Company during the three years preceding the date of this Red Herring Prospectus.

## **Bankers to the Offer**

### **Public Offer Account Bank / Sponsor Bank**

#### **ICICI Bank Limited**

Capital Market Division  
5<sup>th</sup> Floor, HT Parekh Marg  
Churchgate, Mumbai  
400 020, India  
**Contact Person:** Varun Badai  
**Tel:** +91 22 6805 2182  
**Email:** ipocmg@icicibank.com

### **Escrow Collection Bank / Refund Bank / Sponsor Bank**

#### **Axis Bank Limited**

Axis House, 6<sup>th</sup> Floor, C-2  
Wadia International Centre  
Pandurang Budhkar Marg  
Worli, Mumbai – 400 025  
**Contact Person:** Vishal M. Lade  
**Tel:** +91 22 2425 3672  
**Email:** vishal.lade@axisbank.com

## **Bankers to our Company**

### **Export-Import Bank of India**

Centre One Building, Floor 21  
World Trade Centre Complex  
Cuffe Parade, Mumbai 400 050  
Maharashtra, India  
**Contact Person:** Meena Verma  
**Tel:** +91 22 2217 2302  
**E-mail:** lomg@eximbankindia.in

### **Canara Bank**

Canara Bank Building  
'A' Wing, 1<sup>st</sup> Floor, C-14  
G-Block Bandra Kurla Complex  
Bandra (East), Mumbai 400 051  
Maharashtra, India  
**Contact Person:** Mitrajit Dash  
**Tel:** +91 8553777510  
**Email:** mitrajitdash@canarabank.com

### **Union Bank of India**

1<sup>st</sup> Floor, Swastik Pride  
Near D K Sandhu Marg, Chembur  
Mumbai 400 071  
Maharashtra, India  
**Contact Person:** Navneet Pruthi  
**Tel:** +91 9013061285  
**Email:** navneet.pruthi@unionbankofindia.bank

### **Indian Bank**

210, Mittal Tower, "B" Wing  
Nariman Point, Mumbai 400 021  
Maharashtra, India  
**Contact Person:** Customer Relation Manager

### **IDFC First Bank**

Naman Chambers, BKC Office  
**Contact Person:** Navneet Agarwal  
**Tel:** +91 22 7132 6094  
**E-mail:** navneet.agarwal@idfcbank.com

### **IndusInd Bank Limited**

IndusInd Bank Limited  
11<sup>th</sup> Floor Tower 1C, One Word Center  
841, S.B. Marg, Elphinstone Road  
Mumbai 400 013 Maharashtra, India  
**Contact Person:** Gurpreet Munial  
**Tel:** +91 9004064446  
**E-mail:** gurpreet.munial@indusind.com

### **Punjab National Bank**

6<sup>th</sup> Floor, PNB Pragati Tower  
Bandra Kurla Complex, Bandra (East)  
Mumbai 400 051  
Maharashtra, India  
**Contact Person:** Shreya Pathak  
**Tel:** +91 9560192870  
**Email:** bo2175@pnb.co.in

### **ICICI Bank Limited**

ICICI Tower, Bandra Kurla  
Complex Mumbai 400 051, India  
**Contact Person:** Arjun Seth  
**Tel:** +91 7506707334  
**Email:** arjun.seth@icicibank.com

### **Bank of Maharashtra**

Bank of Maharashtra, Bhole Building  
Laxmi Bhavan square, Dharampeth  
Nagpur 440 010, Maharashtra, India  
**Contact Person:** Sunil Anirudha Gajbhiye  
**Tel:** +91 8605557788  
**E-mail:** brmgr60@mahabank.co.in

### **Bandhan Bank Limited**

201, 2<sup>nd</sup> Floor, Platina Building  
Plot No C-59, G – Block, BKC  
Bandra (E), Mumbai 400 059  
Maharashtra, India  
**Contact Person:** Nikhil Phuria  
**Tel:** +91 9664164880  
**Email:** Nikhil.phuria@bandhanbank.com/  
ctmc.mumbai@bandhanbank.com

### **IDBI Bank Limited**

IDBI Towers, World Trade Complex  
Cuffe Parade, Colaba, Mumbai 400 005  
Maharashtra, India  
**Contact Person:** Deepti Vaj/Vinod Kumar  
**Tel:** +91 (22) 66553355/ 3120  
**Email:** lcg-cpi@idbi.co.in

### **ICFS Mumbai, Bank of Baroda**

3<sup>rd</sup> Floor, 10/12 Mumbai Samachar Marg, Fort, Mumbai 400 001, India  
**Contact Person:** Nirankush Tyagi  
**Tel:** 022 4340 7330  
**Email:** rm.10.cfsl@bankofbaroda.co.in

**Tel:** 022 40178019  
**Email:** Icbmumbai@indianbank.co.in

### Syndicate Members

#### HDFC Securities Limited

iThink Techno Campus Building – B “Alpha”,  
Office 8, Opposite Crompton Greaves,  
Near KanjurMarg Station, KanjurMarg (East),  
Mumbai 400 042, Maharashtra, India  
Tel.: +91 22 3075 3400  
Email: customercare@hdfcsec.com  
Attention: Dipesh Arjun Kale

#### Greshma Shares and Stocks Limited

124, Viraj, 41-42, 4th Floor,  
S. V. Road, Khar West,  
Mumbai, 400 052  
Maharashtra, India  
Tel.: 022 40656400  
E-mail: info@greshma.com  
Attention: Sameer H. Parekh

### Filing

A copy of the Draft Red Herring Prospectus has been uploaded on the SEBI intermediary portal at <https://siportal.sebi.gov.in> as specified in Regulation 25(8) of the SEBI ICDR Regulations and in accordance with SEBI master circular number SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023. It has been filed with the Securities and Exchange Board of India at:

#### Securities and Exchange Board of India

SEBI Bhavan, Plot No. C4 A, ‘G’ Block  
Bandra Kurla Complex Bandra (East), Mumbai 400 051  
Maharashtra, India

A copy of this Red Herring Prospectus, along with the material contracts and documents required to be filed under Section 32 of the Companies Act, will be filed with the RoC at its office at 100, Everest, Marine Drive, Mumbai 400 002, Maharashtra, India and a copy of the Prospectus shall be filed with the RoC under Section 26 of the Companies Act through the electronic portal at <http://www.mca.gov.in/mcafoportal/loginvalidateuser.do>.

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

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

S. No.	Activity	Responsibility	Co-ordination
1.	Capital structuring, positioning strategy and due diligence of the Company including its operations /management/ business plans/ legal etc. Drafting and design of the Draft Red Herring Prospectus, this Red Herring Prospectus, Prospectus, abridged prospectus and application form. The Lead Manager shall ensure compliance with stipulated requirements and completion of prescribed formalities with the Stock Exchanges, RoC and SEBI including finalisation of Prospectus and RoC filing.	Book Running Lead Managers	Inga Ventures Private Limited
2.	Drafting and approval of all statutory advertisement.	Book Running Lead Managers	Inga Ventures Private Limited
3.	Drafting and approval of all publicity material other than statutory advertisement as mentioned above including corporate advertising, brochure, etc. and filing of media compliance report.	Book Running Lead Managers	Inga Ventures Private Limited
4.	Appointment of intermediaries – Bankers to the Offer, Registrar to the Offer, advertising agency, printers to the Offer including coordination of all agreements to be entered into with such intermediaries.	Book Running Lead Managers	Inga Ventures Private Limited
5.	International institutional marketing of the Offer, which will cover, inter alia: • Institutional marketing strategy; • Preparation of road show presentation and frequently asked questions • Finalising the list and division of international investors for one-to-one meetings • Finalising international road show and investor meeting schedules	Book Running Lead Managers	Axis Capital Limited
6.	Domestic institutional marketing of the Offer, which will cover, inter alia: • Institutional marketing strategy; • Finalising the list and division of domestic investors for one-to-one meetings • Finalising domestic road show and investor meeting schedules	Book Running Lead Managers	HDFC Bank Limited

S. No.	Activity	Responsibility	Co-ordination
7.	Non-Institutional marketing of the Offer, which will cover, inter alia, <ul style="list-style-type: none"> <li>• Formulating marketing strategies preparation of publicity budget;</li> <li>• Finalising media, marketing and public relations strategy;</li> <li>• Follow-up on distribution of publicity and Offer material including the Bid cum Application Form, the RHP/Prospectus and deciding on the quantum of the Offer material; and</li> <li>• Finalising collection centres</li> </ul>	Book Running Lead Managers	HDFC Bank Limited
8.	Retail marketing of the Offer, which will cover, inter alia, <ul style="list-style-type: none"> <li>• Formulating marketing strategies, preparation of publicity budget</li> <li>• Finalising media, marketing and public relations strategy;</li> <li>• Finalising centres for holding conferences for brokers, etc.;</li> <li>• Follow-up on distribution of publicity and Offer material including the Bid cum Application Form, the RHP/Prospectus and deciding on the quantum of the Offer material; and</li> <li>• Finalising collection centres</li> </ul>	Book Running Lead Managers	Axis Capital Limited
9.	Coordination with Stock Exchanges, book building software, bidding terminals and mock trading, anchor coordination, anchor CAN and intimation of anchor allocation.	Book Running Lead Managers	HDFC Bank Limited
10.	Managing the book and finalization of pricing in consultation with the Company.	Book Running Lead Managers	Axis Capital Limited
11.	Post bidding activities including management of escrow accounts, coordinate non-institutional allocation, coordination with Registrar, SCSBs and Bankers to the Offer, intimation of allocation and dispatch of refund to Bidders, etc. Post-Offer activities, which shall involve essential follow-up with Bankers to the Offer and SCSBs to get quick estimates of collection and advising the Issuer about the closure of the Offer, based on correct figures, finalisation of the basis of allotment or weeding out of multiple applications, listing of instruments, dispatch of certificates or demat credit and refunds and coordination with various agencies connected with the post-Offer activity such as registrar to the Offer, Bankers to the Offer, SCSBs including responsibility for underwriting arrangements, as applicable. Payment of the applicable securities transactions tax on sale of unlisted equity shares by the selling shareholders under the Offer for Sale to the Government and filing of the securities transactions tax return by the prescribed due date as per Chapter VII of Finance (No. 2) Act, 2004. Co-ordination with SEBI and Stock Exchanges for submission of all post Offer reports including the initial and final post Offer report to SEBI.	Book Running Lead Managers	IDBI Capital Markets & Securities Limited

### IPO Grading

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

### Monitoring Agency

#### CARE Ratings Limited

4th Floor, Godrej Coliseum  
Somaiya Hospital Road  
Off Eastern Express Highway  
Sion (East), Mumbai 400 022  
Tel.: 022 6754 3456  
Email: meenal.sikchi@careedge.inn  
Website: [www.careratings.com](http://www.careratings.com)  
Contact Person: Meenal Sikchi  
SEBI registration number: IN/CRA/004/199

### Appraising Entity

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

### Credit Rating

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

### Debenture Trustees

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

### Green Shoe Option

No green shoe option is contemplated under the Offer.

## **Designated Intermediaries**

### **Self-Certified Syndicate Banks**

The banks registered with SEBI, which offer the facility of ASBA services, (i) in relation to ASBA, where the Bid Amount will be blocked by authorising an SCSB, a list of which is available on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34> and updated from time to time and at such other websites as may be prescribed by SEBI from time to time, (ii) in relation to UPI Bidders using the UPI Mechanism, a list of which is available on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40> or such other website as updated from time to time.

### **SCSBs and mobile applications enabled for UPI Mechanism**

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

### **Syndicate SCSB Branches**

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

### **Registered Brokers**

The list of the Registered Brokers eligible to accept ASBA forms, including details such as postal address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at [www.bseindia.com/Markets/PublicIssues/brokercentres\\_new.aspx](http://www.bseindia.com/Markets/PublicIssues/brokercentres_new.aspx) and [www.nseindia.com/products/content/equities/ipo\\_mem\\_terminal.htm](http://www.nseindia.com/products/content/equities/ipo_mem_terminal.htm), respectively, as updated from time to time. Bidders can submit ASBA Forms in the Offer using the stock broker network of the stock exchange, i.e. through the Registered Brokers at the Broker Centres.

### **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 [https://www.bseindia.com/Static/PublicIssues/RtaDp.aspx](http://www.bseindia.com/Static/PublicIssues/RtaDp.aspx) and [http://www.nseindia.com/products/content/equities/ipo/asba\\_procedures.htm](http://www.nseindia.com/products/content/equities/ipo/asba_procedures.htm), respectively, as updated from time to time.

### **Collecting Depository Participants**

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as name and contact details, is provided on the websites of the Stock Exchanges at [https://www.bseindia.com/Static/PublicIssues/RtaDp.aspx](http://www.bseindia.com/Static/PublicIssues/RtaDp.aspx) and [http://www.nseindia.com/products/content/equities/ipo/asba\\_procedures.htm](http://www.nseindia.com/products/content/equities/ipo/asba_procedures.htm), respectively, as updated from time to time.

### **Experts to the Offer**

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

Our Company has received a written consent dated November 6, 2024 from our Statutory Auditor, namely, Nayan Parikh & Co, Chartered Accountants to include their names as required under section 26 (1) of the Companies Act read with SEBI ICDR Regulations, in this Red Herring Prospectus, and as an “expert” as defined under section 2(38) of the Companies Act (and not under the U.S. Securities Act) to the extent and in their capacity as our Statutory Auditor, and in respect of their (a) examination report dated September 18, 2024 on the Restated Consolidated Financial Information, (b) report dated November 6, 2024 on the statement of special tax benefits available to our Company and its Shareholders.

Our Company has received written consent dated November 6, 2024 from independent chartered accountant to our Company, namely, Maheshwari & Co., Chartered Accountants, holding a valid peer review certificate from the ICAI, to include their name as required under Section 26(5) of the Companies Act read with the SEBI ICDR Regulations in this Red Herring Prospectus and as an “expert” as defined under Section 2(38) of Companies Act in respect of the certificates issued by them in

their capacity as an independent chartered accountant to our Company, and such consent has not been withdrawn as on the date of this Red Herring Prospectus.

Our Company has received written consent dated September 24, 2024, from the independent chartered engineer, namely Suvabrata Dasgupta (registration number: M-137099-5), to include their name in this Red Herring Prospectus and as an “expert” as defined under Section 2(38) of the Companies Act, to the extent and in their capacity as a chartered engineer, in relation to their certificate dated September 24, 2024, certifying the installed production capacity of our manufacturing facilities included under “*Our Business – Description of our Business and Operations - Integrated In-house Model* ” on page 215.

Our Company has received a written consent dated November 6, 2024, from the practicing company secretary, namely, Mehta & Mehta, Company Secretaries, having the membership number P1996MH007500, to include their name as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations in this Red Herring Prospectus and as an ‘expert’ as defined under Section 2(38) of Companies Act, 2013, in respect of certificates issued by them in their capacity as the independent practising company secretary to our Company, and such consent has not been withdrawn as on the date of this Red Herring Prospectus.

### **Illustration of the Book Building Process**

Book building, in the context of the Offer, refers to the process of collection of Bids from Bidders on the basis of this Red Herring Prospectus and the Bid Cum Application Forms and the Revision Forms within the Price Band, which will be decided by our Company, and which will either be included in this Red Herring Prospectus or will be advertised in all editions of English national daily newspaper, Financial Express, all editions of Hindi national daily newspaper, Jansatta, and all editions of Marathi daily newspaper, Navshakti (Marathi is the regional language of Maharashtra, where our Registered Office is located) each with wide circulation, at least two Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites. The Offer Price shall be determined by our Company, in consultation with the Book Running Lead Managers after the Bid/Offer Closing Date. For details, see “*Offer Procedure*” on page 401.

**All Bidders (other than Anchor Investors) shall participate in this Offer mandatorily through the ASBA process by providing the details of their respective bank accounts in which the corresponding Bid Amount will be blocked by the SCSBs. In addition to this, the UPI Bidders may participate through the ASBA process by either (a) providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs; or (b) through the UPI Mechanism. Pursuant to SEBI ICDR Master Circular, all individual bidders in initial public offerings whose application sizes are up to ₹0.50 million shall use the UPI Mechanism. Anchor Investors are not permitted to participate in the Offer through the ASBA process.**

**In terms of the SEBI ICDR Regulations, QIBs and Non-Institutional Bidders are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of the number of Equity Shares or the Bid Amount) at any stage. RIBs and Eligible Employees Bidding in the Employee Reservation Portion can revise their Bid(s) during the Bid/ Offer Period and withdraw their Bid(s) until Bid/ Offer Closing Date. Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bidding Date. Except for Allocation to RIBs, NIBs and the Anchor Investors, allocation in the Offer will be on a proportionate basis. Further, allocation to Anchor Investors will be on a discretionary basis.**

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

**The process of Book Building under the SEBI ICDR Regulations and the Bidding Process are subject to change from time to time and the investors are advised to make their own judgment about investment through this process prior to submitting a Bid in the Offer.**

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

For further details, see “*Terms of the Offer*”, “*Offer Structure*” and “*Offer Procedure*” on pages 391, 397 and 401, respectively.

### **Underwriting Agreement**

Our Company and the Promoter Selling Shareholder intends to, prior to the filing of the Prospectus with the RoC, enter into an Underwriting Agreement with the Underwriters for the Equity Shares proposed to be issued and offered in the Offer. The extent of underwriting obligations and the Bids to be underwritten by each Underwriter shall be as per the Underwriting Agreement. The Underwriting Agreement is dated [●]. Pursuant to the terms of the Underwriting Agreement, the obligations of each of the Underwriters will be several and will be subject to certain conditions specified therein.

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

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

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

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

In the opinion of our Board, the resources of the aforementioned Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The aforementioned Underwriters are registered with SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchanges. Our Board/ IPO Committee at its meeting held on [●], approved the acceptance and entering into the Underwriting Agreement mentioned above on behalf of our Company.

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

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

## CAPITAL STRUCTURE

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

		Aggregate value at face value	Aggregate value at Offer Price*	<i>(in ₹, except share data)</i>
<b>A</b>	<b>AUTHORISED SHARE CAPITAL<sup>(1)</sup></b>			
	175,000,000 Equity Shares of face value ₹2 each	350,000,000		-
	<b>Total</b>	<b>350,000,000</b>		-
<b>B</b>	<b>ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE OFFER</b>			
	124,996,767 Equity Shares of face value ₹2 each	249,993,534		-
	<b>Total</b>	<b>249,993,534</b>		-
<b>C</b>	<b>PRESENT OFFER IN TERMS OF THIS RED HERRING PROSPECTUS<sup>(2)(3)(4)</sup></b>			
	Offer of up to [●] Equity Shares of face value ₹2 each aggregating up to ₹ [●] million <sup>(2)(3)(4)</sup>	[●]	[●]	
	of which			
	Fresh Issue of up to [●] Equity Shares of face value ₹2 each aggregating up to ₹4,000.00 million <sup>(2)(4)</sup>	[●]	[●]	
	Offer for Sale of up to 10,160,000 Equity Shares of face value ₹2 each aggregating up to ₹[●] million <sup>(3)</sup>	[●]	[●]	
	Which includes:			
	Employee Reservation Portion of up to [●] Equity Shares of face value ₹2 each aggregating up to ₹190.00 million <sup>(5)</sup>	[●]	[●]	
	Net Offer of up to [●] Equity Shares of face value ₹2 each aggregating up to ₹ [●] million	[●]	[●]	
<b>D</b>	<b>ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE OFFER</b>			
	[●] Equity Shares of face value ₹2 each	[●]	[●]	
<b>E</b>	<b>SECURITIES PREMIUM ACCOUNT</b>			
	Before the Offer (as on the date of this Red Herring Prospectus)			2,764,497,758**
	After the Offer*			[●]

\* To be included upon finalisation of the Offer Price and subject to the Basis of Allotment.

\*\* Does not account for expenses to be adjusted with securities premium incurred towards Pre-IPO Placement in due course.

- (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 231.
- (2) The Offer has been authorized by a resolution of our Board at their meeting held on February 6, 2024, the Fresh Issue has been authorized by a resolution dated February 6, 2024 passed by our Board and by a special resolution passed by our Shareholders at their meeting held on February 12, 2024. Our Board has taken on record the participation of the Promoter Selling Shareholders in the Offer for Sale pursuant to a resolution dated March 6, 2024. For further details, see "Other Regulatory and Statutory Disclosures" on page 379.
- (3) The Promoter Selling Shareholder confirms that the Equity Shares being offered by it have been held by the Promoter Selling Shareholder for a period of at least one year prior to the date of filing of this Red Herring Prospectus with SEBI and are otherwise eligible for being offered for sale pursuant to the Offer in terms of the SEBI ICDR Regulations. For details of authorisations for the Offer for Sale, see "Other Regulatory and Statutory Disclosures" on page 379.
- (4) A Pre-IPO Placement was undertaken by our Company, in consultation with the BRLMs, for an amount aggregating to ₹500.00 million. The Pre-IPO Placement has not exceeded 20% of the Fresh Issue. The Pre- IPO Placement was made to Volrando Venture Partners Fund IV Gamma, Shyamsundar B. Asawa, Saurabh Sanjay Agrawal, and Divyam Sanjay Agrawal, at a price of ₹ 484.00 per Equity Share, decided by our Company, in consultation with the BRLMs. The amount raised from the Pre-IPO Placement aggregating to ₹500.00 million was reduced from the Fresh Issue, subject to the offer complying with Rule 19(2)(B) of the SCRR. Our Company has appropriately intimated the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement has been appropriately made in the relevant sections of this Red Herring Prospectus and will be made in relevant sections of the Prospectus. For details, see "Risk Factors – In the past, our Company has been subjected to penalty in case of contraventions under the Companies Act, 2013 in connection with the Pre-IPO Placement. If we are subject to penalties in the future or other regulatory actions in relation to the non-compliances, our reputation, business and results of operations could be adversely affected." on page 49.
- (5) Eligible Employees Bidding in the Employee Reservation Portion must ensure that the maximum Bid Amount does not exceed ₹0.50 million (net of employee discount). However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹0.20 million (net of employee discount). Only in the event of an under-subscription in the Employee Reservation Portion post the initial Allotment, such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹0.20 million (net of employee discount), subject to the total Allotment to an Eligible Employee not exceeding ₹0.50 million. Our Company and the Promoter Selling Shareholder, in consultation with the Book Running Lead Managers, may offer an Employee Discount of up to [●]% to the Offer Price (equivalent of ₹[●] per Equity Share) to Eligible Employee(s) Bidding in the Employee Reservation Portion, subject to necessary approvals as may be required, and which shall be announced at least two Working Days prior to the Bid / Offer Opening Date. Our Company and the Investor Selling Shareholder may, in consultation with the Book Running Lead Managers, offer an Employee Discount of up to [●]% to the Offer Price (equivalent of ₹[●] per Equity Share), which shall be announced two Working Days prior to the Bid/Offer Opening Date.

## Notes to the Capital Structure

### 1. (a) Equity share capital history of our Company

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

Date of allotment of equity shares	Nature of allotment	Nature of consideration	Number of equity shares	Face value per equity share (in ₹)	Issue price per equity share (in ₹)	Names of allottees/ shareholders	Cumulative number of equity shares	Cumulative paid-up equity share capital (in ₹)
February 18, 2008	Initial subscription to the Memorandum of Association	Cash	50,000	10	10	Allotment of 49,940 Equity Shares to Associated Transrail Structures Limited and allotment of 10 Equity Shares each to Digambar Chunnilal Bagde, Hasmukh M Joshi, Ghanshyam D Rathod, Subhasish Mukhopadhyay, Hiren M Patel, D Suryanarayana	50,000	500,000
August 18, 2008	Allotment of equity shares in lieu of purchase of land by our Company from Associated Transrail Structures Limited	Other than cash	2,080,000	10	-	Allotment of 2,080,000 Equity Shares to Associated Transrail Structures Limited	2,130,000	21,300,000
August 18, 2008	Further issue	Cash	1,920,000	10	10	Allotment of 1,920,000 Equity Shares to Associated Transrail Structures Limited	4,050,000	40,500,000
March 30, 2009	Further issue	Cash	1,100,000	10	10	Allotment of 1,100,000 Equity Shares to Associated Transrail Structures Limited	5,150,000	51,500,000
November 19, 2011	Conversion of loan to equity	Cash <sup>#</sup>	10,850,000	10	10	Allotment of 10,850,000 Equity Shares to Gammon India Limited in lieu of part conversion of unsecured loan taken by our Company from Gammon India Limited	16,000,000	160,000,000
March 31, 2013	Conversion of unsecured loan to equity	Cash <sup>#</sup>	15,000,000	10	10	Allotment of 15,000,000 Equity Shares to Gammon India Limited in lieu of conversion of loan taken by our Company	31,000,000	310,000,000
April 18, 2017	Reduction in paid-up equity share capital pursuant to the Scheme of Arrangement. For further details in relation to the Scheme of Arrangement, see "History and Certain Corporate	-	(30,800,000)	10	-	Cancellation of 23,100,000 Equity Shares held by Ajanma Holdings Private Limited, 7,699,940 Equity Shares held by Gammon India Limited, 10 Equity Shares held by Digambar Chunnilal Bagde, 10 Equity Shares held by Hasmukh Joshi, 10 Equity Shares held by M.B Gopinath, 10	200,000	2,000,000

Date of allotment of equity shares	Nature of allotment	Nature of consideration	Number of equity shares	Face value per equity share (in ₹)	Issue price per equity share (in ₹)	Names of allottees/ shareholders	Cumulative number of equity shares	Cumulative paid-up equity share capital (in ₹)
	<i>Matters – Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years” on page 233.</i>					Equity Shares held by Anurag Chaudhary, 10 Equity Shares held by Keshav Shanbhag and 10 Equity Shares held by Mandar Godbole		
October 30, 2017	Allotment pursuant to the Scheme of Arrangement. For further details in relation to the Scheme of Arrangement, see “ <i>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 233.</i>	Other than cash	725,000	10	@	Allotment of 725,000 Equity Shares to Gammon India Limited pursuant to Scheme of Arrangement. For further details in relation to the scheme of arrangement, see “ <i>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 233</i>	925,000	9,250,000
October 30, 2017\$	Conversion of optionally convertible debentures	Other than cash	275,000	10	N.A.%	Allotment of 275,000 Equity Shares to Gammon India Limited pursuant to the Business Transfer Agreement. For further details of the Business Transfer Agreement, see “ <i>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 233</i>	1,200,000	12,000,000
October 30, 2017	Conversion of optionally convertible debentures	Cash##	3,000,000	10	159	Allotment of 3,000,000 Equity Shares to Ajanma Holdings Private Limited pursuant to the Investment Agreement. For further details of the Investment Agreement, see “ <i>History and Certain Corporate Matters – Summary of key agreements” on page 239</i>	4,200,000	42,000,000

Date of allotment of equity shares	Nature of allotment	Nature of consideration	Number of equity shares	Face value per equity share (in ₹)	Issue price per equity share (in ₹)	Names of allottees/ shareholders	Cumulative number of equity shares	Cumulative paid-up equity share capital (in ₹)
June 20, 2020	Rights issue of equity shares in the ratio of 1 equity shares for every 1 equity share	Cash	3,369,480	10	80**	Allotment of 40,618 Equity Shares to Digambar Chunnilal Bagde, 10,002 equity shares to Deepak Bhojwani, 5,002 equity shares to Narayanarao Sai Mohan, 10,010 equity shares to D Suryanarayana, 10,006 equity shares to Meha Chaturvedi, 10,010 equity shares to Rajesh Neelakantan and 3,283,832 Equity Shares to Ajanma Holdings Private Limited	7,569,480	75,694,800
January 5, 2022	Rights Issue of equity shares in the ratio of 2 equity shares for every 1 equity share	Cash	15,138,960	10	20	Allotment of 14,505,074 Equity Shares to Ajanma Holdings Private Limited, 209,140 Equity Shares to ICICI Bank Limited, 187,302 Equity Shares to Canara Bank-Mumbai, 142,472 Equity Shares to Digambar Chunnilal Bagde, 20,008 Equity Shares to Deepak Bhojwani, 10,008 Equity Shares to Narayanarao Sai Mohan, 20,040 Equity Shares to D Suryanarayana, 20,024 Equity Shares to Meha Chaturvedi, 20,040 Equity Shares to Rajesh Neelakantan and 4,852 Equity Shares to Karnataka Bank Limited	22,708,440	227,084,400
August 1, 2022	Allotment of equity shares pursuant to exercise of stock options under ESOP 2019	Cash	90,000	10	96.33	Allotment of 90,000 Equity Shares to Digambar Chunnilal Bagde	22,798,440	227,984,400
September 28, 2023	Private Placement	Cash	1,994,302	10	702	Allotment of 1,994,302 Equity Shares to Asiana Alternative Investment Fund Scheme: Asiana Fund I	24,792,742	247,927,420
February 12, 2024	Pursuant to a resolution passed by our Board on February 6, 2024 and our Shareholders on February 12, 2024, our Company sub-divided the face value of its equity shares from ₹10 each to ₹2 each. Accordingly, the issued and paid-up equity share capital of our Company was sub-divided from 24,792,742 equity shares of ₹10 each to 123,963,710 Equity Shares of ₹2 each.							
September 9, 2024	Private Placement (Pre-IPO Placement) §§	Cash	1,033,057	2	484	Allotment of 991,730 Equity Shares to Volrando Venture Partners Fund IV Gamma, 20,661 Equity Shares to Shyamsundar B., 10,333 Equity Shares to Saurabh Sanjay Agrawal and 10,333 Equity Shares to Divyam Sanjay Agrawal	124,996,767	249,993,534

Date of allotment of equity shares	Nature of allotment	Nature of consideration	Number of equity shares	Face value per equity share (in ₹)	Issue price per equity share (in ₹)	Names of allottees/ shareholders	Cumulative number of equity shares	Cumulative paid-up equity share capital (in ₹)
<b>Total</b>							<b>124,996,767</b>	<b>249,993,534</b>

# Our Company had inadvertently filed the Form 2 to reflect that the allotment was made for consideration other than cash. For details, see "Risk Factor - Some of the payment challans in relation to the corporate records pertaining to the allotment of shares and change in registered office of our Company are not traceable and there has been delays in filing of some of the corporate records in the past" on page 57.

@ Pursuant to the Scheme of Arrangement 725,000 equity shares were issued to Gammon India Limited aggregating to 18.13% of the total paid-up equity share capital of the Company against the business being transferred to the Company. For further details see "History and Certain Corporate Matters – Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, slump sale, any revaluation of assets, etc. in the last 10 years" on page 233.

\$ Our Company has filed Form MGT-14 for conversion of optionally convertible debentures in relation to the allotment of equity shares dated October 30, 2017, after the due date under Companies Act, in the past. For details, see "Risk Factor - Some of the payment challans in relation to the corporate records pertaining to the allotment of shares and change in registered office of our Company are not traceable and there has been delays in filing of some of the corporate records in the past." on page 57.

\*\* These shares were partly paid-up at the time of allotment and were made fully paid-up on May 31, 2021.

## Cash was paid at the time of issuance of the optionally convertible debentures.

% Pursuant to the Business Transfer Agreement, 275,000 optionally convertible debentures were issued at price of ₹159 each. . These were converted into 275,000 equity shares aggregating to 6.87% of the total paid-up equity share capital of the Company, at a price of ₹158 each. 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 233.

\$\$ Relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement has been appropriately made in the relevant sections of this Red Herring Prospectus And will be made in relevant sections of the Prospectus. For details, see "Risk Factors – In the past, our Company has been subjected to penalty in case of contraventions under the Companies Act, 2013 in connection with the Pre-IPO Placement. If we are subject to penalties in the future or other regulatory actions in relation to the non-compliances, our reputation, business and results of operations could be adversely affected." on page 49.

**(b) Preference Share capital**

Our Company does not have any preference shares as on the date of filing of this Red Herring Prospectus.

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

Our Company has not issued equity shares out of revaluation reserves since its incorporation. Further, except as disclosed below, our Company has not issued equity shares through bonus issue or for consideration other than cash.

Date of allotment*	Number of shares allotted	Face value per share (in ₹)	Issue price per share (in ₹)	Reason for allotment	Benefits accrued to our Company
August 18, 2008	2,080,000	10	-	Shares in lieu of purchase of land	Acquisition of non-agricultural land for industrial purposes
October 30, 2017	725,000	10	@	Allotment pursuant to Scheme of Arrangement dated April 18, 2017	Scheme of arrangement of T&D Business of Gammon India Limited into our Company. For further details in relation to the Scheme of Arrangement, 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 233
October 30, 2017	275,000	10	N.A.%	Conversion of optionally convertible debentures	Allotment of 275,000 equity shares to Gammon India Limited pursuant to the Business Transfer Agreement. For further details of the Business Transfer Agreement, 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 233

\* For details on name of allottees, see “– Notes to the capital structure – Equity share capital history of our Company” on page 83.

% Pursuant to the Business Transfer Agreement, 275,000 optionally convertible debentures were issued at price of ₹159 each. These were converted into 275,000 equity shares aggregating to 6.87% of the total paid-up equity share capital of the Company, at a price of ₹158 each. 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 233.

@ Pursuant to the Scheme of Arrangement 725,000 equity shares were issued to Gammon India Limited aggregating to 18.13% of the total paid-up equity share capital of the Company against the business being transferred to the Company. For further details see “History and Certain Corporate Matters – Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, slump sale, any revaluation of assets, etc. in the last 10 years” on page 233.

**3. Issue of shares under Section 391 to 394 of the Companies Act, 1956 and Sections 230 to 234 of the Companies Act**

Other than the allotment of 725,000 equity shares to Gammon India Limited pursuant to the Scheme of Arrangement, our Company has not allotted any securities in terms of any scheme of arrangement under Sections 230 to 234 of the Companies Act or Sections 391 to 394 of the Companies Act, 1956. For details in relation to the Scheme of Arrangement, see “History and Certain Corporate Matters – Details regarding material acquisitions or divestments of business or undertakings, mergers, amalgamations or revaluation of assets in the last ten years” and “– Notes to the Capital Structure”, on pages 233 and 83, respectively.

**4. Issue of Equity Shares under employee stock option schemes**

Except pursuant to the exercise of employee stock options granted pursuant to the ESOP 2019, our Company has not issued any equity shares under employee stock option schemes. See “*–Notes to Capital Structure –Share capital history of our Company–Equity Share capital history*” above.

5. **Equity Shares issued in the preceding one year lower than the Offer Price**

Except as disclosed above in “*Equity Share capital history of our Company*” on page 83, our Company has not issued any Equity Shares during a period of one year preceding the date of this Red Herring Prospectus at a price which may be lower than the Offer Price.

6. All issuances and allotment of Equity Shares by the Company since incorporation have been undertaken in compliance with the Companies Act.

## 7. Shareholding pattern of our Company

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

Category (I)	Category of shareholder (II)	Number of shareholders (III)	Number of fully paid up Equity Shares held (IV)	Number of partly paid-up Equity Shares held (V)	Number of shares underlying depositary 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 shares underlying outstanding convertible securities (as a percentage of diluted share capital) (XI)=(VII)+(X) As a % of (A+B+C2)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of total shares held) (XII)	Number of locked in shares (XII)	Number of shares pledged or otherwise encumbered (XIII)	Number of Equity Shares held in dematerialized form (XIV)			
								Number of voting rights										
								Class e.g.: Equity Shares	Class e.g.: Others	Total								
(A)	Promoter and Promoter Group	4	105,638,484	-	-	105,638,484	84.51	105,638,484	-	105,638,484	84.51	-	-	-	105,638,484			
(B)	Public	30*	19,358,283	-	-	19,358,283	15.49	19,358,283	-	19,358,283	15.49	-	-	-	389,770	0.31	19,358,283	
(C)	Non Promoter- Non Public														-	-		
(C1)	Shares underlying depositary receipts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
(C2)	Shares held by employee trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
	<b>Total</b>	<b>34*</b>	<b>124,996,767</b>	-	-	<b>124,996,767</b>	<b>100.00</b>	<b>124,996,767</b>	-	<b>124,996,767</b>	<b>100.00</b>	-	-	-	<b>389,770</b>	<b>0.31</b>	<b>124,996,767</b>	

\*As per latest Benpos dated December 9, 2024, generated by RTA, total number of shareholders are 34 which includes 2 different folios of "Punjab National Bank"(holding DP ID/Client ID - "IN300812 10501028" and "IN300708 10066727"), hence the number of Shareholders in Public category would be read as 29.

**8. Details of equity shareholding of the major Shareholders of our Company**

- a) Set forth below is a list of Shareholders holding 1% or more of the paid-up Equity Share capital of our Company, as on the date of this Red Herring Prospectus:

S. No.	Name of the Shareholder	Pre-Offer	
		Number of Equity Shares	Percentage of the Equity Share capital on a fully diluted basis (%)
1.	Ajanma Holdings Private Limited	104,019,944	83.22
2.	Asiana Alternative Investment Fund Scheme: Asiana Fund I	9,971,510	7.98
3.	Canara Bank	2,011,220	1.61
4.	Digambar Chunnillal Bagde	1,548,540	1.24
5.	Volrando Venture Partners Fund IV Gamma	1,291,730	1.03
	<b>Total</b>	<b>118,842,944</b>	<b>95.08</b>

- b) Set forth below is a list of Shareholders holding 1% or more of the paid-up Equity Share capital of our Company, as on 10 days prior to the date of this Red Herring Prospectus:

S. No.	Name of the Shareholder	Pre-Offer	
		Number of Equity Shares	Percentage of the Equity Share capital on a fully diluted basis(%)
1.	Ajanma Holdings Private Limited	104,019,944	83.22
2.	Asiana Alternative Investment Fund Scheme: Asiana Fund I	9,971,510	7.98
3.	Canara Bank	2,011,220	1.61
4.	Digambar Chunnillal Bagde	1,548,540	1.24
5.	Volrando Venture Partners Fund IV Gamma	1,291,730	1.03
	<b>Total</b>	<b>118,842,944</b>	<b>95.08</b>

- c) Set forth below is a list of Shareholders holding 1% or more of the paid-up equity share capital of our Company, as on one year prior to the date of this Red Herring Prospectus:

S. No.	Name of the Shareholder	Pre-Offer	
		Number of equity shares of face value ₹ 10	Percentage of the Equity Share capital on a fully diluted basis (%)
1.	Ajanma Holdings Private Limited	21,072,738	85.00
2.	Asiana Alternative Investment Fund Scheme: Asiana Fund I	1,994,302	8.04
3.	Canara Bank**	402,244	1.76
4.	Digambar Chunnillal Bagde	3,09,708	1.25
	<b>Total</b>	<b>21,778,690</b>	<b>95.91</b>

\*\* Including equity shares held in three different DP Client IDs being IN301356 20386624, IN301356 10001195.

- d) Set forth below is a list of Shareholders holding 1% or more of the paid-up equity share Capital of our Company, as on two years prior to the date of this Red Herring Prospectus:

S. No.	Name of the Shareholder	Pre-Offer	
		Number of equity shares of face value ₹ 10	Percentage of the Equity Share capital on a fully diluted basis* (%)
1.	Ajanma Holdings Private Limited	21,072,738	91.35
2.	Canara Bank**	402,244	1.74
3.	Digambar Chunnillal Bagde	3,03,708	1.33
	<b>Total</b>	<b>21,778,690</b>	<b>94.42</b>

\*Assuming full conversion of 3,60,000 equity shares to be issued upon exercise of granted stock options under ESOP 2019.

\*\*Including equity shares held in three different DP Client IDs being IN301356 20386624, IN301356 10001195 and IN301156 11194012.

**9. History of the Equity Share capital held by our Promoters**

As on the date of this Red Herring Prospectus, our Promoters, i.e., Ajanma Holdings Private Limited, Digambar Chunnillal Bagde and Sanjay Kumar Verma hold 104,019,944 Equity Shares, 1,548,540 Equity Shares and 50,000 Equity Shares, respectively, representing 83.22%, 1.24% and 0.04%, respectively, of the issued, subscribed and paid-up Equity Share capital of our Company, on a fully diluted basis. The details regarding our Promoter's' shareholding is set forth below.

a) *Build-up of Promoter's equity shareholding in our Company*

The build-up of the equity shareholding of our Promoter since incorporation of our Company is set forth below.

Date of allotment/ transfer	Nature of transaction	Number of Equity Shares allotted/ transferred	Nature of consideration	Face value per Equity Shares (₹)	Issue price/ transfer price per Equity Shares (₹)	Percentage of the pre-Offer capital (%)	Percentage of fully diluted post-Offer capital (%) <sup>^</sup>
<b>Ajanma Holdings Private Limited</b>							
March 7, 2016	Transfer of equity shares from Gammon India Limited	23,250,000	Cash	10	1	93.00	[●]
April 18, 2017	Reduction of in paid-up equity shares capital pursuant to the Scheme of Arrangement dated April 18, 2017	(23,100,000)	N.A	10	N.A.	(92.40)	[●]
October 30, 2017	Conversion of optionally convertible debentures	3,000,000	Cash##	10	159	12.00	[●]
May 10, 2019	Transfer of equity shares from Allahabad Bank	43,915	Cash	10	400	0.18	[●]
May 24, 2019	Transfer of equity shares to Digambar Chunnilal Bagde	(10)	Cash	10	400	0.00	[●]
	Transfer of equity shares to Meha Chaturvedi	(10)	Cash	10	400	0.00	[●]
	Transfer of equity shares to D. Suryanarayana	(10)	Cash	10	400	0.00	[●]
	Transfer of equity shares to Rajesh Neelakantan	(10)	Cash	10	400	0.00	[●]
June 7, 2019	Transfer of equity shares from Bank of Baroda	89,957	Cash	10	400	0.36	[●]
June 20, 2020	Rights issue of equity shares	3,283,832	Cash	10	80**	13.14	[●]
January 5, 2022	Rights issue of equity shares	14,505,074	Cash	10	20	58.02	[●]
February 12, 2024	Pursuant to a resolution passed by our Board on February 6, 2024 and our Shareholders on February 12, 2024, our Company sub-divided the face value of its equity shares from ₹10 each to ₹2 each. Accordingly, the issued and paid-up equity share capital of our Company was sub-divided from 24,792,742 equity shares of ₹10 each to 123,963,710 equity shares of ₹2 each.						
July 23, 2024	Transfer of Equity Shares to Rajasthan Global Securities Private Limited	(2,06,611)	Cash	2	484	(0.17)	[●]
July 23, 2024	Transfer of Equity Shares to Vinod Sethi	(61,983)	Cash	2	484	(0.05)	[●]

Date of allotment/ transfer	Nature of transaction	Number of Equity Shares allotted/ transferred	Nature of consideration	Face value per Equity Shares (₹)	Issue price/ transfer price per Equity Shares (₹)	Percentage of the pre-Offer capital (%)	Percentage of fully diluted post-Offer capital (%) <sup>^</sup>
July 23, 2024	Transfer of Equity Shares to Shubham Bansal	(20,661)	Cash	2	484	(0.02)	[●]
July 23, 2024	Transfer of Equity Shares to Risabh Bansal	(20,661)	Cash	2	484	(0.02)	[●]
July 23, 2024	Transfer of Equity Shares to Devansh Ajit Vajani	(6,198)	Cash	2	484	(0.00)	[●]
July 23, 2024	Transfer of Equity Shares to Ashish Kacholia	(3,61,750)	Cash	2	484	(0.29)	[●]
July 23, 2024	Transfer of Equity Shares to Madhulika Agarwal J/w. Omprakash Agarwal	(3,61,750)	Cash	2	484	(0.29)	[●]
July 23, 2024	Transfer of Equity Shares to Bhavini Hemang Shah J/w Jinisha Prites Chheda J/w Niddhi Ajit Motwani	(4,132)	Cash	2	484	(0.00)	[●]
July 23, 2024	Transfer of Equity Shares to Volrando Venture Partners Fund IV GAMMA	(3,00,000)	Cash	2	484	(1.21)	[●]
<b>Sub-total (A)</b>		<b>104,019,944</b>				<b>83.22</b>	<b>[●]</b>

**Digambar Chunnilal Bagde**

February 18, 2008	Initial subscription to the Memorandum of Association	10	Cash	10	10	0.00	[●]
April 18, 2017	Reduction in paid-up equity share capital pursuant to the scheme of arrangement dated April 18, 2017. For further details in relation to the scheme of arrangement, 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 233	(10)	-	10	-	(0.00)	[●]
May 24, 2019	Transfer of equity shares from Ajanma Holdings Private Limited	10	Cash	10	400	0.00	[●]

Date of allotment/ transfer	Nature of transaction	Number of Equity Shares allotted/ transferred	Nature of consideration	Face value per Equity Shares (₹)	Issue price/ transfer price per Equity Shares (₹)	Percentage of the pre-Offer capital (%)	Percentage of fully diluted post-Offer capital (%) <sup>^</sup>
September 27, 2019	Transfer of equity shares from DBS Bank Limited	30,608	Cash	10	425	0.12	[●]
June 20, 2020	Rights issue of equity shares	40,618	Cash	10	80**	0.16	[●]
January 5, 2022	Rights issue of equity shares	142,472	Cash	10	20	0.57	[●]
August 1, 2022	Allotment of equity shares pursuant to exercise of stock options under ESOP 2019 <sup>\$</sup>	90,000	Cash	10	96.33	0.36	[●]
August 14, 2023	Transfer of equity shares from Manish Arvind Parikh	6,000	Cash	10	743.70	0.02	[●]
February 12, 2024	Pursuant to a resolution passed by our Board on February 6, 2024 and our Shareholders on February 12, 2024, our Company sub-divided the face value of its equity shares from ₹10 each to ₹2 each. Accordingly, the issued and paid-up equity share capital of our Company was sub-divided from 24,792,742 equity shares of ₹10 each to 123,963,710 equity shares of ₹2 each.						
<b>Sub-total (B)</b>		<b>1,548,540</b>				<b>1.24</b>	[●]
<b><i>Sanjay Kumar Verma</i></b>							
December 27, 2023	Transfer of equity shares from Manish Arvind Parikh	10,000	Cash	10	743.81	0.04	[●]
February 12, 2024	Pursuant to a resolution passed by our Board on February 6, 2024 and our Shareholders on February 12, 2024, our Company sub-divided the face value of its equity shares from ₹10 each to ₹2 each. Accordingly, the issued and paid-up equity share capital of our Company was sub-divided from 24,792,742 equity shares of ₹10 each to 123,963,710 equity shares of ₹2 each.						
<b>Sub-total (C)</b>		<b>50,000</b>				<b>0.04</b>	[●]
<b>Total (A + B + C)</b>		<b>105,618,484</b>				<b>84.50</b>	[●]

\*\* These shares were partly paid-up at the time of allotment and were made fully paid-up on May 31, 2021.

## Cash was paid at the time of issuance of the optionally convertible debenture.

<sup>^</sup> Subject to finalization of the Offer Price and Basis of Allotment.

<sup>\$</sup> Associated Transrail Structures Limited (“ATSL”) was the first promoter of the Company during its incorporation in 2008. Since Digambar Chunnilal Bagde was the promoter of ATSL, he had indirect control over the Company in 2008. ATSL merged with Gammon India Limited with effect from April 1, 2008. Pursuant to the merger, ATSL ceased to exist and ceased to be the promoter of the Company. Gammon India Limited became the promoter of the Company and Digambar Chunnilal Bagde also ceased to have any indirect control over the Company by way of him being the promoter of ATSL. Gammon India Limited continued to be the promoter of the Company till 2016, when Gammon India Limited transferred 75% of the then issued and paid-up equity share capital of the Company to Bilav Software Private Limited (now Ajanma Holdings Private Limited). Consequently, Ajanma Holdings Private Limited (“AHPL”) became the promoter of the Company in 2016. Digambar Chunnilal Bagde was not related to any of the promoters or any of the directors or shareholders of AHPL, directly or indirectly. He did not have any control over AHPL or the Company during this period. AHPL continued to be the promoter of the Company till 2024. Digambar Chunnilal Bagde was granted employee stock options under ESOP 2019 on June 20, 2019 and he was allotted equity shares pursuant to his exercise of options under ESOP 2019, on August 1, 2022. Digambar Chunnilal Bagde was not the promoter of the Company during the period between 2019 and 2022 when he was granted and when he exercised his options granted under ESOP 2019. Digambar Chunnilal Bagde was identified as the promoter of the Company vide the board resolution dated February 6, 2024. For further details please see “History and Certain Corporate Matters” and “Our Promoters and Promoter Group” beginning on pages 229 and 258, respectively.

- b) Except as disclosed in “History of the Equity Share capital held by our Promoters - Build-up of Promoter’s equity shareholding in our Company” on page 91, all the Equity Shares held by our Promoters were fully paid-up on the respective dates of allotment of such Equity Shares. As on the date of this Red Herring Prospectus, none of the Equity Shares held by our Promoters are subject to any pledge.
- c) All Equity Shares held by our Promoters are in dematerialized form as on the date of this Red Herring Prospectus.
- d) Shareholding of our Promoters and Promoter Group

The details of shareholding of our Promoters, and the other members of our Promoter Group as on the date of this Red Herring Prospectus are set forth below:

S. No.	Name of the shareholder	Pre-Offer number of Equity Shares held	Percentage of the pre-Offer Equity share capital (%)	Post-Offer number of Equity Shares*	Percentage of the post-Offer Equity Share capital (%)*
<b>Promoters</b>					
1.	Ajanma Holdings Private Limited #	104,019,944	83.22	[●]	[●]
2.	Digambar Chunnilal Bagde\$	1,548,540	1.24	[●]	[●]
3.	Sanjay Kumar Verma	50,000	0.04	[●]	[●]
	<b>Sub-Total (A)</b>	<b>105,618,484</b>	<b>84.50</b>	<b>[●]</b>	<b>[●]</b>
<b>Directors of Ajanma Holdings Private Limited</b>					
1.	Jeevan Lal Nagori	Nil	Nil	[●]	[●]
2.	Paul Boskma	Nil	Nil	[●]	[●]
3.	Srikant Chaturvedi	Nil	Nil	[●]	[●]
	<b>Sub-Total (B)</b>	<b>Nil</b>	<b>Nil</b>	<b>[●]</b>	<b>[●]</b>
<b>Members of our Promoter Group (Other than the Promoters)</b>					
1.	Sandhya Digambar Bagde	20,000	0.02	[●]	[●]
	<b>Sub-Total (C)</b>	<b>20,000</b>	<b>0.02</b>	<b>[●]</b>	<b>[●]</b>
	<b>Total (A+B+C)</b>	<b>105,638,484</b>	<b>84.52</b>	<b>[●]</b>	<b>[●]</b>

\* Subject to finalization of the Offer Price and Basis of Allotment.

# Also the Promoter Selling Shareholder.

\$ Also one of the directors of the Promoter Selling Shareholder.

## 10. Details of Promoters' Contribution and Lock-in

- a) In accordance with Regulation 14 and Regulation 16(1) of the SEBI ICDR Regulations, an aggregate of 20% of the fully diluted post-Offer Equity Share capital of our Company held by our Promoters (assuming exercise of vested options, if any, under the ESOP), shall be locked in for a period of 18 months, or such other period as prescribed under the SEBI ICDR Regulations, as minimum promoters' contribution from the date of Allotment ("Promoters' Contribution"), and our Promoters' shareholding in excess of 20% of the post-Offer equity share capital shall be locked in for a period of six months from the date of Allotment.
- b) The details of the Equity Shares to be locked-in for a period of 18 months, or such other period as prescribed under the SEBI ICDR Regulations from the date of Allotment as Promoters' Contribution are set forth in the table below:

Name of Promoter	Number of Equity Shares locked-in <sup>(1)(2)</sup>	Date of allotment/transfer	Nature of transaction	Face value per Equity Shares ₹	Issue/acquisition price per Equity Shares ₹	Percentage of pre-Offer paid-up Equity Share capital	Percentage of post-Offer paid-up Equity Share capital*	Date up to which the Equity Shares are subject to lock in
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
<b>Total</b>	<b>[●]</b>	<b>[●]</b>	<b>[●]</b>	<b>[●]</b>	<b>[●]</b>	<b>[●]</b>	<b>[●]</b>	<b>[●]</b>

\* Subject to finalisation of the Basis of Allotment.

(1) For a period of 18 months or such other period as prescribed under the SEBI ICDR Regulations from the date of Allotment.

(2) All Equity Shares were fully paid-up at the time of Allotment.

Our Promoters has given their respective consents to include such number of Equity Shares held by them as disclosed above, constituting 20% of the fully diluted 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 filing this Red Herring Prospectus, until the expiry of the lock-in period specified above, or for such other time as required under the SEBI ICDR Regulations, except as may be permitted, in accordance with the SEBI ICDR Regulations.

- c) Our Company undertakes that the Equity Shares that are being locked-in are not and will not be ineligible for computation of Promoters' Contribution in terms of Regulation 15 of the SEBI ICDR Regulations. For details of the build-up of the share capital held by our Promoters, see "- History of the Equity Share capital held by our Promoters" on page 90.

In this connection, we confirm that the Equity Shares considered as Promoters' Contribution:

- (i) have not been acquired during the immediately preceding three years from the date of this Red Herring Prospectus for consideration other than cash, involving any revaluation of assets or capitalisation of intangible assets;

- (ii) did not result from a bonus issue of Equity Shares during the immediately preceding three years from the date of this Red Herring Prospectus, by utilisation of revaluation reserves or unrealised profits of our Company, or from bonus issue against Equity Shares which are otherwise ineligible for Promoters' Contribution;
- (iii) are not acquired or subscribed to during the immediately preceding year from the date of this Red Herring Prospectus at a price lower than the price at which the Equity Shares are being offered to the public in the Offer;
- (iv) are not subject to any pledge or any other encumbrance; and
- (v) Further, our Company has not been formed by conversion of a partnership firm or a limited liability partnership firm into a company and hence, no Equity Shares have been issued in the one year immediately preceding the date of this Red Herring Prospectus pursuant to conversion from a partnership firm.

**11. Details of Equity Shares locked-in for six months:**

In addition to 20% of the fully diluted post-Offer shareholding of our Company held by our Promoters and locked-in for a period of 18 months as specified above, in terms 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, including any unsubscribed portion of the Offer for Sale, and any other categories of shareholders exempted under Regulation 17 of the SEBI ICDR Regulations, as applicable.

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. Any unsubscribed portion of the Offered Shares would also be locked-in as required under the SEBI ICDR Regulations.

Pursuant to Regulation 21(a) of the SEBI ICDR Regulations, the Equity Shares held by our Promoters, which are locked-in for a period of 18 months from the date of Allotment may be pledged as collateral security for loans granted by scheduled commercial banks, public financial institutions, NBFC-SI or housing finance companies, provided that such loans have been granted by such bank or institution for the purpose of financing one or more of the objects of the Offer and pledge of the Equity Shares is a term of sanction of such loans, which is not applicable in the context of this Offer.

Pursuant to Regulation 21(b) of the SEBI ICDR Regulations, the Equity Shares held by our Promoters which are locked-in for a period of six months from the date of Allotment may be pledged as collateral security for loans granted by scheduled commercial banks, public financial institutions, NBFC-SI or housing finance companies, provided that pledge of the Equity Shares is one of the terms of sanction of such loans.

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

In terms of Regulation 22 of the SEBI ICDR Regulations, the Equity Shares held by persons other than the Promoters prior to the Offer 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 along with the Equity Shares proposed to be transferred, subject to continuation of the lock-in in the hands of transferee for the remaining period and compliance with the SEBI Takeover Regulations. Such transferee shall not be eligible to transfer until the expiry of the lock -in period and compliance with the Takeover Regulations.

In terms of Regulation 22 of the SEBI ICDR Regulations, the Equity Shares held by the Promoters, which are locked-in may be transferred to another promoter or another members of the Promoter Group or to any new promoter or persons in control of our Company, subject to continuation of the lock-in; in the hands of the transferees for the remaining period and in compliance with the SEBI Takeover Regulations, as applicable. Such transferees are not eligible to transfer such transferred Equity Shares till the expiry of the lock-in period.

**12. Lock-in of the Equity Shares to be Allotted, if any, to the Anchor Investors**

50.00% 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 50.00% of the Equity Shares allotted to Anchor Investors under the Anchor Investor Portion shall be locked-in for a period of 30 days from the date of Allotment.

**13. Our Company presently does not intend or propose to alter its capital structure for a period of six months from the Bid/Offer Opening Date, by way of split or consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for Equity Shares) whether on a preferential basis or by way of issue of bonus shares or on a rights basis or by way of further public issue of Equity Shares or otherwise. Provided, however, that the foregoing restrictions do not apply to: (a) the issuance of**

any Equity Shares pursuant to the Offer; and (b) any issuance of Equity Shares pursuant to the exercise of employee stock options granted or which may be granted under the ESOP 2023.

14. Except for the Allotment of Equity Shares pursuant to the (i) Fresh Issue; (ii) exercise of employee stock options under ESOP 2023; and (iii) Pre-IPO Placement, there will be no further issuance of specified securities whether by way of public issue, rights issue, preferential issue, qualified institutions placement, bonus issue or in any other manner during the period commencing from the date of filing of this Red Herring Prospectus with SEBI, until the listing of the Equity Shares on the Stock Exchanges or the refund of application monies, as the case may be.

15. As on the date of filing of this Red Herring Prospectus, the total number of Shareholders of our Company is 34\*.

*\*As per latest beneficiary position statement dated December 9, 2024 total number of shareholders are 34 which includes 2 different folios of "Punjab National Bank"(holding DP ID/Client ID - "IN300812 10501028" and "IN300708 10066727").*

16. Except as disclosed below, our Promoters, any member of our Promoter Group, any of the Directors of our Company, Directors of Ajanma Holdings Private Limited and their relatives, have not purchased or sold any securities of our Company during the period of six months immediately preceding the date of this Red Herring Prospectus.

Name	Promoter/Members of the Promoter Group/Director of Promoter/Directors/ Relatives of Directors	Sale/Purchase/Allotment	Number of equity shares	Face value per equity share (In ₹)	Issue Price per equity share (In ₹)	Date of sale/ purchase/ allotment
<b>Promoter</b>						
Ajanma Holdings Private Limited	Promoter	Sale of equity shares to Rajasthan Global Securities Private Limited	(2,06,611)	2	484	July 23, 2024
Ajanma Holdings Private Limited	Promoter	Sale equity shares to Vinod Sethi	(61,983)	2	484	July 23, 2024
Ajanma Holdings Private Limited	Promoter	Sale equity shares to Shubham Bansal	(20,661)	2	484	July 23, 2024
Ajanma Holdings Private Limited	Promoter	Sale equity shares to Rishab Bansal	(20,661)	2	484	July 23, 2024
Ajanma Holdings Private Limited	Promoter	Sale equity shares to Devansh Ajit Vajani	(6,198)	2	484	July 23, 2024
Ajanma Holdings Private Limited	Promoter	Sale equity shares to Ashish Kacholia	(3,61,750)	2	484	July 23, 2024
Ajanma Holdings Private Limited	Promoter	Sale equity shares to Madhulika Agarwal J/w. Omprakash Agarwal	(3,61,750)	2	484	July 23, 2024
Ajanma Holdings Private Limited	Promoter	Sale equity shares to Bhavini Hemang Shah J/w Jinisha Pritesh Chheda J/w Niddhi Ajit Motwani	(4,132)	2	484	July 23, 2024
Ajanma Holdings Private Limited	Promoter	Sale equity shares to Volrando Venture Partners Fund IV GAMMA	(3,00,000)	2	484	July 23, 2024

17. There have been no financing arrangements whereby members of our Promoter Group, the directors of our Promoter, our Directors and their relatives, have financed the purchase by any other person of securities of our Company (other than in the normal course of the business) during a period of six months immediately preceding the date of filing of this Red Herring Prospectus.
18. Neither our Company, nor any of our Directors have entered any buy-back arrangements for purchase of Equity Shares from any person. Further, the Book Running Lead Managers have not made any buy-back arrangements for purchase of Equity Shares from any person.
19. There are no partly paid-up Equity Shares as on the date of this Red Herring Prospectus, and all the Equity Shares issued and transferred pursuant to the Offer will be fully paid-up at the time of Allotment.
20. Our Promoters and the members of our Promoter Group shall not participate in the Offer except to the extent of their participation in the Offer for Sale.
21. No person connected with the Offer shall offer or make payment of any incentive, whether direct or indirect, in any manner, whether in cash or kind or otherwise, to any Bidder for making a Bid, except for fees or commission for services rendered in relation to the Offer.
22. As on the date of this Red Herring Prospectus, except for IDBI Bank Limited which holds 944,370 Equity Shares and IDBI Trusteeship Services Limited which holds 522,850 Equity Shares of our Company (*on behalf of the consortium*

*lead lender, ICICI Bank Limited, one of the lenders of Gammon India Limited on invocation of pledge of shares of our Company) and are an associate of IDBI Capital Markets & Securities Limited, none of the Book Running Lead Managers and their respective associates (as defined in the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992) hold any Equity Shares of our Company. For further details see “Risk Factor - Our Company was a subsidiary of Gammon India Limited (“GIL”) in the past. Any action taken against GIL pursuant to the proceedings outstanding against GIL, may have an adverse impact on our reputation and business” on page 35. In compliance with proviso to Regulation 21A (1) of the SEBI (Merchant Bankers) Regulations, 1992, as amended and Regulation 23(3) of the SEBI ICDR Regulations, the Book Running Lead Managers and their affiliates may engage in the transactions with and perform services for our Company in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company for which they may in the future receive customary compensation.*

23. The Book Running Lead Managers or Syndicate Members cannot apply in the Offer under the Anchor Investor Portion, except for Mutual Funds sponsored by entities which are associates of the Book Running Lead Managers, or insurance companies promoted by entities which are associates of the Lead Manager or alternate investment funds or a FPI (other than individuals, corporate bodies and family offices) or pension funds sponsored by entities which are associates of the Book Running Lead Managers.
24. Except for exercise of options vested under the ESOP 2023, there are no outstanding warrants, options, or rights to convert debentures, loans, or other instruments into, or which would entitle any person any option to receive Equity Shares as on the date of this Red Herring Prospectus.
25. Our Company shall ensure that all transactions in the securities of our Company by our Promoters and the Promoter Group between the date of filing of this Red Herring Prospectus and the date of closure of the Offer shall be intimated to the Stock Exchanges within 24 hours of such transactions.
26. There shall be only one denomination of the Equity Shares, unless otherwise permitted by law.
27. Pursuant to a change in control of the Company in the year 2009, Digambar Chunnilal Bagde was not the promoter of the Company till February 6, 2024. ESOPs were granted to Digambar Chunnilal Bagde in the year 2019 which he exercised in the year 2022. According to Rule 12 of the Company (Share Capital and Debentures) Rules, 2014, the Company could not grant options to a promoter or a person belonging to the promoter group of the Company, or a director who either himself or through his relative or through any body corporate, directly or indirectly, held more than ten percent of the outstanding equity shares of the Company. Digambar Chunnilal Bagde was neither the promoter or promoter group of the Company nor a director who held more than ten percent of the outstanding equity shares of the Company either by himself or through his relative or through any body corporate, at the time of grant, vesting or exercise of the options under ESOP 2019. Therefore, the issuance of options and allotment of equity shares to Digambar Chunnilal Bagde under ESOP 2019 was in compliance with the Companies Act, 2013 and the rules made thereunder.

## 28. Employee Stock Option Scheme

### Transrail Lighting Employee Stock Option Plan 2023

Our Company, pursuant to the resolution passed by our Board on August 10, 2023 and the resolution passed by our Shareholders on August 25, 2023, adopted the ESOP 2023. The purpose of the ESOP 2023 is (i) to enable our Company and its Subsidiaries to attract, retain and motivate employees for the business of our Company; (ii) to provide our employees with additional incentives and reward opportunities; (iii) to enhance the profitable grants of our Company and to create Shareholder value by aligning the interests of our employees with long term interest of our Company and its Shareholders; (iv) to create a sense of ownership and participation amongst our employees; and (v) to provide employees with wealth creation opportunity. All allottees under the ESOP 2023 were employees of our Company or our Subsidiaries, as the case may be, at the time of grant and exercise of such options, in accordance with the ESOP 2023 and in compliance with the Companies Act, 2013. The ESOP 2023 is in compliance with the SEBI SBEB Regulations.

The summary of ESOP 2023 as on the date of this Red Herring Prospectus, are as provided below:

Particulars	<b>Total<sup>#</sup></b>
Options granted	274,650
Options vested	Nil
Options exercised	Nil
Options forfeited/lapsed/cancelled	25,900
Total number of options in force	248,750

<sup>#</sup> As certified by our Statutory Auditors, by way of their certificate dated December 10, 2024.

The details of ESOP 2023 are as provided below:

Particulars	Details <sup>#</sup>				
	From April 1, 2024 till the date of this Red Herring Prospectus	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023	Financial Year ended March 31, 2022	
Total options outstanding as at the beginning of the period	245,070	-	Not applicable	Not applicable	
Total options granted	8,200	266,450	Not applicable	Not applicable	
Exercise price of options in ₹ (as on the date of grant options)	702	702	Not applicable	Not applicable	
Options forfeited/lapsed/cancelled	4,520	21,380	Not applicable	Not applicable	
Variation of terms of options				Nil	
Money realized by exercise of options during the year/period				Nil	
Total number of options outstanding in force at the end of period/year	248,750	24,5070	Not applicable	Not applicable	
Total options vested (excluding the options that have been exercised)	-	-	Not applicable	Not applicable	
Options exercised				Nil	
The total number of Equity Shares arising as a result of full exercise of granted options (including options that have been exercised) (*) (**)				12,43,750	
Employee wise details of options granted to:					
(i) <b>Key managerial personnel:</b>					
Randeep Narang	-	40,000	-	-	
Gandhali Upadhye	-	4,140	-	-	
(ii) <b>Senior management personnel:</b>					
Raman Rajagopalan	-	11,870	-	-	
D Suryaranayana	-	11,870	-	-	
Rajesh Neelakantan	-	11,870	-	-	
Ashok Rawat	-	8,200	-	-	
Chandrakant Majgaonkar	-	8,200	-	-	
Sukriti Shukla	8,200	-			
(iii) Any other employee who receives a grant in any one year of options amounting to 5% or more of the options granted during the year				Nil	
(iv) Identified employees who were granted options during any one year equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of our Company at the time of grant				Nil	
Lock-in period				Not applicable	
Fully diluted EPS on a pre-Offer basis pursuant to the issue of Equity Shares on exercise of options calculated in accordance with the applicable accounting standard on 'EPS' (in ₹)	Fully diluted EPS as per the Restated Consolidated Financial Information:				
	Particulars	Three months period ended June 30, 2024	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023	Financial Year ended March 31, 2022
	Diluted EPS*	4.17	19.59	9.45	11.62
Description of the pricing formula and method and significant assumptions used to estimate the fair value of options granted during the year including, weighted average information, namely, risk-free interest rate, expected life, expected volatility, expected dividends and the price of the underlying share in market at the time of grant of the option	Valuation Methodology: Black Scholes Model The inputs and assumptions in the Black Scholes model are as under: Spot price of asset = Rs. 702 per share Strike price = Exercise Price = Rs. 702 per share as per ESOP scheme; Risk free interest rate = 7.173% being 10 year India treasury yield as on September 7, 2023; Volatility 39.25; Time to maturity = 3, 4 and 5 years each for each vesting period of the options. The exercise period is 2 years after vesting; however, the management represents that the exercise date can be considered as immediately after vesting since the options are lucrative in nature It is calculated using 90 days volatility of listed peers of the Company. Formula: $C = N(d1)St - N(d2)Ke^{-rt}$ Where $d1 = (\ln St / K + (r + \sigma^2 / 2)t) / \sigma\sqrt{t}$ and $d2 = d1 - \sigma\sqrt{t}$ C = call option price N = CDF of the normal distribution St = spot price of an asset K = strike price r= risk – free interest rate t = time to maturity $\sigma$ = volatility of the asset				
Impact on the profits and on the Earnings per Equity Share of the last three years if the accounting policies specified in the SEBI SBEB					Not applicable

Particulars	Details <sup>#</sup>			
	From April 1, 2024 till the date of this Red Herring Prospectus	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023	Financial Year ended March 31, 2022
Regulations had been followed, in respect of options granted in the last three years				
Where our Company has calculated the employee compensation cost using the intrinsic value of the stock options, the difference, if any, between employee compensation cost so computed and the employee compensation calculated on the basis of fair value of the stock options and the impact of this difference, on the profits of our Company and on the Earnings per Equity Share of our Company	Not applicable			
Intention of the Key Managerial Personnel, Senior Management Personnel and whole-time directors who are holders of Equity Shares allotted on exercise of options granted to sell their Equity Shares within three months after the date of listing of Equity Shares pursuant to the Offer	Not applicable			
Intention to sell Equity Shares arising out of ESOP 2023 within three months after the listing of Equity Shares, by Directors, Key Managerial Personnel, Senior Management Personnel and employees having Equity Shares arising out of an employee stock option scheme, amounting to more than 1% of the issued capital (excluding outstanding warrants and conversions) of our Company.	Not applicable			

# As certified by our Statutory Auditors, by way of their certificate dated December 10, 2024.

\* Pursuant to the recommendation and resolution passed at the meeting of the Board of Directors, the Shareholders in their meeting held on dated February 12, 2024 has approved the split of 1 Equity share of the face value of ₹10/- each into 5 equity share of the face value of ₹2 each. In terms of Paragraph 64 of Indian Accounting Standard 33 Earnings per Share, if the number of ordinary shares outstanding increases as a result of share split, the calculation of basic and diluted earnings per share for all periods presented shall be adjusted retrospectively. If these changes occur after the reporting period but before the financial statements are approved for issue, the per share calculations for those and any prior period financial statements presented shall be based on the new number of shares. The calculation of basic and diluted EPS has been considered considering the impact of share split as stated above.

\*\* The NRC at their meeting held on September 8, 2023 had approved that "each option will entitle the participant to 1 (One) share of the Company and options issued to the grantee shall always be convertible into equity shares only. Pursuant to Sub-Division of Face Value of Equity Shares to ₹2/- Nomination and Remuneration Committee vide circular resolution dated February 20, 2024 approved revision in the terms that "each Option will entitle the participant to 5 (five) Shares of the Company and options issued to the grantee shall always be convertible into equity shares only and there shall be no change in the exercise price".

## OBJECTS OF THE OFFER

The Offer comprises the Fresh Issue and the Offer for Sale.

A Pre-IPO Placement was undertaken by our Company, in consultation with the BRLMs, for an amount aggregating to ₹500.00 million. Accordingly, the size of the Fresh Issue has been reduced by ₹500.00 million and the revised Fresh Issue size aggregates to ₹4,000.00 million. For details, see “*Risk Factors – In the past, our Company has been subjected to penalty in case of contraventions under the Companies Act, 2013 in connection with the Pre-IPO Placement. If we are subject to penalties in the future or other regulatory actions in relation to the non-compliances, our reputation, business and results of operations could be adversely affected.*” on page 49.

### Offer for Sale

The Offer for Sale is up to 10,160,000 Equity Shares aggregating to ₹[●] million by the Promoter Selling Shareholder. Our Company will not receive any proceeds from the Offer for Sale. Further, the proceeds of the Offer for Sale shall be received by the Promoter Selling Shareholder and will not form part of the Net Proceeds. For further details, see “– *Offer related Expenses*” on page 111.

### Fresh Issue

Our Company proposes to utilise the Net Proceeds towards funding the following objects:

1. Funding incremental working capital requirements of our Company;
2. Funding capital expenditure of our Company; and
3. General corporate purposes.

(collectively, referred to herein as the “**Objects**”)

In addition, our Company expects to receive the benefits of listing of the Equity Shares on the Stock Exchanges, including enhancement of our Company’s brand name, better financial gearing and creation of a public market for our Equity Shares in India.

The main objects clause and the objects incidental and ancillary to the main objects clause of our Memorandum of Association enables us to (i) to undertake our existing business activities; and (ii) undertake the activities for which the funds are being raised by us in the Fresh Issue and are proposed to be funded from the Net Proceeds.

### Net Proceeds

The details of the proceeds of the Fresh Issue are summarized in the table below:

S. No.	Particulars	Amount (in ₹ million)
1.	Gross Proceeds of the Fresh Issue <sup>(1)</sup>	4,000.00
2.	(Less) Estimated expenses in relation to the Fresh Issue <sup>(2)(3)</sup>	[●]*
	<b>Net Proceeds<sup>(2)</sup></b>	[●]

\* The estimated expenses in relation to the Pre-IPO Placement have not been considered while calculating this amount.

<sup>(1)</sup> A Pre-IPO Placement was undertaken by our Company, in consultation with the BRLMs, for an amount aggregating to ₹500.00 million. The Pre-IPO Placement has not exceeded 20% of the Fresh Issue. The Pre-IPO Placement was made to Volrando Venture Partners Fund IV Gamma, Shyamsundar B. Asawa, Saurabh Sanjay Agrawal, and Divyam Sanjay Agrawal, at a price of ₹ 484.00 per Equity Share, decided by our Company, in consultation with the BRLMs. The amount raised from the Pre-IPO Placement aggregating to ₹500.00 million was reduced from the Fresh Issue, subject to the offer complying with Rule 19(2)(B) of the SCRR. Our Company has appropriately intimated the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement has been appropriately made in the relevant sections of this Red Herring Prospectus and will be made in relevant sections of the Prospectus. For details, see “*Risk Factors – In the past, our Company has been subjected to penalty in case of contraventions under the Companies Act, 2013 in connection with the Pre-IPO Placement. If we are subject to penalties in the future or other regulatory actions in relation to the non-compliances, our reputation, business and results of operations could be adversely affected.*” on page 49.

<sup>(2)</sup> To be finalised upon determination of Offer Price and will be updated in the Prospectus prior to filing with the RoC.

<sup>(3)</sup> The aggregate proceeds of the Pre-IPO Placement and the Fresh Issue is ₹4,500.00 million and the Offer expenses apportioned to our Company (including the expenses for the Pre-IPO Placement) is ₹[●] million and accordingly, the aggregate of the Net Proceeds and the proceeds of the Pre-IPO Placement is ₹[●] million. For details with respect to sharing of fees and expenses amongst our Company and the Selling Shareholders, please refer to “*Objects of the Offer – Offer related expenses*” on page 111.

### Requirement of Funds and Utilisation of Net Proceeds

The Net Proceeds are proposed to be utilised in accordance with the details provided hereunder:

Particulars	Estimated Amount from Net Proceeds and the Pre-IPO placement <sup>(1)(2)</sup> (in ₹ million)	Amount utilized by the Company from the Pre-IPO Placement (in ₹ million)
Funding incremental working capital requirements of our Company	2,500.00	329.80 <sup>(5)</sup>
Funding capital expenditure of our Company	907.25	[●]
General corporate purposes <sup>(2)(3)(4)</sup>	[●]	[●]
<b>Total</b>	[●]	[●]

<sup>(1)</sup> A Pre-IPO Placement was undertaken by our Company, in consultation with the BRLMs, for an amount aggregating to ₹500.00 million. The Pre-IPO Placement has not exceeded 20% of the Fresh Issue. The Pre-IPO Placement was made to Volrando Venture Partners Fund IV Gamma, Shyamsundar B. Asawa, Saurabh Sanjay Agrawal, and Divyam Sanjay Agrawal, at a price of ₹484.00 per Equity Share, decided by our Company, in consultation with the BRLMs. The amount raised from the Pre-IPO Placement aggregating to ₹500.00 million was reduced from the Fresh Issue, subject to the offer complying with Rule 19(2)(B) of the SCRR. Our Company has appropriately intimated the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement has been appropriately made in the relevant sections of this Red Herring Prospectus and will be made in relevant sections of the Prospectus. For details, see "Risk Factors – In the past, our Company has been subjected to penalty in case of contraventions under the Companies Act, 2013 in connection with the Pre-IPO Placement. If we are subject to penalties in the future or other regulatory actions in relation to the non-compliances, our reputation, business and results of operations could be adversely affected." on page 49.

<sup>(2)</sup> The aggregate proceeds of the Pre-IPO Placement and the Fresh Issue is ₹4,500.00 million and the Offer expenses apportioned to our Company (including the expenses for the Pre-IPO Placement) is ₹[●] million and accordingly, the aggregate of the Net Proceeds and the proceeds of the Pre-IPO Placement is ₹[●] million. For details with respect to sharing of fees and expenses amongst our Company and the Selling Shareholders, please refer to "Objects of the Offer – Offer related expenses" on page 111.

<sup>(3)</sup> To be finalized upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC. The amount to be utilised for general corporate purposes shall not exceed 25% of the gross proceeds from the Fresh Issue.

<sup>(4)</sup> The balance proceeds from the Pre-IPO Placement (excluding the expenses for the Pre-IPO Placement) aggregating to ₹[●] shall be utilised towards general corporate purposes.

<sup>(5)</sup> As certified by our Statutory Auditors by way of their certificate dated November 6, 2024.

## Proposed deployment of Net Proceeds

We propose to deploy the Net Proceeds towards the Objects in accordance with the estimated schedule of implementation and deployment of funds as follows:

Particulars	Total amount to be funded from Net Proceeds and Pre-IPO <sup>(2)(3)</sup>	Amount utilized by the Company from the Pre-IPO Placement	Estimated deployment of the Net Proceeds in Financial Year ended
			March 31, 2025
Funding incremental working capital requirements of our Company	2,500.00	329.80 <sup>(5)</sup>	2,170.20
Funding capital expenditure of our Company	907.25	Nil	907.25
General corporate purposes <sup>(1)(3)(4)</sup>	[●]	[●]	[●]
<b>Total</b> <sup>(1)(2)</sup>	[●]	[●]	[●]

<sup>(1)</sup> A Pre-IPO Placement was undertaken by our Company, in consultation with the BRLMs, for an amount aggregating to ₹500.00 million. The Pre-IPO Placement has not exceeded 20% of the Fresh Issue. The Pre-IPO Placement was made to Volrando Venture Partners Fund IV Gamma, Shyamsundar B. Asawa, Saurabh Sanjay Agrawal, and Divyam Sanjay Agrawal, at a price of ₹484.00 per Equity Share, decided by our Company, in consultation with the BRLMs. The amount raised from the Pre-IPO Placement aggregating to ₹500.00 million was reduced from the Fresh Issue, subject to the offer complying with Rule 19(2)(B) of the SCRR. Our Company has appropriately intimated the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement has been appropriately made in the relevant sections of this Red Herring Prospectus and will be made in relevant sections of the Prospectus. For details, see "Risk Factors – In the past, our Company has been subjected to penalty in case of contraventions under the Companies Act, 2013 in connection with the Pre-IPO Placement. If we are subject to penalties in the future or other regulatory actions in relation to the non-compliances, our reputation, business and results of operations could be adversely affected." on page 49.

<sup>(2)</sup> The aggregate proceeds of the Pre-IPO Placement and the Fresh Issue is ₹4,500.00 million and the Offer expenses apportioned to our Company (including the expenses for the Pre-IPO Placement) is ₹[●] million and accordingly, the aggregate of the Net Proceeds and the proceeds of the Pre-IPO Placement is ₹[●] million. For details with respect to sharing of fees and expenses amongst our Company and the Selling Shareholders, please refer to "Objects of the Offer – Offer related expenses" on page 111.

<sup>(3)</sup> To be finalized upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC. The amount to be utilised for general corporate purposes shall not exceed 25% of the gross proceeds from the Fresh Issue.

<sup>(4)</sup> The proceeds from the Pre-IPO Placement (excluding the expenses for the Pre-IPO Placement) aggregating to ₹[●] shall be utilised towards general corporate purposes.

<sup>(5)</sup> As certified by our Statutory Auditors by way of their certificate dated November 6, 2024.

The fund requirements, the deployment of funds and the intended use of the Net Proceeds as described herein are based on our current business plan and management estimates, current and valid quotations from vendors and other commercial factors. However, such fund requirements and deployment of funds have not been appraised by any bank or financial institution. Please see "Risk Factors – 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 Red Herring Prospectus would be subject to certain compliance requirements, including prior Shareholders' approval." on page 47. We may have to revise our funding requirements and deployment on account of a variety of factors such as our financial condition, business and strategy, competition, and other external factors such as changes in the business environment, market conditions, regulatory frameworks 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, deployment schedule and funding requirements, including the expenditure for a particular purpose at the discretion of our management, subject to compliance with applicable laws.

Further, in case of variations in the actual utilisation of funds earmarked for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in the Fresh Issue. In the event that the estimated utilisation of the Net Proceeds in a Financial Year is not completely met, due to the reasons stated above, the same shall be utilised in the next fiscal year, i.e. Financial Year 2026, as may be determined by our Company, in accordance with applicable laws. If the actual utilisation towards any of the Objects is lower than the proposed deployment such balance will be used for future growth opportunities, if required and towards general corporate purposes to the extent that the total amount to be utilised towards general corporate purposes shall not exceed 25% of the gross proceeds of the Fresh Issue in accordance with Regulation 7(2) of the SEBI ICDR Regulations.

## **Details of the Objects**

### **1. Funding incremental working capital requirements of our Company**

We fund a majority of our working capital requirements in the ordinary course of business from various banks, non-banking financial institutions, inter-corporate loans and internal accruals. As on September 30, 2024, the outstanding amount under the fund based working capital facilities of our Company was ₹6,845.83 million and the outstanding amount under non-fund-based facilities availed by our Company, was ₹50,843.47 million. For details, see “*Financial Indebtedness*” on page 337.

Our Company requires additional working capital for funding its incremental working capital requirements in Financial Year ended March 31, 2025. The funding of the incremental working capital requirements of our Company will lead to a consequent increase in our revenue and profitability and in achieving the proposed targets as per our business plan.

#### ***Basis of estimation of incremental working capital requirement***

##### **Existing working capital**

The details of our Company’s composition of net current assets or working capital for the three months period ended June 30, 2024, Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022, derived from the audited standalone financial statements for the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022, are as under:

Particulars	As at June 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
<b>I. Current assets</b>				
(a) Inventories				
(i) Raw Materials	2,260.50	1,755.32	1,594.70	1,415.92
(ii) Work-in-Process	280.77	172.90	193.55	145.63
(iii) Finished Goods (other than those acquired for trading)	1,204.68	836.11	694.53	621.50
(iv) Stores & Spares	525.91	469.44	332.90	268.66
(v) Bought Out & others	367.43	520.61	274.88	312.40
(vi) Scrap	13.25	23.56	19.39	20.75
(b) Financial assets				
(i) Trade receivables	9,140.26	10,261.41	6,448.95	6,397.30
(ii) Fixed deposits held as margin money	1,564.29	1,140.52	734.05	532.70
(iii) Other financial assets	454.75	375.47	248.28	297.44
(iv) Contract Assets	21,128.42	19,510.83	14,669.05	10,944.29
(c) Other current assets	4,472.77	4,292.38	2,707.23	2,232.98
<b>Total current assets (I)</b>	<b>41,413.03</b>	<b>39,358.55</b>	<b>27,917.51</b>	<b>23,189.57</b>
<b>II. Current liabilities</b>				
(a) Financial Liabilities				
(i) Trade payables	16,814.31	16,721.29	13,090.20	10,705.71
(ii) Lease and other financial liabilities	638.07	559.62	543.16	412.54
(b) Contract liabilities	10,985.79	9,299.00	5,409.50	4,602.19
(c) Other current liabilities	272.56	336.22	223.81	227.72
(d) Provisions	403.03	419.31	514.71	512.36
(e) Current tax liabilities (Net)	382.65	276.05	216.81	-
<b>Total current liabilities (II)</b>	<b>29,496.41</b>	<b>27,611.49</b>	<b>19,998.19</b>	<b>16,460.52</b>
Net Working capital requirement (III) = (I) – (II)	<b>11,916.62</b>	<b>11,747.06</b>	<b>7,919.32</b>	<b>6,729.05</b>
<b>Existing funding pattern</b>				
A. Short term borrowing	4,851.79	5,146.44	4,246.70	2,702.00
B. Internal accruals/ equity	7,064.83	6,600.62	3,672.62	4,027.05
<b>Total</b>	<b>11,916.62</b>	<b>11,747.06</b>	<b>7,919.32</b>	<b>6,729.05</b>

\* As certified by our Statutory Auditors by a certificate dated December 10, 2024.

*Future working capital requirements*

On the basis of the existing working capital requirements, management estimates and projected working capital requirements, our Board has, pursuant to its resolution dated March 8, 2024, approved the estimated working capital requirements for the Financial Years ended March 31, 2025 and March 31, 2026 as set out below:

Particulars	(₹ in million)	
	March 31, 2025 (Estimated)	March 31, 2026 (Estimated)
Current assets		
(a) Inventories		
(i) Raw materials	2,460.47	3,127.57
(ii) Work-in-process	257.83	329.61
(iii) Finished goods (other than those acquired for trading)	1,203.19	1,538.20
(iv) Stores and spares	687.54	878.97
(v) Bought out & Others	687.54	878.97
(vi) Scrap	-	-
(b) Financial assets		
(i) Trade receivables	13,814.23	17,332.59
(ii) Fixed Deposits held as margin money	1,540.5	1,940.50
(iii) Other financial assets	394.28	413.99
(c) Contract Assets	26,093.55	32,739.34
(d) Other current assets	5,372.20	6,740.45
Total Current Assets (A)	52,511.33	65,920.19
<b>Current liabilities</b>		
(a) Financial Liabilities		
(i) Trade payables	20,323.27	25,556.30
(ii) Lease & other financial liabilities	529.09	505.44
(b) Contract liabilities	11,855.24	14,907.84
(c) Other current liabilities	460.47	577.75
(d) Provisions	440.27	462.28
(e) Current tax liabilities (Net)	-	-
Total Current Liabilities (B)	33,608.34	42,009.61
Net Working Capital Requirements (A-B)	18,902.99	23,910.58
Existing Funding Pattern		
A. Short term borrowing	5,950.00	5,600.00
B. Usage from Pre-IPO proceeds	329.80	
C. Usage from IPO Net Proceeds	2,170.20	
D. Internal Accruals/Equity	10,452.99	18,310.58
<b>Total</b>	<b>18,902.99</b>	<b>23,910.58</b>

\*As certified by our Statutory Auditors by a certificate dated December 10, 2024.

Our Company proposes to utilize ₹ 2,170.20 million from the Net Proceeds towards funding our incremental working capital requirements in the manner set out above.

**Key assumptions for working capital projections made by our Company:**

*Holding levels*

The following table sets forth the details of the holding period considered:

Particulars	Holding levels on the basis of	Financial Year ended (Actuals)			Financial Year ended (Projected)	
		March 31, 2022	March 31, 2023	March 31, 2024	March 31, 2025	March 31, 2026
<b>Assets</b>						
Trade receivables days	Revenue from operations	99	75	92	90	90
Inventory days						
(i) Raw materials	Purchases of Raw material	42	32	28	28	28
(ii) Work-in-process	Material consumed	4	4	3	3	3
(iii) Finished goods (other than those	Material consumed	19	14	14	14	14

Particulars	Holding levels on the basis of	Financial Year ended (Actuals)			Financial Year ended (Projected)	
		March 31, 2022	March 31, 2023	March 31, 2024	March 31, 2025	March 31, 2026
acquired for trading)						
(iv) Consumable Stores & Spares	Material consumed	8	7	8	8	8
(v) Bought Out	Material consumed	9	6	8	8	8
(vi) Scrap	Purchases of raw material	1	0	0	0	0
Fixed Deposits held as margin money	Revenue from operations	8	9	10	10	10
Other Financial Assets	Revenue from operations	5	3	3	3	2
Contract Assets	Revenue from operations	170	170	175	170	170
Other Current Assets	Revenue from operations	35	31	38	35	35
<b>Liabilities</b>						
Trade payables days	Total Direct Expenses	233	205	207	180	180
Lease & Other Financial Liabilities	Revenue from operations	6	6	5	3	3
Contract Liabilities	Total Direct Expenses	100	85	115	105	105
Other Current liabilities	Revenue from operations	4	3	3	3	3
Provisions	Revenue from operations	8	6	4	3	2
Current Tax Liabilities (Net)	Revenue from operations	0	3	2	0	0

*Key Assumptions and Justification for Holding levels*

Particulars	Assumptions and Justifications
<b>Trade Receivables</b>	Holding levels of trade receivable from Financial Year 2022 and Financial Year 2024 vary between 90-100 days of revenue from operations. The lower holding level in Financial Year 2023 was an exception of 75 days on account of better collections in T&D business. Holding level of trade receivables in Financial Year ended March 31, 2024 is 92 days of revenue from operations. Based on that, our Company has considered the trade receivables days in Financial Year ended March 31, 2025 and Financial Year ended March 31, 2026 of 90 days of revenue from operations.
<b>Inventory</b>	<p>The inventory comprises of raw material, work in progress finished goods, consumable stores and spares, bought out materials and scrap.</p> <p><b>Raw material:</b> The principal items of materials required for execution of contracts are Steel, Aluminium and Zinc. Our Company manufactures various types of towers and structures out of the steel and the same is also galvanised with Zinc. The galvanising plant of our Company requires a constant supply of Zinc, Iron and Steel and hence it is imperative that our Company maintains adequate stock of these items not only to keep up the desired production levels and so as to maintain the overhead levels. The principal items of materials required for construction is Reinforcement steel, Cement, Aggregates and other materials. Further the sites are situated in remote, far-flung and isolated locations in India and internationally and hence it is essential that adequate inventory of materials are always available with the project sites for uninterrupted operations. The turnover period for the Financial Year ended March 31, 2024 is 28 days of purchase of Raw Materials. And in Financial Year ended March 31, 2025 and Financial Year ended March 31, 2026 turnover days of purchase of raw materials are maintained at the same levels as at Financial Year ended March 31, 2024.</p> <p><b>Work in Progress:</b> The manufacturing process requires multiple levels of processes on the materials to bring the materials ready for finishing. Therefore, the timeline during which the materials remains under work in progress has been projected across the manufacturing cycle. The turnover period for the Financial Year ended March 31, 2024 is 3 days of material consumed. And in Financial Year ended March 31, 2025 and Financial Year ended March 31, 2026 are maintained at the same levels as at Financial Year ended March 31, 2024.</p>

Particulars	Assumptions and Justifications
	<p><b>Finished Goods:</b> After Production of the Finished Goods, the contractual requirements of inspection, sorting and packing and its ultimate despatch to the project locations requires a specific lead time to ensure completion of the required formalities. The turnover period in the Financial Year ended March 31, 2024 is 14 days of Material Consumed, In Financial Year ended March 31, 2025 and Financial Year ended March 31, 2026 the holding levels are maintained as at Financial Year ended March 31, 2024 at 14 days of material consumed.</p> <p><b>Consumable Stores &amp; Spares:</b> The Project sites are situated in remote, far-flung and isolated locations in India and internationally and hence it is essential that adequate inventory of stores and spares and other consumables are always available with the project sites for uninterrupted operations The holding period for the Financial Year ended March 31, 2024 is 8 days of material consumed . And in Financial Year ended March 31, 2025 and Financial Year ended March 31, 2026 turnover days are maintained at the same levels as at Financial Year ended March 31, 2024 for 8 days of material consumed.</p> <p><b>Bought Out:</b> Bought out are the equipment (such as insulators, Hardware fittings, OPGW, transformers etc) used in our projects which we buy from third party original equipment manufacturers (OEMs). The Project sites are situated in remote, far-flung and isolated locations in India and internationally and hence it is essential that adequate inventory of Bought Out are always available with the project sites for uninterrupted operations The holding period of Bought out for the Financial Year ended March 31, 2024 is 8 days of material consumed. And in Financial Year ended March 31, 2025 and Financial Year ended March 31, 2026 holding days are maintained at the same levels as at Financial Year ended March 31, 2024 for 8 days of material consumed.</p> <p>The overall inventory turn-around days considered are 61 days for Financial Year ended March 31, 2024 which has been maintained at the same levels in Financial Year ended March 31, 2025 and Financial Year ended March 31, 2026.</p>
<b>Fixed Deposits held as margin money</b>	Fixed deposits are created for the purpose of providing margin against non-fund limits sanction by the banks. Holding level of Fixed Deposits held as margin money in Financial Year ended March 31, 2024, is 10 days of revenue from operations which have been maintained at same level in financial year 2025 and financial year 2026.
<b>Other Financial Assets</b>	Other Financial Assets comprises of security deposit, interest receivable & insurance claim receivable among others for Financial years 2022, 2023 and 2024. Holding level of these financial assets in Financial Year ended March 31, 2024, is 3 days of revenue from operations, which has been maintained at same level in financial year 2025 which includes security deposits and interest receivables on Fixed Deposits held as margin money and marginally improve to 2 days of revenue from operations in financial year 2026.
<b>Contract Assets</b>	Contract assets includes (i) retention which is deducted by the clients as per the contractual terms and released upon compliance with the terms of the contract; (ii) unbilled amount which indicates work carried out by the Company but cannot be billed till a particular milestone is completed or will be billed in the future. Holding levels of Contract Assets is 170 days of revenue from operations for the Financial Year ended March 31, 2022 and Financial Year ended March 31, 2023. Holding level of Contract Assets in Financial Year ended March 31, 2024 is 175 days of revenue from operations. Our Company has maintained the Contract Assets days in Financial Year ended March 31, 2025 and Financial Year ended March 31, 2026 at the same levels as of Financial Year ended March 31, 2023 of 170 days of revenue from operations.
<b>Other Current Assets</b>	<p>Major portion of other current assets includes Advances to suppliers, balances with government authorities and prepaid expenses.</p> <p>The overall turn-around days for the Other Current Assets considered are 31 days of revenue from operations for Financial Year ended March 31, 2023 which has been at 38 days of revenue from operations for Financial Year ended March 31, 2024, and reduce to 35 days of revenue from operations level for Financial Year ended March 31, 2025 and Financial Year ended March 31, 2026 assuming optimum utilisation of IPO proceeds and better negotiation with suppliers.</p>
<b>Trade Payables</b>	<p>Our Company's trade payables vary between 205-233 days of Cost of Goods Sold for the Financial Year ended March 31, 2022 and Financial Year ended March 31, 2023. The trade payables days in the Financial Year ended March 31, 2024 is 207 days of Cost of Goods Sold.</p> <p>The major reduction in the number of days is owing to the growth in T&amp;D industry, in order to have better partners including subcontractors and suppliers with us, we need to offer better credit terms. This shall be achieved primarily on account of the infusion of the Offer proceeds which would bring about a reduction in the optimum trade payables to 180 days of Cost of Goods Sold in Financial Year ended March 31, 2025 and Financial Year ended March 31, 2026.</p>
<b>Lease &amp; Other Financial Liabilities</b>	Lease & Other Financial Liabilities comprises of lease rentals of Office premises and Equipment, Employee liability towards Salary, Bonus, Wages payable, Creditors for purchase of Capex Etc. Holding level of Lease & Other Financial Liabilities in Financial Year ended March 31, 2024, is 5 days of revenue from operations, which has been reduced

<b>Particulars</b>	<b>Assumptions and Justifications</b>
	to 3 days of revenue from operations in the Financial Year 2025 & Financial Year 2026 due to the proposed revenue growth.
<b>Contract Liabilities</b>	Contract liability primarily comprises of advance received from clients / customers as per the contractual terms. Our Company receives advances from the customers. Most of the contracts include 10.00% as mobilisation advance. This is accounted under the head “contract liabilities”, which is a major component of other current liabilities. The reason for variation in the past 3 years is due to the varying levels of client advances received. The holding period for contract liabilities was 100 days of Cost of Goods Sold in the Financial Year ended March 31, 2022 which was reduced to 85 days of Cost of Goods Sold in Financial Year ended March 31, 2023 and increased 115 days of Cost of Goods Sold in Financial Year ended March 31, 2024. The company assumes the holding period to be 105 days of Cost of Goods Sold in the Financial Year ended March 31, 2025 and Financial Year ended March 31, 2026. The reason for reduction in days is assumed based on faster execution of projects leading to quicker adjustment of advances.
<b>Provisions</b>	Provisions consists broadly of provisions for employee benefits (provision for Gratuity and Leave encashment), contractual obligations (provisions for the expected amount of shortages on materials to be supplied to the client, rectification and replacement of services performed pursuant to the contract with the client) and expected loss on long term contracts as per Ind AS compliance Holding level of Provision in Financial Year ended March 31, 2024 is 4 days of revenue from operations. Our company expect that the holding period to reduce to 3 days of revenue from operations in financial year 2025 and 2 days of revenue from operations in financial year 2026.
<b>Other Current liabilities</b>	Other current liabilities primarily include duties and taxes payables. Holding level of Other Current liabilities in Financial Year ended March 31, 2024 is 3 days of revenue from operations which have been maintained at same level in financial year 2025 and financial year 2026.

## 2. Funding capital expenditure requirements of our Company

As on the date of this Red Herring Prospectus, we have four manufacturing units supplying galvanised lattice towers, galvanised monopoles, and conductors. For details of the installed and utilized capacity of our manufacturing facilities, see “*Our Business – Manufacturing Facilities*” on page 216. As of June 30, 2024, we have done EPC of 34,654 circuit kilometers (“CKM”) transmission lines and 30,000 CKM distribution lines, domestically and internationally. We provide EPC services in relation to substations up to 765 kilovolts (“kV”). We intend to strengthen our position as one of the leading infrastructure turnkey solutions provider in the EPC space in India and internationally. The Government of India has been clearly focused on development of infrastructure in the country and we intend to harness such opportunities and expand the scope of EPC civil services to focus on projects from the Government of India and other programmes for bridges, tunnels and other transmission solutions. Over the next few years, we will continue to focus on existing projects while seeking opportunities to expand our portfolio into other allied/ancillary infrastructure sectors. We intend to draw on our experience, asset base, market position and ability to execute and manage multiple projects across various geographies, to further grow our portfolio of EPC projects.

We aim to continue investing in existing manufacturing equipment and technologies to build new capabilities to support the production of our portfolio of products. As part of such investment, we will incur expenditure towards the purchase of various types of equipment such as (i) CNC machines; (ii) stringing TSE machines and other equipment. For further details, see “*Our Business – Strategies*” on page 205.

While we propose to utilise up to ₹908.86 million towards procurement of the equipment, plant and machinery, based on our current estimates, the specific number and nature of such equipment, plant and machinery to be procured by our Company may change, depending on our business requirements, from time to time. A list of such equipment, plant and machinery that we have purchased, along with details of its cost and delivery is set forth below, which has been certified by Suvabrata Dasgupta, Independent Chartered Engineer, (registration number: M-137099-5) pursuant to their certificate dated September 24, 2024 and approved, pursuant to a resolution dated September 18, 2024 passed by our Board:

**12. Detailed break-up of capital expenditure requirements**

S. No.	Location/Facility	Description of equipment	Quantity/ Lot/ Set	Cost per unit (₹ in million)	Total cost (₹ in million)	Name of the vendors	Purchase order/ Letter of intent	Delivery	Advance paid (₹ in million)	Net cost (₹ in million)
1.	Butibori Central Store, Butibori District, Nagpur	Puller M/C -16 MT Quad/PL1750 puller machine Digital puller, max pull 180 kN, max speed 4.5 km/h, rope diameter 28 mm	8	12.02	96.13	Tesmec S.P.A	August 10, 2024	International Project:  Cameroon Project: 2 Sets	0	96.13
2.		Tensioner M/C - 14 MT Quad/ TN 1750 tensioner machine, digital tensioner, max pull 180 kN, max speed 4.5 km/h, max conductor diameter 38 mm	6	12.16	72.93				0	72.93
3.		TN 2600 tensioner machine, digital tensioner, max tension 2x70 kN, max speed 5 km/h, conductor diameter 51 mm	1	13.38	13.38				0	13.38
4.		TN 2600 tensioner M/C - (refurbished), digital tensioner, max tension 2x70 kN, max speed 5 km/h, conductor diameter 51 mm	1	9.33	9.33			1st Set - 3rd week October 2024 2nd Set - 2nd week of December 2024  Domestic Project – India  1st Set – 2 set in October 2024 2nd Set – 1 set in December 2024 3rd Set – 3 Set by January 2025	0	9.33
5.	Conductor Silvassa, Dadra and Nagar Haveli	7 sheave aluminium aerial rollers (working diameter 800 mm)	337	0.04	13.48	Advait Infratech Limited	August 7, 2024	Within 4-5 weeks after drawing approval	0	13.48
		Motorized Winch Machine – 5 MT - Reqd	44	0.27	11.88		August 5, 2024	Within 10-12 weeks after drawing approval	0	11.88
		24 MM antitwisting pilot wire	8	0.23	1.88		August 10, 2024	Within 14-16 weeks after drawing approval	0	1.88
		24 MM antitwisting pilot wire – 800 mtr each	40	0.23	9.4				0	9.40
6.		12-MM antitwisting pilot wire	5	0.42	2.10	Shanghai N.J. International Trade Co	August 5, 2024	November 2024	0	2.10
7.	Conductor Silvassa, Dadra and Nagar Haveli	2 wire line – 13 die rod break down machine: quick die type 1st RBD machine – right to left	1	18.50	18.50	Andhra Machine Industries	June 27, 2024	Within 7 to 8 months	4.63	13.88
		2 wire line – 13 die rod break down machine: quick die type 2nd RBD machine – left to right	1	18.50	18.50				4.63	13.88
8.		Electrically heated bogie hearth annealing furnace type-bogie hearth annealing furnace, process-annealing process, mode of firing-electric, annealing charge	2	14.30	28.60	J R Furnace & Ovens Pvt Ltd	May 9, 2024	Within 4 months (after remittance advance)	5.72	22.88

S. No.	Location/Facility	Description of equipment	Quantity/ Lot/ Set	Cost per unit (₹ in million)	Total cost (₹ in million)	Name of the vendors	Purchase order/ Letter of intent	Delivery	Advance paid (₹ in million)	Net cost (₹ in million)
		size/weight-coil OD: 165 mm, coil height:950 mm, coil weight: 2.5 MT, total qty of coil: 12 nos., total capacity/batch: 30 MT								
9.		54 bobbin (12+18+24) 630 mm stranding line, with batch loading & individual, 1PH8 - motor drive & S120 drives	1	53.50	53.50	Cable Tech Machines	September 9, 2024	Within 9 months	0	53.50
		Safety enclosure pneumatic controlled (1 no. for each cage) - optional accessories	3	1.00	3.00			Liquidity damages will be applicable if delayed beyond 11 months	0	3.00
		Commissioning charges	1	0.50	0.50			Liquidity damages will be applicable if delayed beyond 11 months	0	0.50
		12+18+24 -bobbin rigid stranding machine model - HT/RST/630	1	36.00	36.00			Within 9 months	0	36.00
10.						Hitech Machines	September 7, 2024	Liquidity damages will be applicable if delayed beyond 11 months		
11.		4-5T Al. alloy rod CCR line	1	41.81	41.81	Foshan Metech Trading Co. Ltd	July 23, 2024	120 days	4.18	37.63
12.		30 T rentangular regenerative stationery	1	21.15	21.15	Grace Industries Limited	July 23, 2024	120 days	2.12	19.03
		15 T round tilting holding furnace	2	12.43	24.86				2.48	22.38
		20 T molten AL electromagnetic stirrer	1	4.53	4.53				0.45	4.08
13.		6300A LT panel & 2000A PDB panel & RBD panel & transformer and 6300A 4P 80KA EDO ACB with microprocessor release (LSIG) VV with current display-Make -Schneider	1	7.80	7.80	Megh Automation	May 21, 2024	Within 90 days (after remittance advance)	1.56	6.24
14.		Control panel for RBD machine	2	1.98	3.95	Precision Control Systems	June 6, 2024	10-12 weeks (after remittance advance)	1.19	2.77
15.		Transformer- rating-3500KVA, no of phases-3 phase, primary voltage-11KV, secondary voltage-0.415KV, vector grp-dyn 11, insulation class -class A, type of cooling-ONAN, impedance-7.15%, temperature rise-50 degree	1	3.60	3.60	Kryfs Power Components Ltd.	May 9, 2024	Within 60 days (after technical clearance & remittance advance)	0.36	3.24
16.	Deoli, Maharashtra	Trimans hydraulic shearing machine model no.: HVR NC 2025, Cap. 20 MM x 2500 MM cutting CAP - nominal rake angle - M.S. (UTS 45 KG/MM2) in mm: 20 M.S. (UTS 51 KG/MM2) in mm: 16, dimensions (mm) - length: 3600 x width: 2800 x height: 2900	1	3.70	3.70	NuGEN Machineries Limited	July 23, 2024	14-16 weeks (after remittance advance)	0.92	2.78
17.		Rapid 25 T CNC high-speed drilling line for angles (angle drilling, marking, rotary disc marking & shearing line) size of angles drilled - 250 x 250 x 40 mm	1	39.66	39.66	FICEP S.P.A	June 17, 2024	Letter of credit opening week 40 ex-works dispatch-week 52	0	39.66

S. No.	Location/Facility	Description of equipment	Quantity/ Lot/ Set	Cost per unit (₹ in million)	Total cost (₹ in million)	Name of the vendors	Purchase order/ Letter of intent	Delivery	Advance paid (₹ in million)	Net cost (₹ in million)
18.		HP 20 T6 CNC high-speed drilling line for angles (angle drilling, marking, rotary disc marking & shearing line) 200 x 200 x 20 mm	1	37.32	37.32	FICEP S.P.A	June 17, 2024	Letter of credit opening week 40 ex-works dispatch-week 52	0	37.32
19.		P113E: plate punching, drilling and marking lines (800 x 1000 mm)	2	15.86	31.73	FICEP S.P.A	June 17, 2024	Letter of credit opening week 26 ex-works dispatch-week 42	0	31.73
20.		XP 16 T6 CNC line for the processing of angle (punching, marking, shearing, rotary disc wheel marking MKT38N) processed-160 x 160 x 19 mm	1	34.52	34.52	FICEP S.P.A	June 17, 2024	Letter of credit opening week 36 ex-works dispatch-week 50	0	34.52
21.		XP 16 T6 CNC line for the processing of angle (punching, marking, shearing, cassette marking - 4 groups marking) processed-160 x 160 x 19 mm	1	34.99	34.99	FICEP S.P.A	June 17, 2024	Letter of credit opening week 36 ex-works dispatch-week 50	0	34.99
22.		XP 12 T4 CNC line for processing of angles (punching, marking, rotary disc unit marking & shearing) processed - angles-120 x 120 x 13	1	30.33	30.33	FICEP S.P.A	June 17, 2024	Letter of credit opening week 26 ex-works dispatch-week 46	0	30.33
23.	Vadodara, Gujarat	AW angle bending machine (universal) ABM - 150x16 arco whitney brand angle bending press (universal) suitable for bending MS angle up to 150 x 150 x 16mm thick in hot condition up to 800°C. along with power unit 700-SR-12.5-440V-50Hz	1	2.73	2.73	Classic Automotive Industries	June 13, 2024	15-16 Weeks (after remittance advance)	0.41	2.32
24.		Hot dip galvanizing plant & pre-processing plant suitable to kettle size 8.0 X 1.0 X 2.4 meter (length x width x dimensions), 50 mm thick	1	57.00	57.00	Radadia Engineering Private Limited	June 7 and 10, 2024	Within 6 months from the date of receipt of the complete order and advance payment	8.55	48.45
25.		Zinc kettle 60 mm thick 9 x 1.25 x 2.5 meter	1	10.63	10.63	W. Pilling Riepgmbh & Co. KG	July 16, 2024	Within 7 months i.e. February 14, 2025 after receipt of advance payment	3.20	7.43
26.		XP 16 T6 CNC line for the processing of angle (punching, marking, shearing, rotary disc wheel marking MKT38N) processed-160 x 160 x 19 mm	1	34.52	34.52	FICEP S.P.A	June 13, 2024	Letter of credit opening week 36, ex-works dispatch-week 50	0.00	34.52
27.		XP 16 T6 CNC line for the processing of angle (punching, marking, shearing, cassette marking – 4 groups marking) processed-160 x 160 x 19 mm	1	34.99	34.99	FICEP S.P.A	June 13, 2204	Letter of credit opening week 36, ex-works dispatch-week 50	0.00	34.99
28.		XP 12 T4 CNC line for processing of angles (punching, marking, cassette marking -4 groups & shearing) processed – angles-120 x 120 x 13	1	30.79	30.79	FICEP S.P.A	June 13, 2204	Letter of credit opening week 26,	0.00	30.79

S. No.	Location/Facility	Description of equipment	Quantity/ Lot/ Set	Cost per unit (₹ in million)	Total cost (₹ in million)	Name of the vendors	Purchase order/ Letter of intent	Delivery	Advance paid (₹ in million)	Net cost (₹ in million)
								ex-works dispatch-week 46		
29.		P113E: plate punching, drilling and marking lines (800X1000MM)	1	15.86	15.86	FICEP S.P.A	June 13, 2204	Letter of credit opening week 26, ex-works dispatch-week 42	0.00	15.86
30.		Heel milling – 14 x28 x700 mm width model-l type – fix frame., cap to pro angel up to 250 x 250 x 25 mm	1	2.14	2.14	Presswell Hydraulics	June 13, 2204	Within 6 to 7 months from the date of receipt of the purchase order and advance payment	0.21	1.93
31.		CNC drilling machine CD-2030 machine serial number: 242510260003	1	4.80	4.80	Yantra Design	July 1, 2024	Within 60 days (after technical clearance & remittance advance)	0.2	4.60
32.		Design, detailing, fabrication and supply of PEB shed including erection. <u>Excluding civil work finished goods shed ( for covered storage) -supply</u>	1	42.93	42.93	Arush Technocraft	August 26, 2024	14 to 16 weeks after clearing drawing/advance remittance/design acceptance	0	42.93
		Design, detailing, fabrication and supply of PEB shed including erection. <u>Excluding civil work finished goods shed ( for covered storage)-erection</u>	1	0.94	0.94				0	0.94
		<b>Total</b>			<b>946.39</b>				<b>40.80</b>	<b>905.59</b>

*Terms and conditions:*

- 1 . Above mentioned unit prices are excluding applicable taxes i.e., GST at the rate of 18% and Custom duty 8.25% , however the same are not mentioned additionally as input credit is allowed.
2. Transportation and commissioning charges not included above mentioned price, but some critical cases erection and commissioning charges added due to OEM recommended.
3. Civil works for machines foundation , machine installation charges are not included above. Same shall be funded by our Company.
4. Validity of Quotation: As specified above individual machine wise / vendor wise.
5. All quotes having Advance payment terms ranging from 10% to 30% advance along with order and balance before dispatch of machine.
6. Note on Foreign exchange conversion considered Sr. No 1 to 4, 17 to 22, 25 to 29 @ 93.3092 Rs/Euro and Sr No. 6, 11,12 @ 83.9308 Rs/USD (Conversion rate RBI Circular dated September 6, 2024)

If there is any increase in the costs of equipment, the additional costs shall be paid by our Company from its internal accruals. The quantity of equipment to be purchased is based on the present estimates of our management. Our Company shall have the flexibility to deploy such equipment in relation to the capital expenditure or such other equipment as may be considered appropriate, according to the business or engineering requirements of such facilities, subject to the total amount to be utilized towards purchase of such equipment not exceeding ₹908.86 million. See, “*Risk Factors – 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 Red Herring Prospectus would be subject to certain compliance requirements, including prior Shareholders' approval.*” on page 47.

Capital expenditure towards purchase of additional equipment/ machinery will result in increase in the annual capacity of some of our manufacturing facilities in the following manner:

Sr. No.	Plant	Existing capacity (Annually)	Existing capacity (Monthly)	Increase in capacity (Monthly)	% Increase	Remarks
1	Deoli - Maharashtra	50,000.00	4,167	1,500	36%	Increase in capacity by 1,500 MT per month
2	Vadodra – Gujarat	30,000.00	2,500.00	1,000	40%	Increase in capacity by 1,000 MT per month
3	Conductor - Silvassa, Dadra and Nagar Haveli	48,000.00	4,000.00	1,500	38%	Increase in capacity by 1,500 MT per month
4	Butibori – central store	NA	NA	NA	NA	New transmission stringing equipment (“TSE”) to support site construction activities

### 3. General Corporate Purposes

Our Company proposes to deploy the balance Net Proceeds aggregating to ₹[●] million towards general corporate purposes and business requirements of our Company, subject to such amount not exceeding 25% of the gross proceeds of the Issue and the proceeds from the Pre-IPO Placement, in compliance with the SEBI ICDR Regulations. Such general corporate purposes may include, but are not restricted to, investments in Subsidiaries and Associates in the form of both debt and/or equity; new business ventures; marketing and business development costs in new business markets like USA, Australia, strengthening base in existing business markets; funding costs in developing and research in new business initiatives in energy and construction; meeting exigencies and expenses, incurred by our Company in the ordinary course of business, as may be applicable; meeting expenses incurred towards any strategic initiatives, partnerships, tie-ups, joint ventures or acquisitions, as may be approved by the Board or a duly appointed committee from time to time and any other purpose as may be approved by our Board or a duly appointed committee from time to time, subject to compliance with the necessary provisions of the Companies Act,. Further, this portion of Net Proceeds may also be utilised to meet the shortfall in the Net Proceeds for the Objects set out above.

In addition to the above, our Company may utilise the Net Proceeds towards other expenditure considered expedient and as approved periodically by our Board, subject to compliance with necessary provisions of the Companies Act and other applicable laws. The quantum of utilisation of funds towards each of the above purposes will be determined by our Board, based on the amount actually available under this head and the business requirements of our Company, from time to time, in terms of the applicable laws.

### Means of Finance

We propose to fund the requirements of the Objects detailed above fully from the Net Proceeds. Accordingly, we confirm that there is no requirement to make firm arrangements of finance to be made through verifiable means towards at least 75% of the stated means of finance.

### Offer related expenses

The total expenses of the Offer are estimated to be approximately ₹[●] million. The expenses of the Offer include, among others, listing fees, underwriting fees, selling commission, fees payable to the Book Running Lead Managers, fees payable to legal counsels, fees payable to the Registrar to the Offer, Escrow Collection Bank to the Issue and Sponsor Bank(s), including processing fee to the SCSBs for processing ASBA Forms, brokerage and selling commission payable to Registered Brokers, collecting 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.

Other than the listing fees, audit fees of the Statutory auditors (other than to the extent attributable to the Offer), which shall be borne by the Company and fees and expenses in relation to the legal counsel to the Promoter Selling Shareholder, for the Offer, all fees, costs and expenses required to be paid in respect of the Offer will be shared among our Company and the Promoter Selling Shareholder on a *pro-rata* basis, in proportion to the Equity Shares issued and allotted by our Company in the Fresh Issue and the Offered Shares sold by the Promoter Selling Shareholder in the Offer for Sale, upon the successful completion of the Offer, in compliance with applicable law. All proportional Offer-related fees, costs and expenses to be borne by the Promoter Selling Shareholder and shall be deducted from its portion of the Offer proceeds and only the balance amount will be paid to the Promoter Selling Shareholder.

It is clarified that, in the event that the Offer is withdrawn, abandoned or terminated for any reason whatsoever, the expenses incurred in relation to the proposed Offer will also be shared among the Company and the Promoter Selling Shareholder on a pro-rata basis, in proportion to the Equity Shares issued and allotted by our Company in the Fresh Issue and the Offered Shares sold by the Promoter Selling Shareholder in the Offer for Sale

The break-up for the estimated Offer expenses is as follows:

Activity	Estimated expenses <sup>(1)</sup> (in ₹ million)	As a % of total estimated Offer expenses <sup>(1)</sup>	As a % of the total Offer size <sup>(1)</sup>
Book Running Lead Managers fees and commissions (including any underwriting commission, brokerage and selling commission)	[●]	[●]	[●]
Commission/processing fee for SCSBs, Sponsor Bank(s) and Bankers to the Offer. Brokerage, underwriting commission and selling commission and bidding charges for members of the Syndicate, Registered Brokers, RTAs and CDPs <sup>(2)(3)(4)(5)(6)(7)(8)(9)(10)</sup>	[●]	[●]	[●]
Fees payable to Registrar to the Offer	[●]	[●]	[●]
Fees payable to the other advisors to the Offer	[●]	[●]	[●]
Others			
- Listing fees, SEBI filing fees, upload fees, BSE and NSE processing fees, book building software fees and other regulatory expenses	[●]	[●]	[●]
- Printing and stationery	[●]	[●]	[●]
- Fee payable to legal counsels	[●]	[●]	[●]
- Advertising and marketing	[●]	[●]	[●]
- Miscellaneous	[●]	[●]	[●]
<b>Total estimated Issue expenses</b>	<b>[●]</b>	<b>[●]</b>	<b>[●]</b>

- (1) Offer expenses include applicable taxes, where applicable. Offer expenses will be finalised on determination of Offer Price and incorporated at the time of filing of the Prospectus. Offer expenses are estimates and are subject to change.
- (2) Selling commission payable to the SCSBs on the portion for Retail Individual Investors, Non-Institutional Investors and Employees which are directly procured by them would be as follows:

<i>Portion for Retail</i>	<i>0.35% of the Amount Allotted (plus applicable taxes)</i>
<i>Portion for Non-</i>	<i>0.20% of the Amount Allotted (plus applicable taxes)</i>
<i>Portion for Employees</i>	<i>0.15% of the Amount Allotted (plus applicable taxes)</i>

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

Selling Commission payable to the SCSBs will be determined on the basis of the bidding terminal id as captured in the Bid book of BSE or NSE. No processing fees shall be payable by our Company to the SCSBs on the applications directly procured by them.

- (3) Processing fees payable to the SCSBs on the portion for Retail Individual Investors , Non-Institutional Investors and Employees (excluding UPI Bids), which are procured by the members of the Syndicate/sub-Syndicate/Registered Brokers/RTAs/CDPs and submitted to SCSBs for blocking would be as follows:

<i>Portion for Retail</i>	<i>₹10 per valid Bid cum Application Form* (plus applicable taxes)</i>
<i>Portion for Non-</i>	<i>₹10 per valid Bid cum Application Form* (plus applicable taxes)</i>
<i>Portion for Employees</i>	<i>₹10 per valid Bid cum Application Form* (plus applicable taxes)</i>

\* 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 QIBs with Bids above ₹0.50 million would be ₹10 plus applicable taxes, per valid Bid cum Application Form

Notwithstanding anything contained above, the total processing fee payable under this clause will not exceed ₹3.5 million (plus applicable taxes) and in case if the total processing fees exceeds ₹ 3.5 million (plus applicable taxes) then processing fees will be paid on pro-rata basis for portion of Retail Individual Investors and Non-Institutional Investors, as applicable.

- (4) Brokerage, selling commission and processing/ uploading charges on the portion for Retail Individual Investors , Non-Institutional Investors and Employees (excluding UPI Bids) which are procured by Members of the Syndicate (including their sub-Syndicate Members), RTAs and CDPs or for using 3-in-1 type accounts-linked online trading, demat & bank account provided by some of the Registered Brokers which are Members of the Syndicate (including their sub-Syndicate members) would be as follows:

<i>Portion for Retail</i>	<i>0.35% of the Amount Allotted (plus applicable taxes)</i>
<i>Portion for Non-</i>	<i>0.20% of the Amount Allotted (plus applicable taxes)</i>
<i>Portion for</i>	<i>0.15% of the Amount Allotted (plus applicable taxes)</i>

\* Amount allotted is the product of the number of Equity Shares Allotted and the Issue Price.

The selling commission payable to the Syndicate/sub-Syndicate members will be determined (i) for RIIs, NIIs (up to ₹0.5 million) on the basis of the application form number/series, provided that the application is also bid by the respective Syndicate/sub-Syndicate member. For clarification, if a Syndicate ASBA application on the application form number/series of a Syndicate/sub-Syndicate member, is bid by an SCSB, the selling commission will be payable to the SCSB and not the Syndicate/sub-Syndicate member; (ii) for NIIs (above ₹0.5 million), Syndicate ASBA Form bearing SM code and sub-Syndicate code of the application form submitted to SCSBs for blocking of the fund and uploading on the exchanges platform by SCSBs. For clarification, if a Syndicate ASBA application on the application form number / series of a Syndicate / sub-Syndicate member, is bid by an SCSB, the selling commission will be payable to the Syndicate / sub-Syndicate members and not the SCSB.

- (5) Bidding charges payable to members of the Syndicate (including their sub-Syndicate members) on the applications made using 3-in-1 accounts would be ₹10 plus applicable taxes, per valid application bid by the Syndicate (including their sub- Syndicate members). Bidding charges payable to SCSBs on the QIB Portion and NIIs (excluding UPI Bids) which are procured by the Syndicate/sub-Syndicate/Registered Broker/RTAs/ CDPs and submitted to SCSBs for blocking and uploading would be ₹10 per valid application (plus applicable taxes).

Bidding charges payable on the application made using 3-in-1 accounts will be subject to a maximum cap of ₹3.50 million (plus applicable taxes).

*in case if the total processing fees exceeds ₹3.50 million (plus applicable taxes) then processing fees will be paid on pro-rata basis for portion of Retail Individual Investors and Non-Institutional Investors, as applicable.*

*The selling commission and bidding charges payable to Registered Brokers, the RTAs and CDPs will be determined on the basis of the bidding terminal ID as captured in the bid book of BSE or NSE Selling commission/ bidding charges payable to the Registered Brokers on the portion for Retail Individual Investors and Non-Institutional Investor which are directly procured by the Registered Broker and submitted to SCSB for processing, would be as follows:*

<u>Portion for Retail Individual</u>	₹10 per valid Bid cum Application Form (plus applicable taxes)
<u>Portion for Non-Institutional</u>	₹10 per valid Bid cum Application Form (plus applicable taxes)
<u>Portion for Employees *</u>	₹10 per valid Bid cum Application Form* (plus applicable taxes)

(6) *Bidding charges/ processing fees for applications made by UPI Bidders using the UPI Mechanism would be as under:*

<u>Members of the Syndicate/ RTAs / CDPs (uploading charges)</u>	₹ 30 per valid application (plus applicable taxes) subject to a maximum of ₹ 20.00 million payable on a pro rata basis
Sponsor Bank – Axis Bank	₹Nil up to 0.12 million successful applications and ₹6.5 plus applicable taxes beyond 0.12 million successful applications  *The Sponsor Bank shall be responsible for making payments to the third parties such as remitter bank, NPCI and such other parties as required in connection with the performance of its duties under the SEBI circulars, the Syndicate Agreement
Sponsor Bank – Kotak Bank	₹Nil up to 0.075 million successful applications and ₹6.5 plus applicable taxes beyond 0.075 million successful applications  *The Sponsor Bank shall be responsible for making payments to the third parties such as remitter bank, NPCI and such other parties as required in connection with the performance of its duties under the SEBI circulars, the Syndicate Agreement and other applicable laws.

\* Based on valid applications

All such commissions and processing fees set out above shall be paid as per the timelines in terms of the Syndicate Agreement and Escrow and Sponsor Bank Agreement.

Pursuant to SEBI ICDR Master Circular, applications made using the ASBA facility in initial public offerings shall be processed only after application monies are blocked in the bank accounts of investors (all categories). Accordingly, Syndicate Member/ sub-Syndicate member shall not be able to Bid the Application Form above ₹0.50 million and the same Bid cum Application Form need to be submitted to SCSB for blocking of the funds and uploading on the Stock Exchange bidding platform. To identify bids submitted by Syndicate Member/ sub-Syndicate Member to SCSB a special Bid-cum application form with a heading / watermark "Syndicate ASBA" may be used by Syndicate/ sub-Syndicate Member along with SM code and broker code mentioned on the Bid cum Application Form to be eligible for brokerage on allotment. However, such special forms, if used for Retail Individual Investor and Non-Institutional Investor Bids up to ₹0.50 million will not be eligible for brokerage. The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI ICDR Master Circular.

### Interim use of Net Proceeds

The Net Proceeds shall be retained in the Public Offer Account until receipt of the listing and trading approvals from the Stock Exchanges by our Company. Our Company, in accordance with the applicable law, policies established by our Board from time to time and to attain the objects set out above, will have the flexibility to deploy the Net Proceeds. Pending utilisation of the Net Proceeds for the purposes described above, our Company may temporarily deposit the Net Proceeds within one or more scheduled commercial banks included in the Second Schedule of Reserve Bank of India Act, 1934 as may be approved by our Board. In accordance with Section 27 of the Companies Act, our Company confirms that it shall not use the Net Proceeds for any buying, trading or otherwise dealing in any equity or equity linked securities of any listed company or for any investment in the equity market.

### Bridge Loans

As on the date of this Red Herring Prospectus, our Company has not availed and does not propose to avail any bridge loans from any bank or financial institution which are required to be repaid from the Net Proceeds.

### Monitoring of Utilisation of Funds

In terms of Regulation 41 of the SEBI ICDR Regulations, our Company has appointed a monitoring agency to monitor the utilisation of the Gross Proceeds, including the proceeds proposed to be utilised towards general corporate purposes. 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 the general corporate purposes) 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 its balance sheet for such fiscal periods as required under the SEBI ICDR Regulations, the SEBI Listing Regulations and any other applicable laws or regulations, clearly specifying the purposes for which the Gross Proceeds have been utilised, till the time any part of the Fresh Issue proceeds remains unutilised. Our Company will also, in its balance sheet for the applicable fiscal periods, provide details, if any, in relation to all such Gross Proceeds that have not been utilised, if any, of such currently unutilised Gross Proceeds.

Pursuant to Regulation 18(3) and Regulation 32(3) of the SEBI Listing Regulations, our Company shall on a quarterly basis disclose to the Audit Committee the uses and application of the Gross Proceeds. The Audit Committee shall make recommendations to our Board for further action, if appropriate. Our Company shall, on an annual basis, prepare a statement of funds utilised for purposes other than those stated in this Red Herring Prospectus and place it before

our Audit Committee. Such disclosure shall be made only until such time that all the Gross Proceeds have been utilised in full. The statement shall be certified by the Statutory Auditors. Further, in accordance with Regulation 32 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 utilisation of the Gross Proceeds from the objects of the Offer as stated above; and (ii) details of category wise variations in the utilisation of the Gross Proceeds from the objects of the Offer as stated above. This information will be uploaded onto our website and explanation for such variation (if any) will be included in our Director's report, after placing the same before the Audit Committee.

#### **Variation in Objects of the Issue**

In accordance with Sections 13(8) and 27 of the Companies Act and applicable rules and Regulation 59 and Schedule XX of the SEBI ICDR Regulations, our Company shall not vary the Objects unless our Company is authorized to do so by way of a special resolution of its Shareholders and our Company shall include the requisite explanation in the director's report in relation to such variation. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution shall specify the prescribed details and be published in accordance with the Companies Act. The notice shall simultaneously be published in the newspapers, one in English and one in Marathi, the vernacular language of the jurisdiction where our Registered Office is situated. The Promoter 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, and the SEBI ICDR Regulations.

#### **Appraising Agency**

None of the Objects of the Fresh Issue for which the Net Proceeds will be utilised have been appraised by any bank or financial institution or other independent agency.

#### **Other Confirmations**

None of our Promoter, Directors, Group Companies, Key Managerial Personnel, members of Senior Management or members of our Promoter Group will receive any portion of the Net Proceeds. Further, except in the ordinary course of business, there is no existing or anticipated interest of such individuals and entities in the objects of the Fresh Issue as set out above.

Our Company has not entered into or is not planning to enter into any arrangement/ agreements with the Promoter, the Directors, the Group Companies, the Key Managerial Personnel, members of Senior Management or members of the Promoter Group in relation to the utilisation of the Net Proceeds.

## BASIS FOR OFFER PRICE

The Price Band and Offer Price and discount (if any) will be determined by our Company, in consultation with the Book Running Lead Managers, on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process and on the basis of quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹2 each and the Offer Price is [●] times the face value at the lower end of the Price Band and [●] times the face value at the higher end of the Price Band.

Bidders should read “*Risk Factors*”, “*Our Business*”, “*Restated Consolidated Financial Information*”, “*Other Financial Information*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages 31, 196, 269, 332 and 340, respectively, to have an informed view before making an investment decision.

### **Qualitative Factors**

We believe that some of the qualitative factors which form the basis for computing the Offer Price are as follows:

- Track record of established presence and growth in power transmission and distribution vertical through our implementation and execution skills;
- Established manufacturing facilities;
- Strong and diversified Order Book;
- Strong in-house designing and engineering;
- Experienced promoter(s) with strong management team, technical expertise and business divisions with specialized domain knowledge;
- Quality assurance;
- Strong and consistent financial performance.

For further details, see “*Our Business – Strengths*” on page 199.

### **Quantitative Factors**

Certain information presented below, relating to our Company, is derived from the Restated Consolidated Financial Information. For further details, see “*Restated Consolidated Financial Information*” on page 269.

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

#### **A. Basic and Diluted Earnings Per Equity Share (“EPS”), as adjusted for changes in capital:**

As derived from the Restated Consolidated Financial Information:

Financial/Period ended	Basic EPS (in ₹)**	Diluted EPS** (in ₹)	Weight
Financial Year ended March 31, 2024	19.59	19.59	3
Financial Year ended March 31, 2023	9.45	9.45	2
Financial Year ended March 31, 2022	11.62	11.62	1
<b>Weighted Average</b>	<b>14.88</b>	<b>14.88</b>	-
Three months period ended June 30, 2024*	4.17	4.17	-

\* Not annualized.

\*\* Adjusted pursuant to a resolution passed by our Board on February 6, 2024 and a resolution passed by the Shareholders on February 12, 2024, each equity share of face value of ₹10 each has been split into 5 Equity Shares of face value of ₹2 each. Accordingly, the issued, subscribed and paid-up capital of our Company was sub-divided from 24,792,742 equity shares of face value of ₹10 each to 123,963,710 Equity Shares of face value of ₹2 each. In terms of Paragraph 64 of Indian Accounting Standard 33 Earnings per Share, if the number of ordinary shares outstanding increases as a result of share split, the calculation of basic and diluted earnings per share for all periods presented shall be adjusted retrospectively. If these changes occur after the reporting period but before the financial statements are approved for issue, the per share calculations for those and any prior period financial statements presented shall be based on the new number of shares. The calculation of basic and diluted EPS has been considered considering the impact of share split as stated above.

Notes:

- (1) The face value of each Equity Share is ₹ 2.
- (2) Basic Earnings per share = Net profit after tax (loss after tax) as restated / Weighted average number of equity shares outstanding during the period/year.
- (3) Diluted Earnings per share = Net profit after tax (loss after tax) as restated / Weighted average number of potential equity shares outstanding during the period/year.
- (4) Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. (EPS x Weight) for each year /Total of weights.
- (5) Earnings per share calculations are in accordance with the notified Indian Accounting Standard 33 “Earnings per share”.

**B. Price/Earning (“P/E”) ratio in relation to Price Band of ₹[●] to ₹[●] per Equity Share\*:**

Particulars	P/E at the lower end of Price Band (no. of times)	P/E at the higher end of Price Band (no. of times)
Based on Basic EPS as per the Restated Consolidated Financial Information for the Financial Year ended March 31, 2024	[●]	[●]
Based on Diluted EPS as per the Restated Consolidated Financial Information for the Financial Year ended March 31, 2024	[●]	[●]

\*To be updated at the price band stage.

Notes:

- (1) P/E ratio has been computed dividing the price per share by Earnings per Equity Share.

**C. Industry P/E ratio**

Particulars	P/E Ratio
Highest	91.95
Lowest	15.57
Average	55.05

Notes:

- (1) The highest and lowest industry P/E shown above is based on the peer set provided below “Comparison with listed industry peers”. The industry average has been calculated as the arithmetic average P/E of the peer set provided below.
- (2) P/E figures for the peer are computed based on closing market price as on December 4, 2024, divided by Basic EPS (on consolidated basis) declared by the peers available from Industry assessment Report for the Financial Year ended March 31, 2024.
- (3) Industry peer group P/E ratio of Bajel Projects Limited is not considered as it is showing an extra ordinary P/E ratio., Bajel Projects Limited is a recent listing pursuant to demerger from Bajaj Electricals Limited (BEL).

**D. Return on Net Worth (“RoNW”)**

As per the Restated Consolidated Financial Information of our Company:

Period ended	RoNW%	Weight
Financial Year ended March 31, 2024	21.68	3
Financial Year ended March 31, 2023	15.17	2
Financial Year ended March 31, 2022	10.80	1
<b>Weighted Average</b>	<b>17.69</b>	-
Three months period ended June 30, 2024*	<b>4.54</b>	-

\* Not annualized.

Notes:

- (1) Weighted average = Aggregate of year-wise weighted Net Worth divided by the aggregate of weights i.e. Net Worth x Weight for each year / Total of weights
- (2) Return on Net Worth (%) = Net profit after tax, as restated / Net worth as restated as at period/year end.
- (3) “Net worth” means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, but does not include reserves created out of revaluation of assets, write-back of depreciation amalgamation, capital reserve and employee stock option outstanding reserve.

**E. Net Asset Value per Equity Share of face value of ₹2 each**

Net Asset Value per Equity Share*	(₹)
As on June 30, 2024	92.02
As on March 31, 2024	86.79
After the Offer	At Floor Price: [●] At Cap Price: [●]
Offer Price	[●]

\* Adjusted pursuant to the recommendation and resolution passed at the meeting of the Board of Directors held on February 6, 2024, and the Shareholders in their meeting held on dated 12<sup>th</sup> February 2024, have approved the split of 1 Equity share of the face value of ₹10 each into 5 equity share of the face value of ₹ 2 each. Hence the calculation of Net Assets Value (NAV) per Equity Share is considering the impact of share split as stated above

Notes:

- (1) Offer Price per Equity Share will be determined on conclusion of the Book Building Process.
- (2) Net Asset Value per Equity Share (in ₹) = Net Worth as restated / number of equity shares outstanding at the end of the period/year.
- (3) “Net worth” means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation, Capital Reserve and employee stock option outstanding reserve.

## F. Comparison of accounting ratios with listed industry peers

Name of the Company	Standalone/ Consolidated	Total Revenue (₹ in million)	Face Value per Equity Share (₹)	Closing price as on December 4, 2024	P/E (₹)	EPS (Basic) (₹)	EPS (Diluted) (₹)	RoNW (%)	NAV (₹ per share)	Profit after tax (₹)
		Refer note 3	Refer Note 2	Refer Note 1	Refer Note 1	Refer note 3	Refer note 3	Refer note 3	Refer note 3	Refer note 3
<b>Transrail Lighting Limited</b>	Consolidated	40,092.30	2	N.A.	N.A.	19.59	19.59	21.68%	86.79	2,332.05
KEC International Limited	Consolidated	1,99,140	2	1,240.40	91.95	13.49	13.49	8.50%	159	3470
Kalpataru Projects International Limited	Consolidated	1,96,260	2	1,166.25	36.72	31.76	31.76	10.00%	316	5160
Skipper Limited	Consolidated	32,820	1	581.90	75.97	7.66	7.14	9.10%	84	820
Patel Engineering Limited	Consolidated	45,440	1	56.67	15.57	3.64	3.54	9.56%	38	3020
Bajel Projects Limited*	Standalone	11,690	2	260.10	702.97	0.37	0.37	0.80%	49	40

Source for Transrail Lighting Limited: Based on the Restated Consolidated Financial Statements for the year ended March 31, 2024 and the CRISIL Report commissioned by and paid for by the Company pursuant to an engagement letter with CRISIL issued on July 10, 2023

\* Bajel projects Ltd (BPL) incorporated in January, 2022, is a wholly owned subsidiary of Bajaj Electricals Limited (BEL). The EPC business operated under BEL is transferred to BPL as a part of the scheme of demerger announced by the BEL. Post demerger, BPL is listed on stock exchanges. BPL is a standalone entity, and consolidated accounts are not available, hence, standalone figures have been considered for the purpose of comparison.

(i) P/E Ratio has been mathematically computed based on the closing market price of equity shares on December 4, 2024, divided by the Basic EPS (on consolidated basis) declared by the peers available from CRISIL Report for the Financial Year ending March 31, 2024. The Extracts of the Price as on December 4, 2024 is as per the extract of the stock exchanges attached herewith and initialled by us for identification. The PE Ratio is not applicable for our Company.

(ii) Industry Peer Group P/E ratio of Bajel Projects Limited is not considered as it is showing an extra ordinary P/E ratio

(iii) Face value per share as at March 31, 2024 has been extracted from annual report of the industry peers provided to us by the management.

(iv) All the financial information for listed industry peer mentioned above is on a consolidated basis and is sourced from the CRISIL Report commissioned by and paid for by our Company pursuant to an engagement letter with CRISIL issued on July 10, 2023 attached herewith and initialled for identification. The Above information have not been adjusted for any changes in the Outstanding number of shares that have been issued since March 2024 and any corporate actions of any kind resulting in a change in any of the ratios as given above.

(v) For Transail Lighting Limited

RoNW is computed as net profit after tax (including profit attributable to non-controlling interest) divided by net worth.

Net worth has been computed as sum of paid-up share capital and other equity Excluding Capital Reserve and employee stock option outstanding reserve.

NAV is computed as the closing net worth divided by the closing outstanding number of equity shares.

For further details, please see “Industry Overview – Competitive landscape in T&D, civil construction, and pole & lighting sector” on page 185.

## G. Key Performance Indicators (“KPIs”)

The tables below set forth the details of our certain financial data based on our Restated Consolidated Financial Information, certain non-GAAP measures and KPIs that our Company considers have a bearing for arriving at the basis for Offer Price. All the financial data based on our Restated Consolidated Financial Information, certain non-GAAP measures and KPIs disclosed below have been approved and confirmed by a resolution of our Audit Committee dated September 18, 2024. Further, the Audit Committee has noted that no KPIs have been disclosed to any new investors in the last three year preceding the date of this Red Herring Prospectus. The KPIs that have been consistently used by the management to analyse, track and monitor the operational and financial performance of our Company and were presented in the past meetings of our Board and Audit Committee or shared with the shareholders and potential investors during the three years preceding the date of this Red Herring Prospectus, which have been consequently identified as relevant and material KPIs and are disclosed in this “Basis for Offer Price” section, have been identified and verified by the management of our Company in consultation with our Statutory Auditors in accordance with the SEBI ICDR Regulations.

The KPIs disclosed below have been used historically by our Company to understand and analyze its business performance, which in result, help us in analyzing the growth of business in comparison to our peers. The Bidders can refer to the below-mentioned key financial and operational metrics, 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.

A list of certain financial data, based on our Restated Consolidated Financial Information and as certified by our Statutory Auditors by way of their certificate dated December 10, 2024, is set out below for the indicated period:

(in ₹ million)

Particulars	As at / for the Financial Year ended			
	June 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Revenue from Operation (including other operating Revenue)	9,157.78	40,765.25	31,521.56	23,500.15
Revenue growth	N.A.	29.32%	34.13%	7.53%
EBITDA	1,201.05	4,775.58	2,939.35	2,056.68
EBITDA Margin	13.12%	11.71%	9.32%	8.75%
Profit After Tax	517.44	2,332.05	1,075.68	647.07
Profit After Tax Margin	5.57%	5.65%	3.39%	2.75%
Net Debt	5,150.94	5,333.41	4,802.08	4,116.13
Debt equity ratio	0.50	0.56	0.78	0.71
Net Debt to EBITDA	4.29*	1.12	1.63	2.00
Return on Capital Employed	6.02%*	24.33%	18.27%	14.94%
Working capital days	83	73	53	61
Working Capital Turnover Ratio	1.10*	5.03	6.83	5.97
Vertical wise order intake <sup>(1)</sup>	9,437.99	43,834.83	64,841.74	34,259.03
Geography wise order intake <sup>(2)</sup>	9,437.99	43,834.83	64,841.74	34,259.03
Vertical wise order book <sup>(3)</sup>	1,02,130.66	1,01,004.74	96,192.79	59,075.87
Geography wise order book <sup>(4)</sup>	1,02,130.66	1,01,004.74	96,192.79	59,075.87

\*Not annualized

(1) Vertical wise order intake

(in ₹ million)

Vertical	For the Financial Year ended			
	June 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Power transmission and distribution	8,469.09	39,178.48	64,335.03	26,645.37
Civil construction	-	2,149.00	-	2,559.90
Poles and lighting	264.60	1,725.60	506.71	426.04
Railways	704.30	781.75	-	4,627.72
<b>Total</b>	<b>9,437.99</b>	<b>43,834.83</b>	<b>64,841.74</b>	<b>34,259.03</b>

(2) Geography wise order intake

(in ₹ million)

Geography of client	For the Financial Year ended			
	June 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
In India	1,494.42	24,659.60	17,354.01	14,307.37
Outside India	7,943.57	19,175.23	47,487.73	19,951.66
<b>Total</b>	<b>9,437.99</b>	<b>43,834.83</b>	<b>64,841.74</b>	<b>34,259.03</b>

(3) Vertical wise order book

(in ₹ million)

Vertical	As at			
	June 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Power transmission and distribution	92,512.58	90,773.09	84,158.42	40,899.02
Civil construction	7,382.87	8,421.62	9,754.61	13,181.17
Poles and lighting	648.97	733.27	929.97	1,661.40
Railways	1,586.24	1,076.76	1,349.79	3,334.28
<b>Total</b>	<b>1,02,130.66</b>	<b>1,01,004.74</b>	<b>96,192.79</b>	<b>59,075.87</b>

(4) Geography wise order book

(in ₹ million)

Vertical	As at			
	June 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
In India	36,290.82	39,331.57	33,770.10	28,615.14
Outside India	65,839.84	61,673.17	62,422.69	30,460.73
<b>Total</b>	<b>1,02,130.66</b>	<b>1,01,004.74</b>	<b>96,192.79</b>	<b>59,075.87</b>

The method of computation of the above KPIs is set out below:

KPI	Formula
Revenue Growth	Revenue Growth (%) represents year on year growth of our business operations in terms of revenue generated by us.
EBITDA	EBITDA is calculated as restated profit before exceptional items and tax plus finance costs, depreciation and amortisation expense less other income.
EBITDA Margin (%)	EBITDA Margin (%) is the percentage of EBITDA divided by revenue from operation and other operating revenue.

KPI	Formula
PAT Margin (%)	PAT Margin (%) is calculated as Restated profit (after tax) for the period / year as a % of total revenue.
Net Debt	Total debt minus cash and cash equivalents. Total debt is computed as non-current borrowings plus current borrowings.
Debt equity ratio	Total debt/total equity
Net Debt to EBITDA	Calculated as Net Debt divided by EBITDA.
Return on Capital Employed (ROCE) (%)	ROCE is calculated as EBIT as a percentage of capital employed wherein capital employed refers to sum of total equity and total debt less Intangible assets and right of use assets. EBIT is earning before interest, tax and other income.
Working capital days	Working capital days is calculated as working capital * 365 divided by total revenue. Working capital refers to current assets minus current liability.
Working Capital Turnover Ratio	Working capital turnover ratio is calculated as revenue from operation plus other operating revenue divided by working capital. Working capital refers to current assets minus current liabilities

For reconciliation of certain non-GAAP measures, see “*Other Financial Information – Reconciliation of Non-GAAP Measures*” on page 332.

For details of other performance indicators disclosed elsewhere in this Red Herring Prospectus, see “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages 196 and 340, respectively.

Subject to applicable law, our Company confirms that it shall continue to disclose all the above financial data based on the Restated Consolidated Financial Information, certain non-GAAP measures and KPIs included in this “*Basis for Offer Price*” section, on a periodic basis, at least once in a year (or for any lesser period as determined by our Board of our Company), for a duration that is at least the later of (i) one year after the date of listing of the Equity Shares on the Stock Exchanges; or (ii) till the utilization of the Net Proceeds as disclosed under “*Objects of the Offer*” section on page 100.

#### H. Description on the historic use of the certain financial data based on Restated Consolidated Financial Information, certain non-GAAP measures and KPIs 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 financial data based on Restated Consolidated Financial Information, certain non-GAAP measures and KPIs, as presented above, as a supplemental measure to review and assess our financial and operating performance. The presentation of these certain financial data based on Restated Consolidated Financial Information, certain non-GAAP measures and KPIs is not intended to be considered in isolation or as a substitute for the restated summary statement. Some of these certain financial data based on Restated Consolidated Financial Information, certain non-GAAP measures and KPIs are not defined under Ind AS and are not presented in accordance with Ind AS. These certain financial data based on Restated Consolidated Financial Information, certain non-GAAP measures and KPIs have limitations as analytical tools. Further, these certain financial data based on Restated Consolidated Financial Information, certain non-GAAP measures and 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 certain financial data based on Restated Consolidated Financial Information, certain non-GAAP measures and 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, when taken collectively with financial measures prepared in accordance with Ind AS. For further details, please see “*Risk Factors – Significant differences exist between Ind AS and other accounting principles, such as US GAAP and International Financial Reporting Standards (“IFRS”), which investors may be more familiar with and consider material to their assessment of our financial condition.*” on page 60.

#### Explanations for the certain financial data based on Restated Consolidated Financial Information

Financial parameter	Explanations
Revenue from Operations	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps assess the overall financial performance of our Company and size of our business
Revenue growth	Revenue from Operations growth provides information regarding the growth of our business for the respective period
EBITDA	EBITDA provides information regarding the operational efficiency of the business
EBITDA Margin	EBITDA Margin is an indicator of the operational profitability and financial performance of our business
Profit After Tax	Profit after tax for the period/year provides information regarding the overall profitability and financial performance of our business
Profit After Tax Margin	Profit Margin is an indicator of the overall profitability and financial performance of our business

<b>Financial parameter</b>	<b>Explanations</b>
Net Debt	Total Debt less cash and cash equivalents. Total Debt is computed as Non-Current Borrowings Plus Current Borrowings
Debt equity ratio	Debt- equity ratio is a gearing ratio which compares shareholder's equity to company debt to assess our company's amount of leverage and financial stability
Net Debt to EBITDA	Net debt to EBITDA ratio is a debt ratio that shows how many years it would take for a company to pay back its debt if net debt and EBITDA are held constant
Return on Capital Employed	Return on capital employed provides how efficiently our Company generates earnings from the capital employed in the business
Working capital days	Days working capital is a metric that measures how many days it takes our company to transform its working capital into cash flows from sales
Working Capital Turnover Ratio	Working capital turnover ratio is the ratio between the revenue from operation of a business and its working capital
Vertical wise order intake	Business-wise order taken during the specified period
Geography wise order intake	Order taken during the specified period within in India and outside India
Vertical wise order book	Unexecuted orders as at specified date
Geography wise order book	Unexecuted orders as at specified date within India and outside India

## I. Comparison with listed industry peers

While our peers listed in India (mentioned below), like us, operate in the same industry and may have similar offerings or end use applications, our business may be different in terms of differing business models, different product verticals serviced or focus areas or different geographical presence or serving certain segments or sub-segments of our customer base.

Based on our review of the audited financial statements of such Industry Peers for their last audited financial year i.e. (Financial Year ended March 31, 2024), we confirm: (a) the highest P/E ratio among the Industry Peers was ₹ 70.23, while the lowest P/E ratio was ₹ 15.72, and the average P/E ratio was ₹ 45.74; and (b) the additional details as set forth below:

### A. Brief profiles of the peers

Particulars	Transrail Lighting Limited	Kalpataru Projects International Limited	KEC International Limited	Skipper Limited	Bajel Projects Limited	Patel Engineering Limited
Profiles	<p>Incorporated in 1984, Transrail Lighting is the one of the leading Indian EPC companies with integrated manufacturing facilities for lattice structures, conductors, and monopoles.</p> <p>At present, the company operates in T&amp;D (engineering, testing, and manufacturing), substation (design and material supply), railways (earthwork, tunnelling, bridges, electrification, signaling and telecom), civil construction (bridges and tunnel) and poles &amp; lighting solutions (products and manufacturing).</p> <p>The company has a footprint in more than 50 countries in Asia, the Americas, Europe, and Africa.</p> <p>D.C. Bagde is the chairman of the company.</p>	<p>Established in 1981 by Mr. Mofatraj P Munot, KPIL undertakes turnkey contracts for setting up transmission lines and substations for extra high voltage power transmission, providing end-to-end solutions from in-house designs, testing, procurement, fabrication, erection, installation, and commissioning of power transmission lines. It has diversified into civil contracts, railways and oil &amp; gas pipeline construction</p>	<p>KEC was founded in 1945 with ~52% of the company's shareholding lying with the promoters as on fiscal 2024. It is a major player in power T&amp;D EPC with a diversified presence in over 70 countries. KEC provides integrated solutions on a turnkey basis for transmission lines up to 1,200 kV, large size substations, and underground cabling up to 220 kV. It has three manufacturing plants in India located in Maharashtra, Madhya Pradesh and Rajasthan, along with international facilities in Brazil, Dubai and Mexico.</p>	<p>Established in 1981, Skipper Ltd. has today evolved into one of the world's leading manufacturers for Transmission &amp; Distribution Structures (Towers &amp; Poles) in its Engineering Products segment</p>	<p>Bajel Projects Ltd. (BPL), incorporated in January 2022, is a wholly owned subsidiary of Bajaj Electricals Ltd (BEL). The EPC business operated under BEL is transferred to BPL as a part of a scheme of demerger announced by BEL. Post demerger, BPL is listed on stock exchanges</p>	<p>Incorporated in 1949, Patel Engineering has operations in sectors of the infrastructure industry such as dams, tunnels, micro-runnelns, hydroelectric projects, irrigation projects, highways, roads, bridges, railways, refineries to real estates and townships</p>

### B. Comparison data with the peers

Particulars	Transrail Lighting Limited			Kalpataru Projects International Limited			KEC International Limited			Skipper Limited			Bajel Projects Limited			Patel Engineering Limited		
Period	FY 2024	FY 2023	FY 2022	FY 2024	FY 2023	FY 2022	FY 2024	FY 2023	FY 2022	FY 2024	FY 2023	FY 2022	FY 2024	FY 2023	FY 2022	FY 2024	FY 2023	FY 2022
Standalone/ Consolidated	Consolidated			Consolidated			Consolidated			Consolidated			Standalone			Consolidated		
Revenue from Operation	40,765	31,522	23,500	196,260	163,610	147,770	199,140	172,820	137,420	32,820	19,800	17,070	11,690	6,640	-	45,440	42,020	33,800
Revenue growth in FY 24 from FY 23	29.32%			20.00%			15.20%			65.70%			76.20%			8.10%		

Particulars	Transrail Lighting Limited			Kalpataru Projects International Limited			KEC International Limited			Skipper Limited			Bajel Projects Limited			Patel Engineering Limited		
Revenue growth in FY 24 from FY 22 (CAGR)	31.7%			15.2%			20.4%			38.7%			NA*			15.9%		
EBITDA	4,776	2,939	2057	16290	13700	11700	12,150	8,300	9,040	3,260	1,950	1,640	30	-410	0	7,760	6,240	4,970
EBITDA Margin	11.71%	9.32%	8.75%	8.3%	8.40%	7.90%	6.1%	4.80%	6.60%	9.9%	9.90%	9.60%	0.2%	- 6.20%	0.00%	17.1%	14.90%	14.70%
Profit After Tax	2,332	1,076	647	5,160	4,350	5,350	3,470	1,760	3,320	820	360	250	40	-20	NA*	3,020	1,830	720
Profit After Tax Margin	5.7%	3.39%	2.75%	2.6%	2.70%	3.60%	1.7%	1.00%	2.40%	2.5%	1.80%	1.50%	0.4%	- 0.20%	NA*	6.6%	4.40%	2.10%
Net Debt	5,333	4,802	4,116	32,060	27,310	26,500	33,910	31,240	28,690	4,420	4,820	5,660	NA*	NA*	NA*	15,470	15,410	20,010
Debt equity ratio	0.56	0.78	0.71	0.63	0.58	0.60	0.83	0.83	0.79	0.49	0.63	0.77	NA*	NA*	NA*	0.49	0.52	0.82
Net Debt to EBITDA	1.12	1.63	2.00	2.63	2.46	2.42	2.79	3.76	3.18	1.36	2.47	3.44	NA*	NA*	NA*	1.99	2.47	4.02
Return on Capital Employed	24.33%	18.27%	14.94%	16.80%	14.60%	11.80%	23.9%	15.70%	17.90%	20.3%	13.80%	12.00%	3.73%	1.25%	NA*	15.4%	13.10%	11.30%
Working capital days	73	53	61	65	70	83	30	34	42	63	65	64	110	233	NA*	145	143	168
Working Capital Turnover Ratio	5.03	6.83	5.97	5.62	5.19	4.37	12.08	10.69	8.66	5.80	5.62	5.67	3.31	1.56	NA*	2.52	2.54	2.17
Vertical wise order intake (Refer Table 1)	43,834.83	64,841.74	34,259.03	NA*	NA*	NA*	NA*	NA*	NA*	NA*	NA*	NA*	NA*	NA*	NA*	NA*	NA*	NA*
Geography wise order intake (Refer Table 2)	43,834.83	64,841.74	34,259.03	NA*	NA*	NA*	NA*	NA*	NA*	NA*	NA*	NA*	NA*	NA*	NA*	NA*	NA*	NA*
Vertical wise order book (Refer Table 3)	1,01,004.74	96,192.79	59,075.87	NA*	NA*	NA*	NA*	NA*	NA*	NA*	NA*	NA*	NA*	NA*	NA*	NA*	NA*	NA*
Geography wise order book (Refer Table 4)	1,01,004.74	96,192.79	59,075.87	NA*	NA*	NA*	NA*	NA*	NA*	NA*	NA*	NA*	NA*	NA*	NA*	NA*	NA*	NA*

All the financial information for listed industry peer mentioned above is on a consolidated basis and is sourced from the CRISIL Report commissioned by and paid for by our Company pursuant to an engagement letter with CRISIL issued on July 10, 2023 attached herewith and initialled for identification. The above information have not been adjusted for any changes in the outstanding number of equity shares that have been issued since March 2024 and any corporate actions of any kind resulting in a change in any of the ratios as given above.

\* Data not available

(1) Vertical wise order intake

<i>Vertical</i>	<i>Financial Year ended March 31, 2024</i>	<i>Financial Year ended March 31, 2023</i>	<i>Financial Year ended March 31, 2022</i>
<i>Power Transmission and Distribution</i>	39,178.48	64,335.03	26,645.37
<i>Civil Construction</i>	2,149.00	-	2,559.90
<i>Poles and Lighting</i>	1,725.60	506.71	426.04
<i>Railways</i>	781.75	-	4,627.72
<b>Total</b>	<b>43,834.83</b>	<b>64,841.74</b>	<b>34,259.03</b>

(2) Geography wise order intake

<i>Geography of Client</i>	<i>Financial Year ended March 31, 2024</i>	<i>Financial Year ended March 31, 2023</i>	<i>Financial Year ended March 31, 2022</i>
<i>In India</i>	24,659.60	17,354.01	14,307.37
<i>Outside India</i>	19,175.23	47,487.73	19,951.66
<b>Total</b>	<b>43,834.83</b>	<b>64,841.74</b>	<b>34,259.03</b>

(3) Vertical wise order book

<i>Vertical</i>	<i>Financial Year ended March 31, 2024</i>	<i>Financial Year ended March 31, 2023</i>	<i>Financial Year ended March 31, 2022</i>
<i>Power Transmission and Distribution</i>	90,773.09	84,158.42	40,899.02
<i>Civil Construction</i>	8,421.62	9,754.61	13,181.17
<i>Poles and Lighting</i>	733.27	929.97	1,661.40
<i>Railways</i>	1,076.76	1,349.79	3,334.28
<b>Total</b>	<b>101,004.74</b>	<b>96,192.79</b>	<b>59,075.87</b>

(4) Geography wise order book

<i>Geography of Client</i>	<i>Financial Year ended March 31, 2024</i>	<i>Financial Year ended March 31, 2023</i>	<i>Financial Year ended March 31, 2022</i>
<i>In India</i>	39,331.57	33,770.10	28,615.14
<i>Outside India</i>	61,673.17	62,422.69	30,460.73
<b>Total</b>	<b>101,004.74</b>	<b>96,192.79</b>	<b>59,075.87</b>

- J.** Price per share of our Company based on primary issuances of Equity Shares or convertible securities (excluding Equity Shares issued under the ESOP Schemes and issuance of Equity Shares pursuant to a bonus issue) during the 18 months preceding the date of this Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of our Company in a single transaction or multiple transactions combined together over a span of rolling 30 days (“Primary Issuances”)

Details of primary issuances of Equity Shares or convertible securities (excluding Equity Shares issued under the ESOP Schemes and issuance of Equity Shares pursuant to a bonus issue) during the 18 months preceding the date of this Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of our Company in a single transaction or multiple transactions combined together over a span of rolling 30 days, is as follows:

Name of Shareholder	Nature of consideration (Cash/other than cash)	Date of acquisition/allotment / acquisition	Face Value (in ₹)	No. of shares acquired/allotted	Acquisition / Issue price per share (including securities premium) (in ₹)	Reason for allotment/transfer (preferential allotment/bonus etc.)	Total Cost (in ₹)	Cumulative amount paid for the Equity Shares (in ₹)	Cumulative number of Equity Shares	% of pre-offer share capital
Asiana Alternative Investment Fund Scheme: Asiana Fund I	Cash	September 28, 2023	10	1,994,302	702.00	Preferential Allotment	1,400,000,004	1,400,000,004	1,994,302	7.98
<b>Total</b>				<b>1,994,302</b>				<b>1,400,000,004</b>		

- K.** Price per share of our Company based on secondary sale or acquisition of Equity Shares or convertible securities (excluding gifts) involving any of the Promoters, members of the Promoter Group, the Promoter Selling Shareholder or Shareholders with special rights during the 18 months preceding the date of filing of the RHP, where the acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of our Company, in a single transaction or multiple transactions combined together over a span of rolling 30 days (“Secondary Transactions”)

Name of Shareholder	Nature of consideration (Cash/other than cash)	Date of acquisition/allotment / acquisition	Face Value (in ₹)*	No. of shares acquired/allotted*	Acquisition / Issue price per share (including securities premium) (in ₹)	Reason for allotment/transfer (preferential allotment/bonus etc.)	Total Cost (in ₹)	Cumulative amount paid for the Equity Shares (in ₹)	Cumulative number of Equity Shares*	% of pre-offer share capital
Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Total</b>				<b>NA</b>					<b>NA</b>	

- L.** Since there are no such transactions to report under J and K, the following are the details of price per share of our Company basis the last five primary or secondary transactions (secondary transactions where Promoters, members of the Promoter Group, the Promoter Selling Shareholder, or Shareholder(s) having the special rights are a party to the transaction), not older than three years prior to the date of this Red Herring Prospectus irrespective of the size of transactions:

Not Applicable.

- M.** The Floor Price is [●] times and the Cap Price is [●] times the weighted average cost of acquisition based on primary issuances/ secondary transactions as disclosed in paragraph J and K above, are set below:

<b>Types of transactions</b>	<b>Weighted average cost of acquisition (₹ per Equity Share)<sup>#</sup></b>	<b>Floor price (i.e. ₹ [●]*)</b>	<b>Cap price (i.e. ₹[●]*)</b>
Weighted average cost of acquisition (WACA) of Primary Issuances**	140.40	[●]* times	[●]* times
Weighted average cost of acquisition (WACA) of Secondary Transactions	N.A.	[●]* times	[●]* times

\* To be updated at Prospectus.

\*\* Adjusted pursuant to a resolution passed by our Board on February 6, 2024 and a resolution passed by the Shareholders on February 12, 2024, each equity share of face value of ₹10 each has been split into 5 Equity Shares of face value of ₹2 each. Accordingly, the issued, subscribed and paid-up capital of our Company was sub-divided from 24,792,742 equity shares of face value of ₹10 each to 123,963,710 Equity Shares of face value of ₹2 each.

# As certified by our Statutory Auditors, by way of their certificate dated December 10, 2024.

## N. Justification for Basis for Offer price

1. *The following provides a detailed explanation for the Offer Price/Cap Price being [●] times of weighted average cost of acquisition of Equity Shares that were issued by our Company or acquired or sold by our Promoters, the Promoter Group or other shareholders with special rights by way of primary and secondary transactions as disclosed above, in the last 18 months preceding the date of this Red Herring Prospectus compared to our Company's KPIs and financial ratios for the for the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022.*

[●]\*

\*To be included on finalization of Price Band.

2. *The following provides an explanation to the Cap Price being [●] times of weighted average cost of acquisition of Equity Shares that were issued by our Company or acquired by our Promoters, the Promoter Group or other shareholders with rights to nominate directors by way of primary and secondary transactions as disclosed above, in the last 18 months preceding the date of this Red Herring Prospectus in view of external factors, if any.*

[●]\*

\*To be included on finalization of Price Band.

The Offer Price of ₹[●] has been determined by our Company, in consultation with the Book Running Lead Managers, on the basis of the demand from investors for the Equity Shares through the Book Building process. Investors should read the abovementioned information along with “Risk Factors”, “Our Business” and “Summary of Restated Consolidated Financial Information” on pages 31, 196 and 69, respectively, to have a more informed view.

## STATEMENT OF SPECIAL TAX BENEFITS

To,

**The Board of Directors**  
**Transrail Lighting Limited**  
501, A, B, C, E, Fortune 2000,  
Block G, Bandra Kurla Complex,  
Bandra East, Mumbai 400051  
Maharashtra, India

**Dear Sirs/Madams,**

**Sub:** Statement of possible special tax benefit (the “Statement”) available to Transrail Lighting Limited (the “Company”), and its shareholders prepared to comply with the requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), 2018 as amended (the “SEBI ICDR Regulations) in connection with the proposed initial public offering of equity shares of face value of ₹ 2 each (the “Equity Shares”) of the Company (such offering, the “Offer”)

We, Nayan Parikh & Co., Chartered Accountants, hereby confirm that the enclosed **Annexure A**, prepared by the Company and based on certificates of Direct Tax advisor M/s Vinod Modi & Associates and Indirect Tax advisor M/s Sahaj & Associates dated November 06, 2024 and November 06, 2024 respectively and initiated by us for identification purpose (“**Statement**”) for the Offer, provides the possible special tax benefits available to the Company, and to its shareholders under direct tax and indirect tax laws presently in force in India, including the Income-tax Act, 1961 as amended by the Finance Act, 2024 i.e. applicable for the Financial Year 2024-25 relevant to the Assessment Year 2025-26 (collectively referred to as “Direct Taxation Laws”), the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, State Goods and Services Tax Act, 2017, Customs Act, 1962, the Customs Tariff Act, 1975 and Foreign Trade Policy 2023, including the amendments, rules, regulations, circulars and notifications issued thereon, as applicable. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant statutory provisions. Hence, the ability of the Company and/or its shareholders identified as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) to derive the tax benefits is dependent upon fulfilling such conditions, which based on business imperatives the Company faces in the future, the Company may or may not choose to fulfill.

This statement of possible special tax benefits is required as per Schedule VI (Part A)(9)(L) of the SEBI ICDR Regulations. While the term ‘special tax benefits’ has not been defined under the SEBI ICDR Regulations, for the purpose of this Statement, it is assumed that with respect to special tax benefits available to the Company, the same would include those benefits as enumerated in the **Annexure A**. Any benefits under the taxation laws other than those specified in **Annexure A** are considered to be general tax benefits and therefore not covered within the ambit of this Statement. Further, any benefits available under any other laws within or outside India, except for those mentioned in the **Annexure A** have not been examined and covered by this statement.

The benefits discussed in the enclosed Statement are not exhaustive. The Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the Offer.

In respect of non-residents, the tax rates and the consequent taxation shall be further subject to any benefits available under the applicable Double Taxation Avoidance Agreement, if any, between India and the country in which the non-resident has fiscal domicile.

We do not express any opinion or provide any assurance as to whether:

1. the Company or its shareholders will continue to obtain these benefits in the future; or
2. the conditions prescribed for availing of the benefits, where applicable have been/would be met with.
3. The revenue authorities/courts will concur with the views expressed herein.

We hereby consent to be named an “expert” under the Companies Act, 2013, as amended, and our name may be disclosed as an expert to any applicable legal or regulatory authority insofar as may be required, in relation to the statements contained therein. We further confirm that we are not and have not been engaged or interested in the formation or promotion or management of the Company.

The contents of the enclosed Statement are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company.

We have conducted our review in accordance with the ‘Guidance Note on Reports or Certificates for Special Purposes’ issued

by the Institute of Chartered Accountants of India (“**ICAI**”) which requires that we comply with ethical requirements of the Code of Ethics issued by the ICAI. We hereby confirm that while providing this statement we have complied with the Code of Ethics issued by the ICAI.

The contents of the enclosed statement are based on information, explanations and representations obtained from the Company and on the basis of certificates from the tax advisors.

We hereby consent to the extracts of this certificate and the Statement being used in the Red Herring Prospectus and Prospectus to be filed by the Company in connection with the Offer and Other Offer related materials with the Securities and Exchange Board of India, the concerned stock exchanges and the RoC

We hereby consent to our name and the aforementioned details being included in the Offer Documents and/or consent to the submission of this certificate as may be necessary, to any regulatory / statutory authority, stock exchanges, any other authority as may be required and/or for the records to be maintained by the BRLMs in connection with the Offer and in accordance with applicable law.

This certificate may be relied on by the BRLMs, their affiliates and legal counsels in relation to the Offer and to assist the BRLMs in conducting and documenting their investigation of the affairs of the Company in connection with the Offer. We hereby consent to this certificate being disclosed by the BRLMs, if required (i) by reason of any law, regulation, order or request of a court or by any governmental or competent regulatory authority, or (ii) in seeking to establish a defence in connection with, or to avoid, any actual, potential or threatened legal, arbitral or regulatory proceeding or investigation.

We undertake to immediately communicate, in writing, any changes to the above information/confirmations to the BRLMs and the Company until the equity shares allotted in the Offer commence trading on the relevant stock exchanges. In the absence of any such communication from us, the Company, the BRLMs and the legal advisors appointed with respect to Offer can assume that there is no change to the information/confirmations forming part of this certificate and accordingly, such information should be considered to be true and correct.

All capitalized terms used but not defined herein shall have the meaning assigned to them in the Offer Documents.

Yours faithfully,

For Nayan Parikh & Co.  
Chartered Accountants  
Firm Registration Number: 107023W

K. N. Padmanabhan  
Partner  
Membership No.: 036410  
Ref No.: NPCO/24-25/150  
Place: Mumbai  
Dated: November 06, 2024  
UDIN: 24036410BKCJSM3323

## ANNEXURE A

### **STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND THE SHAREHOLDERS OF THE COMPANY UNDER THE APPLICABLE DIRECT AND INDIRECT TAX LAWS IN INDIA**

This statement of possible special tax benefits is required as per Schedule VI (Part A)(9)(L) of the SEBI ICDR Regulations. While the term ‘*special tax benefits*’ has not been defined under the SEBI ICDR Regulations, for the purpose of this Statement, it is assumed that with respect to special tax benefits available to the Company, the same would include those benefits as enumerated in this Annexure. Any benefits under the taxation laws other than those specified in this Annexure are considered to be general tax benefits and therefore not covered within the ambit of this Statement. Further, any benefits available under any other laws within or outside India, except for those mentioned in this Annexure have not been reviewed and covered by this statement.

#### **I. Special Direct tax benefits available to the Company**

There are no possible special tax benefit to the Company under Income Tax Act, 1961 read with the relevant Income Tax Rules, 1962.

#### **II. Special Indirect tax benefits available to the Company**

Company are not availing any special tax benefit under the provisions of the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, State Goods and Services Tax Act, 2017, Customs Act, 1962, the Customs Tariff Act, 1975 and Foreign Trade Policy 2023-2028, including the amendments, rules, regulations, circulars and notifications issued thereon, as applicable, such as concessional tax rate or exemption from tax which is contingent upon fulfilment of conditions nor any other similar special tax benefits.

The shareholders of the Company are also not eligible to any special tax benefits under the provisions of the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, State Goods and Services Tax Act, 2017, Customs Act, 1962, the Customs Tariff Act, 1975 and Foreign Trade Policy 2023-2028, including the amendments, rules, regulations, circulars and notifications issued thereon, as applicable.

#### **III. Special Direct tax and Indirect tax benefits available to the material subsidiaries**

There are no Material subsidiaries.

#### **IV. Special tax benefits available to Shareholders of the Company under the Direct Taxation Laws in India**

As per section 112A of the Act, long-term capital gains arising from transfer of an equity share, or a unit of an equity-oriented fund or a unit of business trust shall be taxed at 12.50% (without indexation) of such capital gains subject to fulfilment of prescribed conditions under the Act as well as per Notification No. 60/2018/F.No.370142/9/2017-TPL dated October 01, 2018. It is worthwhile to note that tax shall be levied where such capital gains exceed INR 125,000.

As per Section 111A of the Act, short term capital gains arising from transfer of an equity share, or a unit of an equity-oriented fund or a unit of a business trust shall be taxed at 20% subject to fulfilment of prescribed conditions under the Act.

#### **Notes:**

- i. The above Statement of Tax benefits sets out the special tax benefits available to the Company, and its shareholders under the tax laws mentioned above in summary manner only and is not a complete analysis or listing of all the existing and potential tax consequences of the purchase, ownership and disposal of equity shares of the Company.
- ii. The above Statement covers only above-mentioned tax laws benefits and does not cover any general tax benefits under any other law.
- iii. This Statement is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his/her own tax advisor with respect to specific tax consequences of his/her investment in the shares of the Company.
- iv. The possible special tax benefits are subject to conditions and eligibility criteria which need to be examined for tax implications.
- v. 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.
- vi. This statement does not discuss any tax consequences under any law for the time being in force, as applicable of any country outside India. The shareholders / investors in any country outside India are advised to consult their own professional advisors regarding possible tax consequences that apply to them in any country other than India.

#### **For and on behalf of Board of Directors of Transrail Lighting Limited**

Randeep Narang  
Managing Director and Chief Executive Officer

Ajit Pratap Singh  
Chief Financial Officer

## 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 “Industry Assessment: Power, Civil Construction, Railways and Poles & Lighting” dated September 13, 2024 (the “CRISIL Report”) prepared and issued by CRISIL Limited, pursuant to an engagement letter issued in July 10, 2023. The CRISIL Report has been exclusively commissioned and paid for by us in connection with the Offer. The data included herein includes excerpts from the CRISIL Report and may have been re-ordered by us for the purposes of presentation. A copy of the CRISIL Report is available on the website of our Company at <https://transrail.in/Investors-Centre/Industry-report.aspx>*

*Unless otherwise indicated, financial, operational, industry and other related information derived from the CRISIL Report and included herein with respect to any particular year refers to such information for the relevant Fiscal. For more information, see “Risk Factors – This Red Herring Prospectus contains information from industry sources including the industry report commissioned from CRISIL exclusively for the Offer and paid for by the Company. Investors are advised not to place undue reliance on such information.” on page 59. Also see, “Certain Conventions, Presentation of Financial, Industry and Market Data and Currency of Presentation – Industry and Market Data” on page 27.*

*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. The recipient should not construe any of the contents in the CRISIL 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.*

#### Overview of India’s macroeconomy

##### *Economic indicators*

India’s gross domestic product (GDP) at constant (fiscal 2012) prices was Rs. 173.8 lakh crore (provisional estimates) for fiscal 2024 vis-à-vis the first revised estimate of Rs.160.7 lakh crore as per data released by the National Statistical Office (NSO) in May 2024. This translates into a growth of 8.2% over fiscal 2023. India has overtaken the United Kingdom’s economy in terms of size, making it the fifth biggest. In fact, India’s GDP growth is estimated to be the highest amongst the top 10 economies.

**Table 1:GDP trajectory (% change)**

At basic prices	FY19	FY20	FY21	FY22	FY 23E	FY24E	At basic prices	FY19	FY20	FY21	FY22	FY23E	FY24E
							GDP	6.5%	3.9%	-5.8%	9.7%	7.0%	8.2%
<b>Agriculture</b>	2.1%	5.5%	3.3%	3.5%	4.7%	1.4%	Private consumption	7.1%	5.2%	-6.0%	11.1%	6.8%	4.0%
<b>Industry</b>	5.3%	-1.4%	-3.3%	14.8%	9.4%	7.5%	Govt. consumption	6.7%	3.4%	3.6%	6.6%	9.0%	2.5%
<b>Manufacturing</b>	5.4%	-2.9%	-0.6%	11.1%	-2.2%	9.9%	Fixed investment	11.2%	1.6%	-10.4%	14.6%	6.6%	9.0%
<b>Mining and quarrying</b>	-0.8%	-1.5%	-8.6%	7.1%	1.9%	7.1%	Exports	11.9%	-3.4%	-9.2%	29.3%	13.4%	2.6%
<b>Services</b>	7.2%	6.3%	-7.8%	9.7%	9.1%	8.4%	Imports	8.8%	-0.8%	-13.8%	21.8%	10.6%	10.9%

*E: Estimated*

*Source: NSO, CEIC, CRISIL Consulting*

Growth slowed but stayed strong in the fourth quarter. GDP growth slowed in the previous on-year in the fourth quarter of last fiscal from 8.6% previous quarter but was higher than 6.1% in the year-ago quarter. Growth for the third quarter was also revised up to 8.6% from 8.4%. On the supply side, gross value added (GVA) growth at 6.3% was much lower than the GDP growth in the fourth quarter. A strong growth in net taxes pushed the GDP growth higher than GVA.

Fourth quarter growth was much stronger than 5.9% factored in in the second advance estimates (SAE) of the NSO in February. This prompted the NSO to revise up the fiscal 2024 GDP growth estimate to 8.2% (which is the provisional estimate), from 7.6% in the SAE. GVA growth was also revised up to 7.2% from 6.9%. Annual growth was primarily driven by fixed investments on the demand side and industry on the supply side. Nominal GDP slowed to 9.9% from 10.3% previous quarter. For fiscal 2024, it grew 9.6%, slower than 14.2% the previous year.

**Table 2: Industrial segments see strongest growth**

Particulars	Demand Side		Particulars	Supply Side	
	Q3 FY24	Q4 FY24		Q3 FY24	Q4 FY24
GDP	8.6%	7.8%	GVA	6.8%	6.3%
GFCE	-11.0%	50.0%	Manufacturing	11.5%	8.9%
PFCE	9.8%	-2.9%	Public Administration	7.5%	7.8%
GFCF	-2.0%	11.6%	Agri	0.4%	0.6%
Imports	-8.3%	-0.9%	Mining	7.5%	4.3%
Exports	-2.4%	13.9%	Financial Services+	7.0%	7.6%
			Electricity	9.0%	7.7%
			Construction	9.6%	8.7%
			THTC	6.9%	5.1%

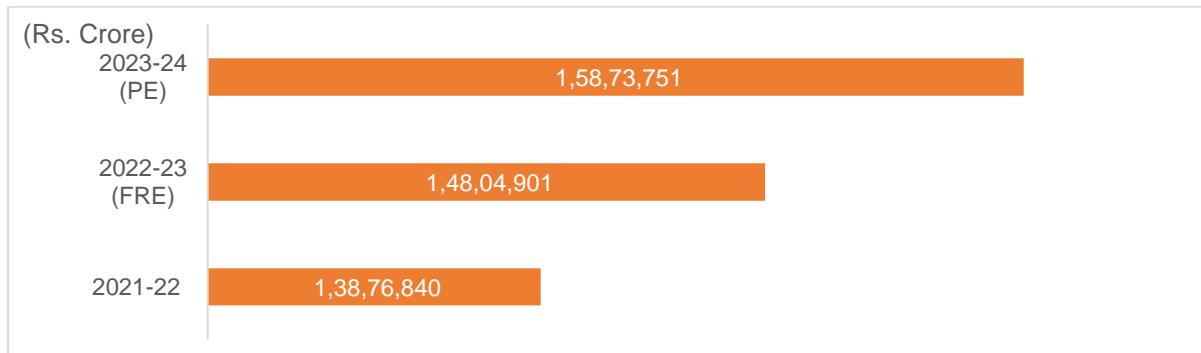
Note: GFCE: Government final consumption expenditure, PFCE: Private final consumption expenditure; GFCF: Gross fixed capital formation; GVA: Gross value added; financial services+ refers to financial, real estate and professional services; public ad+ refers to public administration, defence, and other services

Source: NSO, CEIC, CRISIL MI&A Consulting

### GVA Performance

Real GVA has grown by 7.2% in 2023-24 over 6.7% in 2022-23. This GVA growth has been mainly due to significant growth of 9.9% in Manufacturing sector in 2023-24 over -2.2% in 2022-23 and growth of 7.1% in 2023-24 over 1.9% in 2022-23 for Mining & Quarrying sector.

### Figure 1: GVA at basic prices



RE: Revised estimates; PE: Provisional estimates

Source: Ministry of Statistics and Programme Implementation, CRISIL MI&A Consulting

### Per capita power consumption

Electricity consumption per person rose to 1,331 kWh in fiscal 2023 (as per CEA's provisional data), from 1,010 kWh in fiscal 2015 at a CAGR of 3.5%, primarily led by large capacity additions coupled with strengthening of the transmission and distribution (T&D) network. Post successive on-year growth in consumption, demand declined in fiscal 2021, particularly from high-consuming industrial and commercial categories on account of weak economic activity following outbreak of the COVID-19 pandemic. In fiscal 2022, though, per capita consumption rebounded to 1,255 kWh on the back of recovery in demand, with a similar trend estimated in fiscal 2023. Similarly, the energy requirement grew at 4.4% CAGR over fiscals 2015 to 2023 i.e., from 1,069 BU to 1,512 BU.

As seen in Error! Reference source not found., despite this healthy increase, the per-capita electricity consumption remains significantly lower than other major economies. Developing countries, such as Brazil and China, have significantly higher per-capita electricity consumption than India.

Between fiscals 2024 and 2029, India's per capita electricity consumption is expected to grow at ~5-7% CAGR. Per capita consumption is expected to gradually improve in the long term as well, as power demand picks up on the back of improvement in access to electricity, in terms of quality and reliability, rising per capital income, increasing EV penetration, railway electrification, on account of intensive rural electrification, resulting in realisation of latent demand from the residential segment, increased penetration of consumer durables. However, there are few factors which could restrict the growth such as improved energy efficiency, focus on T&D loss reduction, sustainability targets and increasing share of services in GDP. Consequently, CRISIL MI&A Consulting expects per capita electricity consumption to reach 1,600-1,650 kWh by fiscal 2029.

**Figure 1: Per capita electricity consumption**



F: Forecast

Source: Central Electricity Authority of India (CEA), CRISIL MI&A Consulting

### Raising the long-term potential

Domestic economic growth hinges on revival in private consumption, lowering of banks' non-performing assets (NPAs), improvement in the investment climate and many more such factors. The GoI has taken the following steps in this regard:

- *Post-pandemic policies to revive the economy:* The Indian government has initiated several measures to revive the economy from the pandemic-induced stress, including SIDBI schemes for special liquidity support to micro, small and medium enterprises (MSMEs), state compensation schemes, increase in the threshold of default under Section 4 of the Insolvency and Bankruptcy Code, 2016 (IBC), among others. These are short-term measures, but likely to support long-term growth of the country as the economy recovers from the pandemic
- *Union Budget 2023-24:* The growth-centric and expansionary budget of fiscal 2024 focuses on giving a boost to investment in infrastructure and productive capacity, ultimately leading to rise in growth and employment. Some of the key announcements include:
  - Rs 10 lakh crore capital investment, a steep increase of 33% for the third year in a row, to enhance growth potential and for job creation, crowd-in private investments, and provide a cushion against global headwinds.
  - Investment of Rs 75,000 crore, including Rs 15,000 crore from private sources, for 100 critical transport infrastructure projects, for last- and first-mile connectivity at ports, coal, steel, fertilisers, and food grains sectors.
  - New Infrastructure Finance Secretariat established to enhance opportunities for private investment in infrastructure.
  - Continuation of 50-year interest-free loan to state governments for one more year to spur investment in infrastructure and to incentivise them for complementary policy actions.
  - Capital outlay of Rs 2.40 lakh crore has been provided for the railways.
  - Urban Infrastructure Development Fund (UIDF) will be established through use of priority sector lending shortfall, which will be managed by the National Housing Bank, and will be used by public agencies to create urban infrastructure in Tier 2 and Tier 3 cities.
- *Budget for 2024-25:* The finance minister emphasized the significant investment the Central Government has made over the years in building and improving infrastructure, which has had a strong multiplier effect on the economy. The government will maintain strong fiscal support for infrastructure over the next five years, while balancing other priorities and fiscal consolidation.
  - An allocation of ₹11,11,111 crore for capital expenditure, which is 3.4% of GDP, has been made.
  - The government will encourage states to provide similar scale support for infrastructure, aligning with their development priorities. A provision of ₹1.5 lakh crore for long-term interest-free loans has been made this year to assist states in their resource allocation.
  - Investment in infrastructure by the private sector will be promoted through viability gap funding and supportive policies and regulations. A market-based financing framework will also be introduced.
  - Phase IV of Pradhan Mantri Gram Sadak Yojana (PMGSY) will be launched to provide all-weather connectivity to 25,000 rural habitations which have become eligible in view of their population increase.

- For irrigation and flood mitigation in Bihar, the government will provide financial support for projects with an estimated cost of ₹11,500 crore through the Accelerated Irrigation Benefit Programme and other sources.
- *Improve the investment climate through the ease of doing business:* The GoI has initiated a number of measures to ease its business environment, such as Goods and Services Tax (GST) and the insolvency law, and a number of other steps such as introducing an online single-window model for providing clearances and filing compliances, establishing the Central Registration Center, removing the Foreign Investment Promotion Board for fast-tracking foreign investments, and setting up a National Investment and Infrastructure Fund. The country has adopted a carefully designed approach to reform, with an aim to improve the business regulatory environment over the course of several years and is now among the top 10 improvers. India's position in the World Bank's Ease of Doing Business (EODB) rankings improved to 63 in 2020 from 142 in 2015; thus, it has maintained its position in the top 100 for the third straight year. However, it is still far behind large Asian economies such as China and other Brazil, Russia, India, China, and South Africa (BRICS) countries. The EODB rankings of two other BRICS countries, i.e., Russia and China, have also improved impressively – to 28 and 31 in 2020 from 62 and 90 in 2015, respectively.

**Table 2: EODB rankings**

Year	Brazil	Russia	India	China	South Africa
2014	116	92	134	96	41
2015	120	62	142	90	43
2016	116	51	130	84	73
2017	123	40	130	78	74
2018	125	35	100	78	82
2019	109	31	77	46	82
2020	124	28	63	31	84

*Note: The World Bank has discontinued the Doing Business Report (Press release dated September 16, 2021)*

*Source: World Bank, CRISIL MI&A Consulting.*

Moreover, India's ranking in the Global Innovation Index improved to the 40th position in 2022 from the 81st position in 2015. That said, among its BRICS peers, India continued to lag China, but lead Russia in 2022.

**Table 3: Global Innovation Index ranking**

Year	Brazil	Russia	India	China	South Africa
2014	61	49	76	29	53
2015	70	48	81	29	60
2016	69	43	66	25	54
2017	69	45	60	22	57
2018	64	43	63	10	65
2019	66	46	52	14	63
2020	62	47	48	14	60
2021	57	45	46	12	61
2022	54	47	40	11	61
2023	49	51	40	12	59

*Source: Global Innovation Index WIPO, CRISIL MI&A Consulting*

- *Monetary policy:* In its monetary policy in April 2022, the RBI had replaced the reverse-repo rate with a new standing deposit facility (SDF) rate as the floor of the policy corridor under the liquidity adjustment facility (LAF). The marginal standing facility (MSF) rate will remain at the corridor's upper end. The central bank restored the LAF policy corridor to the pre-pandemic symmetric width of 50 bps. Thus, the SDF will move 25 bps below, and MSF will stand 25 bps above the repo rate. In its monetary policy statement dated June 08, 2023, the Monetary Policy Committee decided to keep the policy repo rate under the LAF unchanged at 6.50 per cent. The SDF rate remained unchanged at 6.25 per cent and the MSF rate and the Bank Rate at 6.75 per cent. The MPC also decided to remain focused on withdrawal of accommodation to ensure that inflation remains within the target going forward, while supporting growth.
- *Passage of key bills:* The government has passed several key bills over the past few fiscals – the Companies (Amendment) Bill, 2020, which seeks to lower the penalties and peruse the need to decriminalise some offences by making recommendations to the GoI; the Banking Regulation (Amendment) Bill, 2020, which strives to amend the act with regard to cooperative banks; and the IBC (Second Amendment) Bill, 2019, which aims at streamlining issues of troubled companies, protect corporate debtors and prevent unnecessary revocation of insolvency proceedings under the IBC.
- *Boost infrastructure:* The capital expenditure and effective capital expenditure, which are budgeted at Rs10 lakh crore and Rs 13.7 lakh crore will account for 3.3% and 4.5% of GDP, respectively. The Budget speech also enumerated the measures to be undertaken by the GoI to support the states and the private sector in boosting investments in infrastructure.
- *Thrust on manufacturing:* The government has made some progress in improving labour market efficiency through various programmes such as Skilling India and Make in India. The sector has shown strong resilience despite

lockdowns and has remained above the 50 (the mark separating expansion from contraction). However, the overall reform process remains gradual in the manufacturing sector.

- *Consumption growth:* Given the favourable demographics and rising disposable income, the growing middle-class population is expected to help recover and eventually spur consumption growth in India. However, amid the raging pandemic, keeping inflation and interest rates in check is important to support consumption.
- *Development of financial markets:* To develop the financial markets, the government has instituted steps such as Jan Dhan Yojana, a better monetary policy framework and the passage of bankruptcy code (amendment). Further, capital market regulator, the Securities and Exchange Board of India (SEBI), approved the framework for business trusts in India: real estate investment trusts (REITs) and infrastructure investment trusts (InvITs), both of which are new asset classes for investors. While REIT is an investment vehicle that allows monetisation of real estate assets, InvIT helps promoters monetise their completed infrastructure projects (having concessionaire/development agreement). In the budget, the government approved 100% FDI for insurance intermediaries and increased its FDI limit in the sector to 74% from 49%. This step, along with the emerging digital gold investment options and the platform for infra-debt financing, will help deepen Indian financial markets.
- *Digitalisation:* The government has been quick to board the technology bandwagon with its Digital India programme, which aims to speed up financial inclusion and deliver government services electronically, by increasing internet connectivity and improving online infrastructure. Digitisation and digitalisation will create an efficiency-led growth spurt over the medium term. In the 2023-24 budget, the government announced certain initiatives in the digital space, including Digital Public Infrastructure for Agriculture, National Digital Library for Children and Adolescents, fintech services, Skill India digital platform, data embassy, fiscal support for digital public infrastructure, etc.

### ***Atmanirbhar Bharat Abhiyan***

Production Linked Incentives (PLIs) in the 14 sectors for the *Atmanirbhar Bharat* vision received outstanding response, with a potential to create 60 lakh new jobs.

The five focus points of the *Atmanirbhar Bharat Abhiyan* are economy, infrastructure, system, vibrant demography, and demand. Its five phases are:

Phase I: Businesses, including MSMEs

Phase II: Poor, including migrants and farmers

Phase III: Agriculture

Phase IV: New horizons of growth

Phase V: Government reforms and enablers

Table 4: Sector-wise focus of *Atmanirbhar Bharat*

Sector	Government spend	Key schemes
Renewable energy	~Rs crore 24,000	<p>Rs 4500 crore Production Linked Incentive Scheme ‘National Programme on High Efficiency Solar PV Modules’. This was further increased by Rs 19,500 crore in the budget for fiscal 2023, taking it to Rs 24,000 crore; in Tranche I 8.7 GW and in Tranche II 39.6 GW capacity were allocated for domestic solar module manufacturing capacity under PLI.</p> <p>Phase – II of Grid Connected Rooftop Solar Programme for achieving 40 GW capacity from rooftop solar by 2022</p> <p>Public procurement (Preference for ‘Make in India’) to provide for purchase preference (linked with local content) in respect of renewable energy (RE) sector</p> <p>Implementation of Pradhan Mantri Kisan Urja Suraksha Utthan Mahabhiyan (PM KUSUM) scheme; MNRE, in November 2020, scaled up and expanded the PM KUSUM scheme to add 30.8 GW by 2022 with central financial support of Rs 34,422 crore. The scheme has been extended till March 31, 2026</p> <p>Approved Models &amp; Manufacturers of Solar Photovoltaic Modules (Requirement for Compulsory Registration) Order, 2019</p> <p>List of manufacturers and models of solar PV modules recommended under ALMM Order</p> <p>Scheme of grid connected wind-solar hybrid power projects</p> <p>Basic customs duty (BCD) of 25% on solar cells and 40% on modules, respectively, effective April 1, 2022</p>
Power distribution companies (discoms)	Nil	<p>Rs 1.35 lakh crore liquidity infusion for discoms via Power Finance Corporation/ Rural Electrification Corporation (PFC/ REC) against receivables</p> <p>Rebate for payment to be received by generation companies (gencos) to be passed on to industrial customers</p> <p>Revamped distribution sector scheme (RDSS) to help discoms improve their operational efficiencies and financial sustainability by providing result-linked financial assistance; outlay of Rs 3,03,758 crore over 5 years i.e., fiscals 2022 to 2026. The outlay includes an estimated Government Budgetary Support (GBS) of Rs 97,631 crore.</p>
Agriculture finance	Nil	<p>Rs 1 lakh crore agriculture infrastructure financing fund for the development of farm gate infrastructure for farmers</p> <p>25 lakh new Kisan Credit Cards distributed with loan disbursement of Rs 25,000 crore</p> <p>Rs 1.87 lakh crore disbursed through the PM Kisan scheme</p> <p>Rs 29,500 crore refinancing assistance provided through NABARD</p>
Agriculture procurement and sales	Rs 4,000 crore	<p>Amendment in the Essential Commodities Act for deregulation of sales of agriculture produce, including field crops, onion, and potato</p> <p>Working capital limit of Rs 6,700 crore sanctioned for procurement of food grains to state government entities</p> <p>Rs 3,500 crore allocated for the distribution of 5 kg rice/wheat and 1 kg pulses to 8 crore non-card holder migrants</p> <p>Rs 500 crore allocated under Operation Greens for facilitation of sales of horticulture produce through 50% subsidy on storage and transport</p>
Agri-allied	Rs 72,500 crore	<p>Additional allocation of Rs 40,000 crore for Mahatma Gandhi National Rural Employment Guarantee Act (MGNREGA)</p> <p>Rs 20,000 crore for fisherman over the next five years under Pradhan Mantri Matsya Sampada Yojana</p> <p>Rs 13,343 crore for eradication of foot and mouth disease in Indian livestock population</p> <p>Rs 15,000 crore for Animal Husbandry Infrastructure Development Fund (AHIDF)</p> <p>Rs 4,000 crore for enhanced cultivation of herbal and medicinal plants</p> <p>Rs 500 crore for the Indian apiculture industry</p> <p>Rs 10,000 crore for formulation of micro food enterprises</p>

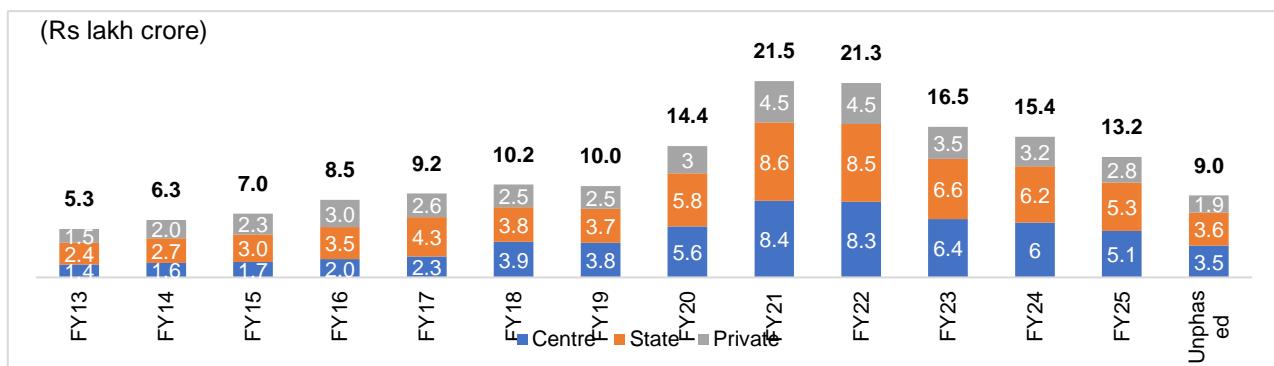
Sector	Government spend	Key schemes
Mining	Nil	<p>Expected to offer 500 mineral blocks, including 50 coal</p> <p>Promoting commercial coal mining (ordinance to remove captive end-use restriction passed in January 2020); government to expedite policy formulation and auction process</p> <p>Government to allow composite exploration/auction of coal bed methane reserves for extraction</p> <p>Rebate offered on revenue sharing quantum to incentivise early operationalisation/ higher produce</p> <p>Provision of Rs 50,000 crore for evacuation infrastructure</p>
Heavy electronics & IT hardware	Rs.7,352 Crore	<p>PLI Scheme for IT Hardware manufacturing herald a new era in laptops, tablets, all-in-one personal computers (PCs) and servers electronics manufacturing</p> <p>Extends an incentive of 4% to 2%/1% on net incremental sales (over base year of FY 2019-20) of goods under target segments that are manufactured in India to eligible companies, for a period of four years (FY2021-22 to FY 2024-25)</p> <p>Ministry of Electronics and IT approved 14 eligible applicants</p> <p>Incentives worth Rs. 7,325 Crore will be provided over four years</p> <p>Production worth Rs. 1.61 Lakh Crore and exports worth Rs. 60 thousand Crore estimated in four years.</p> <p>It will bring additional investments of Rs. 2,517 Crore and create 36,066 additional employment opportunities in four years</p>
Specialty still	Rs. 6,322 Crore	<p>Incentives worth Rs.6,322 crores to be provided over five years for manufacturing of specialty steel</p> <p>Duration of the scheme will be five years, from 2023-24 to 2027-28</p> <p>There are 3 slabs of PLI incentives, the lowest being 4 % and highest being 12% which has been provided for electrical steel (CRGO).</p> <p>Scheme to attract an additional investment of about Rs.40,000 crore</p> <p>It is expected that the specialty steel production will become 42 million tonnes by the end of 2026-27</p>
New Energy		<p>Rs 18,100 crore under PLI scheme for Advanced Chemistry Cell (ACC) Battery Storage in India launched in October to achieve 50 GWh manufacturing capacity</p> <p>Green Hydrogen Policy launched in February 2022 to facilitate production of green hydrogen/green ammonia</p> <p>PLI scheme on green hydrogen manufacturing with an initial outlay of Rs 19,744 crore with an aim to boost domestic production of green hydrogen</p>

Source: Official portal of the Government of India; various ministries, PIB press releases, CRISIL MI&A Consulting

### Overview of National Infrastructure Pipeline (NIP)

Over the period from fiscal years 2008 to 2017, India's infrastructure investment was approximately Rs. 60 lakh crore, which is equivalent to \$1.1 trillion based on the average exchange rates of those respective years. Specifically, during the 11th Five Year Plan (fiscal years 2008 to 2012), the investment in infrastructure reached Rs. 24 lakh crore, and during the subsequent 12th Five Year Plan (fiscal years 2013 to 2017), it increased to Rs. 36 lakh crore, both figures being measured at current prices.

**Figure 2: India's infrastructure investment trend since fiscal 2013**



Unphased: This means its spilling over beyond 2025. Since NIP is up to 2025, this part has been clubbed together and is not projected year wise.

Source: Report of the Task Force National Infrastructure Pipeline (NIP) - DEA, Survey calculations based on NIP data, Economic Survey 2020-21; CRISIL MI&A Consulting

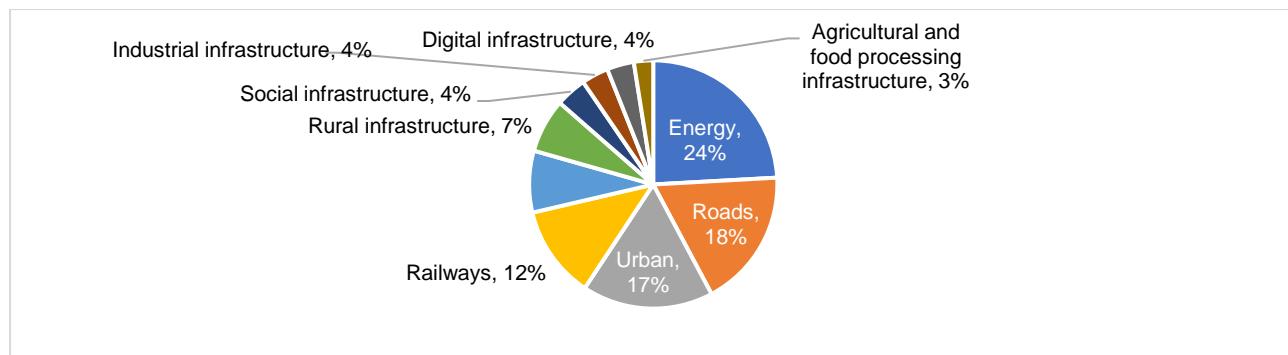
From fiscal years 2013 to 2019, approximately 85% of India's total infrastructure investment was allocated to several key sub-sectors, namely power, roads and bridges, urban development, digital infrastructure, and railways. Funding for power and roads and bridges predominantly came from both the central government and state governments, with some involvement from the private sector. On the other hand, investments in the digital sector were mainly driven by the private sector, while the irrigation sector saw a major share of investments made by the state governments.

In his Independence Day address in 2019, the Hon'ble Prime Minister emphasized a significant investment of Rs. 100 lakh crore in infrastructure projects, encompassing both social and economic aspects, to be spread out over the next five years.

To realize this ambitious goal, a Task Force was established under the approval of the finance minister to devise the National Infrastructure Pipeline (NIP) for each fiscal year, covering the period from FY 2019-20 to FY 2024-25. The Task Force, headed by the Secretary of the Department of Economic Affairs (DEA), comprises members such as the CEO of NITI Aayog, the Secretary of Expenditure, the Secretaries of the Administrative Ministries, and the Additional Secretary of Investments from DEA, along with the Joint Secretary of the Investment Promotion Fund (IPF), DEA, serving as the Member Secretary.

The estimated total capital expenditure in infrastructure sectors in India from fiscal years 2020 to 2025 is approximately Rs. 111 lakh crore.

**Figure 3: Sector-wise break-up of capital expenditure of Rs 111 lakh crore during fiscals 2020-2025**



Source: Report of the Task Force National Infrastructure Pipeline (NIP) - DEA, CRISIL MI&A Consulting

**Table 5: Sector-wise annual capital expenditure estimated in infrastructure (Rs crore)**

Ministry/Department	FY20	FY21	FY22	FY23	FY24	FY25	No phasing	FY20-FY25
Energy	233,607	441,522	442,372	468,134	497,768	466,821	139,778	2,690,003
Roads	332,559	383,283	356,966	252,780	240,761	332,659	134,815	2,033,823
Railways	133,387	262,465	308,800	273,831	221,209	167,870	0	1,367,563
Ports	13,357	18,104	20,649	15,863	7,724	10,002	35,495	121,194
Airports	18,667	21,655	24,820	21,334	25,386	5,141	26,445	143,448
Urban	298,174	462,208	404,134	234,858	217,164	159,862	142,867	1,919,267
Digital communication	78,356	61,847	54,538	38,719	38,119	38,093	0	309,672
Irrigation	114,463	200,615	175,669	137,358	115,281	70,474	80,612	894,473
Rural infrastructure	140,313	176,803	210,811	111,877	107,057	27,055	0	773,915
Agriculture and food processing infrastructure	3,570	3,895	3,626	1,923	1,176	649	153,889	168,727
Social infrastructure	56,608	78,315	85,044	55,314	46,147	25,945	46,012	393,386
Industrial infrastructure	19,070	43,066	44,845	35,129	23,021	10,520	139,306	314,957
Total	1,442,131	2,153,779	2,132,274	1,647,122	1,540,813	1,315,091	899,218	11,130,428

Source: Report of the Task Force National Infrastructure Pipeline (NIP) - DEA, CRISIL MI&A Consulting

India will spend nearly Rs 143 lakh crore on infrastructure in seven fiscals through 2030, more than twice the ~Rs 67 lakh crore spent in the previous seven starting fiscal 2017. Of the total, ~Rs 36.6 lakh crore will be green investments, marking a 5x rise compared with fiscals 2017-2023. While the lion's share will be by the government, the private sector is increasingly focusing on the energy and transportation sectors. The biggest share in green investments, of ~Rs 30.3 lakh crore, will be in renewable energy (RE), followed by Rs 6.3 lakh crore in transportation.

**Table 6: Huge investments lined up in Infrastructure**

Sector	Total investments (Rs. Lakh Crores)		Green Investments (Rs. Lakh Crores)	
	FY17-FY23E	FY24-FY30P	FY17-FY23E	FY24-FY30P
Core infra	50.4	96.8	NA	NA
Energy	15.5	39.1	6.6	30.3
Transport	0.8	7.0	0.6	6.3
Overall infrastructure	66.7	142.9	7.2	36.6

Source: CRISIL MI&A Consulting

### Energy

The energy sector comprises conventional power, RE, and petroleum and natural gas. Among these, the power sector receives the most significant portion of infrastructure investments. As India's economy develops, urbanization expands, and electricity access improves, there is a projected rapid growth in energy consumption to meet these demands. Despite this growth, India's per capita energy consumption remains comparatively low, especially when compared to other developing countries. To address this disparity, substantial investments are required in the sector to establish new energy capacities and upgrade existing ones.

The power sector is expected to witness a total capital expenditure of Rs. 1,410,428 crore during fiscal years 2020 to 2025, funded by both the central government and state governments. For the specific projects assigned to Central Public Sector Undertakings (CPSUs) and private players, the estimated expenditure of Rs. 953,895 crore can be broken down as follows: Rs. 326,811 crore for electricity generation projects, Rs. 323,034 crore for electricity distribution projects, and Rs. 304,050 crore for electricity transmission projects. The summary of projects is given below:

**Table 7: Summary of key projects under NIP in Power sector**

Category	Estimated Capex over FY20–FY25 (Rs crore)
Generation	326,811
NTPC	119,991
NHPC	44,049
THDC	10,385
SJVN	10,334
DVC	2,848
State (Hydro)	75,375
Private (Hydro)	63,829
 Distribution	 323,034
DDUGJY, IPDS, Proposed New Scheme	323,034
 Transmission	 304,050
PGCIL	65,500
DVC	549
State	190,001
Private	48,000
 States	 456,533
Total	<b>1,410,428</b>

Source: Report of the Task Force National Infrastructure Pipeline (NIP) - DEA, CRISIL MI&A Consulting

Regarding generation, the projects consist of establishing new and expanding existing super thermal power stations like Lara super thermal power station and Barh super thermal power station, along with the development of hydropower plants managed by NHPC, such as Dibang, Tawang – I&II, Teesta – IV, in addition to solar PV plants overseen by THDC.

In the domain of transmission, significant endeavors are being undertaken by Power Grid Corporation of India Ltd (PGCIL), which involve projects such as the HVDC Bipole Link connecting the western and southern regions, the interstate Green Energy Corridor Transmission Link, and the construction of substations.

Concerning the distribution segment, numerous initiatives are being implemented under the Integrated Power Development Scheme (IPDS) and Deen Dayal Upadhyaya Gram Jyoti Yojana (DDUGJY). These initiatives aim to strengthen the distribution network in both urban and rural areas, with the ultimate goal of providing uninterrupted power supply.

**Table 8: Capital expenditure estimated over FY20 to FY25 in Power sector**

Category	FY20	FY21	FY22	FY23	FY24	FY25	Total
Generation	30,056	53,819	63,789	63,474	64,982	50,690	326,811
Distribution	21,127	42,000	44,207	60,000	70,000	85,700	323,034
Transmission	54,875	53,897	50,712	51,522	51,522	41,522	304,050
States	58,081	75,834	63,027	48,491	38,732	33,090	456,533
Total	164,140	225,551	221,734	223,487	225,236	211,002	1,410,428

Source: Report of the Task Force National Infrastructure Pipeline (NIP) – DEA, CRISIL MI&A Consulting

The categories of projects included under renewable energy are solar, wind, small hydro, and bio power. The capital expenditure for these projects is estimated at Rs 929,500 crore.

**Table 9: Summary of key projects under NIP in Renewable energy sector**

Category	Target by Dec 25 (in GW)	Capex over FY20–FY25 (Rs crore)
Solar	149.70	472,000
Wind	96.99	419,300
Small hydro power	7.00	23,500
Bio power	12.04	14,700
Total	265.73	929,500

Source: Report of the Task Force National Infrastructure Pipeline (NIP) – DEA, CRISIL MI&A Consulting

**Table 10: Capital expenditure estimated over FY20 to FY25 in Renewable sector**

Category	FY20	FY21	FY22	FY23	FY24	FY25	Total
Total	30,500	151,000	144,000	170,000	217,000	217,000	929,500

Source: Report of the Task Force National Infrastructure Pipeline (NIP) – DEA, CRISIL MI&A Consulting

### Railways

Indian Railways has made substantial investments to improve safety, increase train speeds, enhance freight efficiency, upgrade passenger amenities, and ensure better connectivity. To stay competitive with other transportation modes, there is an immediate requirement to modernize and expand the railway infrastructure. Therefore, involving the private sector becomes crucial to attract additional funds and efficiency, ultimately leading to the enhancement of railway infrastructure.

**Table 11: Summary of key projects under NIP in Railways sector**

Category	No of projects	Capex over FY20–FY25 (Rs crore)
New lines/gauge conversion	259	440,072
Capacity augmentation	266	247,985
Dedicated Freight Corridor	7	166,171
Rolling stock	31	275,539
High-speed rail	2	110,647
Others	159	118,406
Total	724	1,358,820

Source: Report of the Task Force National Infrastructure Pipeline (NIP) - DEA, CRISIL MI&A Consulting

There are approximately 259 projects, accounting for around 33% of the estimated capital expenditure, focused on constructing new railway lines or gauge conversion. Another 266 projects, representing about 18% of the estimated capital expenditure, are aimed at augmenting the railway capacity. Additionally, 7 projects, making up approximately 12% of the estimated capital expenditure, are dedicated to constructing Dedicated Freight Corridors (DFC). Furthermore, 31 projects, accounting for approximately 20% of the estimated capital expenditure, are related to the production of locomotives and rolling stocks. Two projects, comprising about 8% of the estimated capital expenditure, are dedicated to the development of a high-speed network. Lastly, 159 projects, representing approximately 9% of the estimated capital expenditure, focus on coach and freight terminals, as well as maintenance sheds.

**Table 12: Capital expenditure estimated over FY20 to FY25 in Railway sector**

Category	FY20	FY21	FY22	FY23	FY24	FY25	Total
Centre	132,463	260,811	307,466	272,024	219,747	166,309	1,358,820
State	924	1,655	1,334	1,808	1,462	1,560	8,743
Total	133,387	262,465	308,800	273,831	221,209	167,870	1,367,563

Source: Report of the Task Force National Infrastructure Pipeline (NIP) - DEA, CRISIL MI&A Consulting

## India's power sector

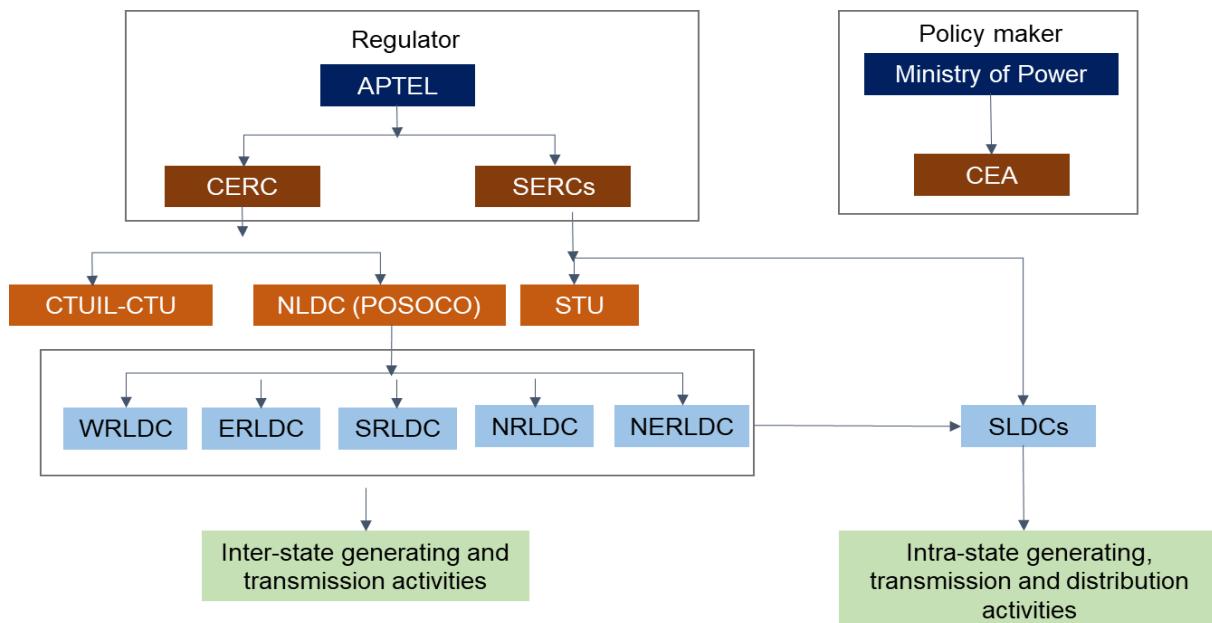
### Review of the sector

#### Evolution and structure

India's power sector is highly diversified, with sources of power generation ranging from conventional (coal, lignite, natural gas, oil, hydro and nuclear power) to viable, non-conventional sources (such as wind, solar, and biomass and municipal waste). T&D infrastructure has expanded over the years for evacuation of power from generating stations to load centres through the intra-state and inter-state transmission system (ISTS).

The 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).

**Figure 4: 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 Despatch Centre; ERLDC - Eastern Regional Load Despatch Centre; SRDLC - Southern Regional Load Despatch Centre; NLDC: National Load Despatch Centre, NRLDC - Northern Regional Load Despatch Centre; NERLDC - North-Eastern Regional Load Despatch Centre; POSOCO: Power System Operation Corporation, SLDC - State Load Despatch Centre; CTU - Central Transmission Utility; STU - State Transmission Utility  
Source: CRISIL MI&A Consulting

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.

#### Key policy and regulatory reforms in support of RE growth

The development of grid interactive renewable power has essentially taken off with the Electricity Act 2003, which mandates the SERCs to promote cogeneration and generation of electricity from renewable energy (RE) sources by providing suitable measures for connectivity with the grid and sale of electricity and fix certain minimum percentages for purchase of renewable power in the area of each distribution licensee. In June 2008, a National Action Plan on Climate Change (NAPCC) was announced, which included eight major national missions, with the one on solar energy the Jawaharlal Nehru National Solar Mission (JNNSM) being central. The JNNSM was launched in January 2010, with a target of 20 GW grid solar power. In June 2015, this target was increased to 100 GW by 2022 and a cumulative target of 175 GW of RE capacity addition by 2022 was set which included 100 GW from solar, 60 GW from wind, 10 GW from bio-power, and 5 GW from small hydropower.

Furthermore, the GoI has committed in the COP 26 summit to reduce its emission to net zero by 2070. To achieve the said target India updated its intended nationally determined contributions (NDCs) in August 2022, for the period up to 2030. India set an ambitious target of achieving 500 GW of non-fossil fuel-based capacity addition, 50% of energy needs from non-fossil fuels, reduction of emissions by 1 billion tonnes between 2021 and 2030 and emissions intensity of the GDP by 45% by 2030. This is expected to provide further impetus to the renewable energy segment.

In the past 5 years, the government has taken several initiatives to promote RE in the country:

- Permitting foreign direct investment (FDI) up to 100% under the automatic route

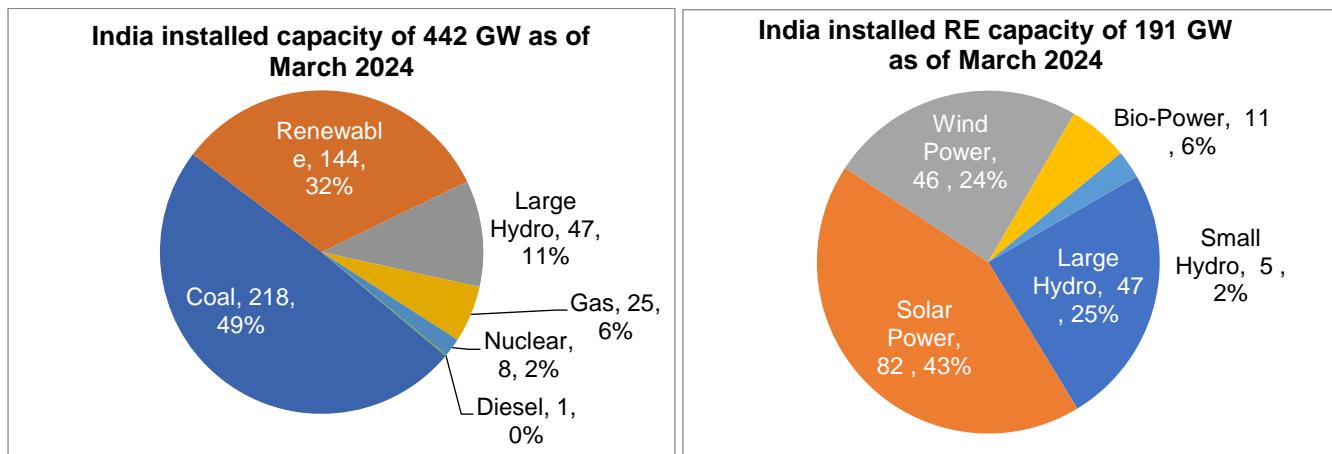
- Waiver of ISTS charges for inter-state sale of solar and wind power for projects to be commissioned by June 30, 2025
- Declaration of trajectory for renewable purchase obligation (RPO) and energy storage obligation (ESO) wherein trajectory for RPO for wind, hydro purchase obligation (HPO) and other RPOs has been laid down up to fiscal 2030
- Setting up of ultra-mega renewable energy parks to provide land and transmission to RE developers on a plug-and-play basis
- Laying of new transmission lines and creating new sub-station capacity for evacuation of renewable power under the Green Energy Corridor (GEC) Scheme
- Standard bidding guidelines for tariff based competitive bidding process for procurement of power from grid-connected solar PV and wind projects
- Late Payment Surcharge (LPS) Rules, applicable to discoms in case of delayed payments to the generating companies and transmission licensees for power purchase/ transmission of electricity
- Generation-based incentive (GBI) to the wind projects commissioned on or before March 31, 2017
- Electricity (Promoting Renewable Energy through Green Energy Open Access) Rules, 2022 in order to further accelerate the RE programme with the end goal of ensuring access to affordable, reliable, sustainable, and green energy for all
- Letter of credit (LC) or advance payment to ensure timely payment by distribution licensees to RE generators
- National Green Hydrogen Mission for the development of green hydrogen production capacity of at least 5 million tonne per annum (mtpa) with an associated RE capacity addition of about 125 GW in the country
- Issued Transmission System plan for integration of over 500 GW RE capacity by 2030 which include 8,120 ckm of high voltage direct current (HVDC) transmission corridors (+800 kV and +350 kV), 25,960 ckm of 765 kV AC lines, 15,758 ckm of 400 kV lines and 1,052 ckm of 220 kV cable at an estimated cost of Rs 2.44 lakh crore. It also includes transmission system required for evacuation of 10 GW offshore wind located in Gujarat and Tamil Nadu at an estimated cost of Rs 0.28 lakh crore.
- Issuance of bidding trajectory for renewable power bids aims to achieve a target of 280 GW solar capacity (of the 500 GW of installed capacity from non-fossil sources) by 2030. The bids for 40 GW of solar energy capacity per annum, of the total trajectory of 50 GW RE capacity are to be issued each year from fiscal 2024 through fiscal 2028.
- The viability gap funding for Battery storage proposed in the budget for fiscal 2024 with capacity of 4000 MWh. An outlay of Rs 3,500 crore is expected by the central government to support the VGF. Central government also issued guidelines to promote pump storage projects.

## **Review of power demand-supply scenario in India**

### ***Power supply mix***

The total installed generation capacity as of March 2024 was ~442 GW, of which ~98 GW of capacity was added over fiscals 2018-24. The overall installed generation capacity has grown at a CAGR of 4.3% over the same period. Coal and lignite-based installed power generation capacity has maintained its dominant position over the years and accounts for ~49% as of March 2024. However, RE installations (including large hydroelectric projects), have reached ~191 GW capacity as of March 2024, compared with 114 GW as of March 2018, constituting about 43% of total installed generation capacity. This growth has been led by solar power, which rapidly rose to ~82 GW from 22 GW over the same period.

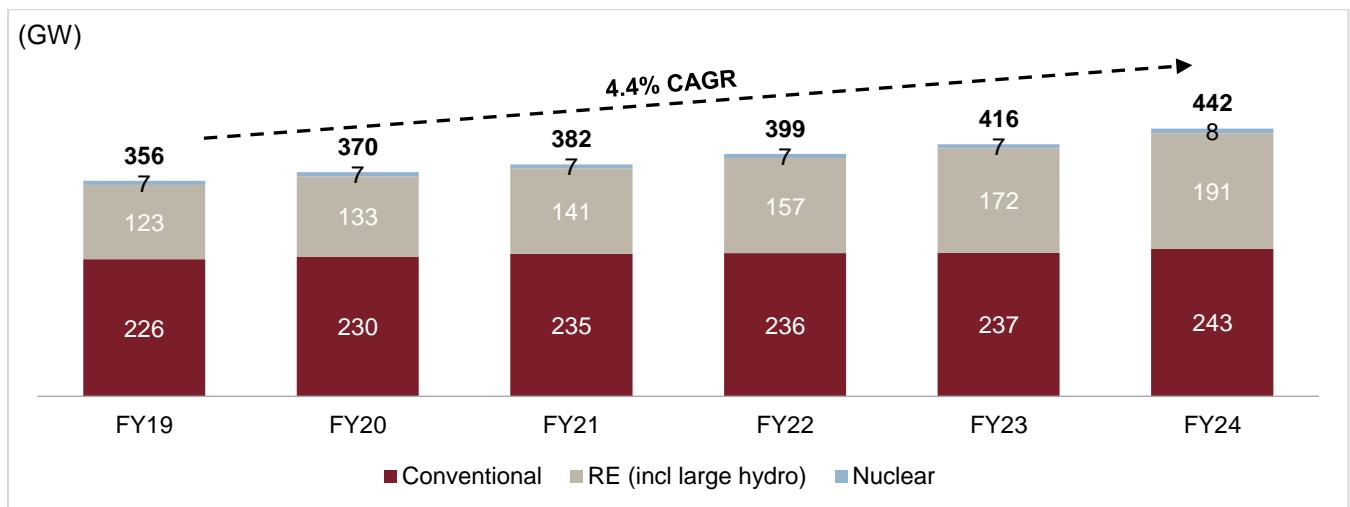
**Figure 5: Breakup of installed capacity (GW)**



Source: CEA, CRISIL M&A-Consulting

The Electricity Act, 2003 and competitive bidding for power procurement, implemented in 2006, encouraged the participation of private market participants that have announced large capacity additions. As a result of competitive bidding, capacities of ~37 GW (fiscals 2014-24) were added by the private sector, which accounted for 73.0% of the total additions. Moreover, a strong government thrust on RE and decreasing tariffs (with falling capital costs and improving efficiency) also supported RE capacity additions. Investments from marquee foreign funds have also accelerated growth into the sector. e.g. US investment firm Augment Infrastructure acquired a majority stake in CleanMax Enviro Energy Solutions Pvt. Ltd. Copenhagen Infrastructure Fund has signed agreement with Amp Energy India Private Ltd for joint equity investment of over USD 200 million (around Rs 1,500 crore) in renewables. PTT group bought stake in Avaada Energy. The Norwegian Climate Investment fund, managed by Norfund, and KLP, Norway's largest pension company, together committed equity and guarantees for a 168 MW wind power plant developed by Enel Green Power in India. Tata Power has signed up for MUFG's Sustainable Trade Finance Facility to expand its clean and green energy portfolio.

**Figure 6: Evolution of all India installed generation capacity (GW)**



Source: CEA, CRISIL M&A Consulting

In 2014, the GoI set a target to achieve 175 GW of renewable energy in India by fiscal 2022, with a focus on solar energy (100 GW) and wind energy (60 GW), in addition to other renewable energy sources such as small hydro projects, biomass projects and other renewable technologies (~15 GW).

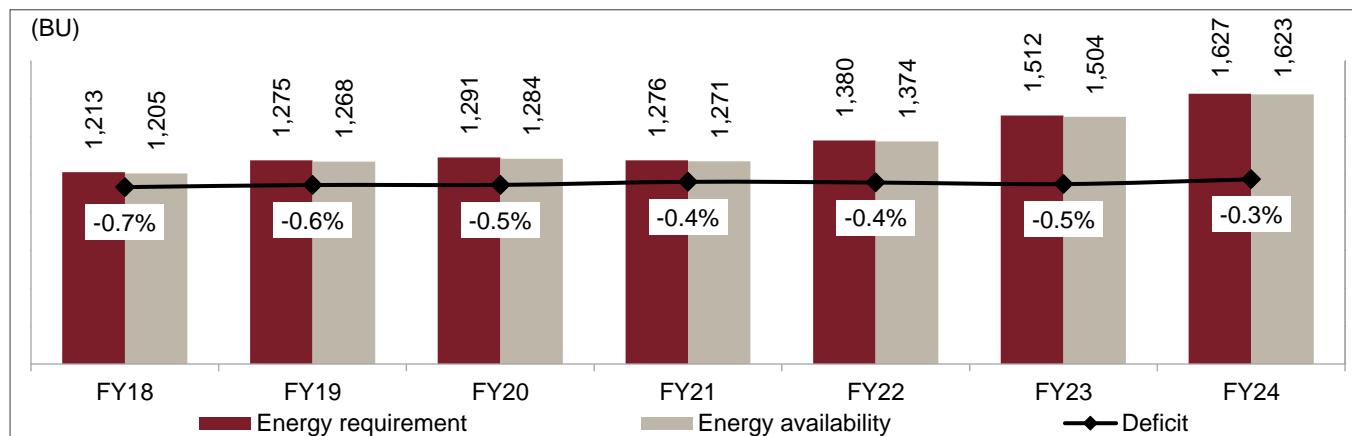
Between fiscal 2015 and 2024, ~79 GW of conventional power and ~115 GW of renewable power generation capacities were added. However, beyond fiscal 2018, only 22 GW of conventional power capacity were added (~3.6 GW of annual capacity addition) as against an average of ~15 GW of annual capacity addition witnessed over the past five years (fiscal 2014-2018). Over the same period, ~76 GW of RE capacity was added with an annual average capacity addition of 12.7 GW.

Additions in both wind and solar power were driven by strong government focus, which is evident from fiscal and regulatory incentives, VGF, and execution support in terms of land and evacuation infrastructure. Improved availability of low-cost finance through various instruments/sources would also support RE capacity additions. In solar power, in particular, further decreases in capital costs and consequently, tariffs, have driven the capacity additions.

## Review of power demand-supply gap

India's electricity requirement has risen at a CAGR of ~5.0% between fiscals 2018 and 2024, while power availability rose at ~5.1% CAGR on the back of strong capacity additions, both in the generation and transmission segments. As a result, the energy deficit declined to 0.5% in fiscal 2023 and further reduced to 0.3% in fiscal 2024 from 0.7% in fiscal 2018. Also, strengthening of inter-regional power transmission capacity over the past five years has further supported the fall in deficit levels as it reduced supply constraints on account of congestion and lower transmission corridor availability.

**Figure 7: Aggregate power demand supply (in billion units, or BUs)**

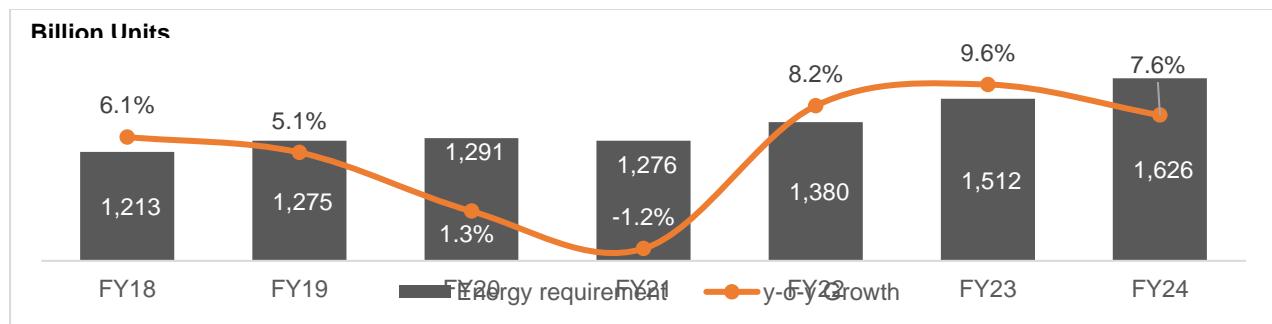


Source: CEA, CRISIL MI&A Consulting

In fiscals 2018 and 2019, power demand grew at 6% and 5% on-year, respectively, led by a low base and gradual pickup in consumption across categories, with impetus from electrification of un-electrified households, T&D network expansions, and healthy economic activity. However, in fiscal 2020, power demand grew at a slower 1.3% due to weakening economic activity and extended monsoon. By the end of the fiscal, economic activity and capacity additions (both generation and transmission) slowed further due to the pandemic.

After a minor (1.2%) decline in fiscal 2021, power demand saw a strong rebound in fiscal 2022, registering a ~8% on-year growth on the back of healthy revival in economic activity, and as demand picked up with the lifting of COVID-19 restrictions. Further, the same momentum continued in fiscal 2023 and 2024. Fiscal 2023 registered the highest y-o-y growth of 9.6% due to rising manufacturing activities, increase in domestic consumption, rising temperatures, delayed monsoons.

**Figure 8: Trend in energy requirement**

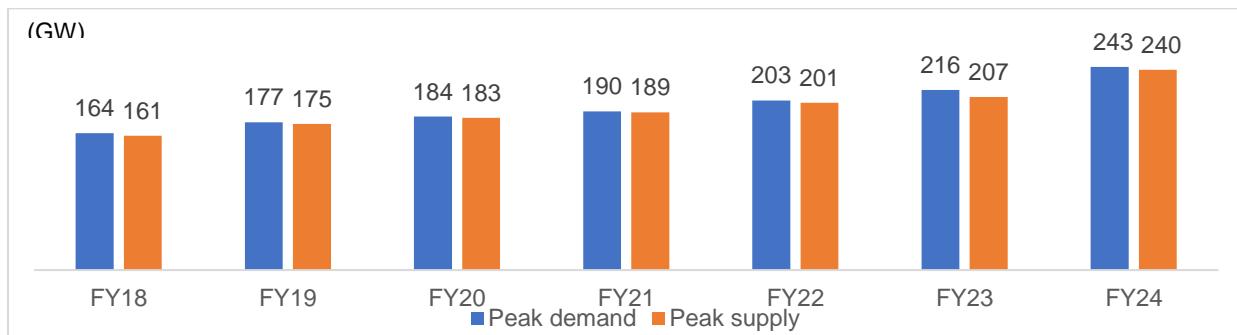


Source: CEA, CRISIL MI&A Consulting

Peak electricity demand in India has grown from 164 GW in fiscal 2018 to 243 GW in fiscal 2024 clocking an average growth rate of 6.8% in the past six years. Prior to the pandemic, electricity demand in India usually peaked in August-September, mostly covering the monsoon season. This spike in peak demand was primarily due to an increase in domestic and commercial load, mainly space cooling load due to high humidity conditions. However, during post pandemic years, annual peak demand occurred in the summer season (April-July), due to extreme heatwave conditions.

Peak demand touched record high levels of 243 GW in fiscal 2024 during September, attributed to an increase in cooling demand as intense summers scorched several regions of the country. During fiscal 2023, the generation has struggled to keep up with the rise in demand, resulting in an increase in peak deficit to 4.2% as compared with 1.2% for the same period in fiscal 2022. However, during fiscal 2024, the peak deficit reduced to 1.4% with a deficit of only 3 GW with jump in supply.

**Figure 9: Peak power demand and supply**

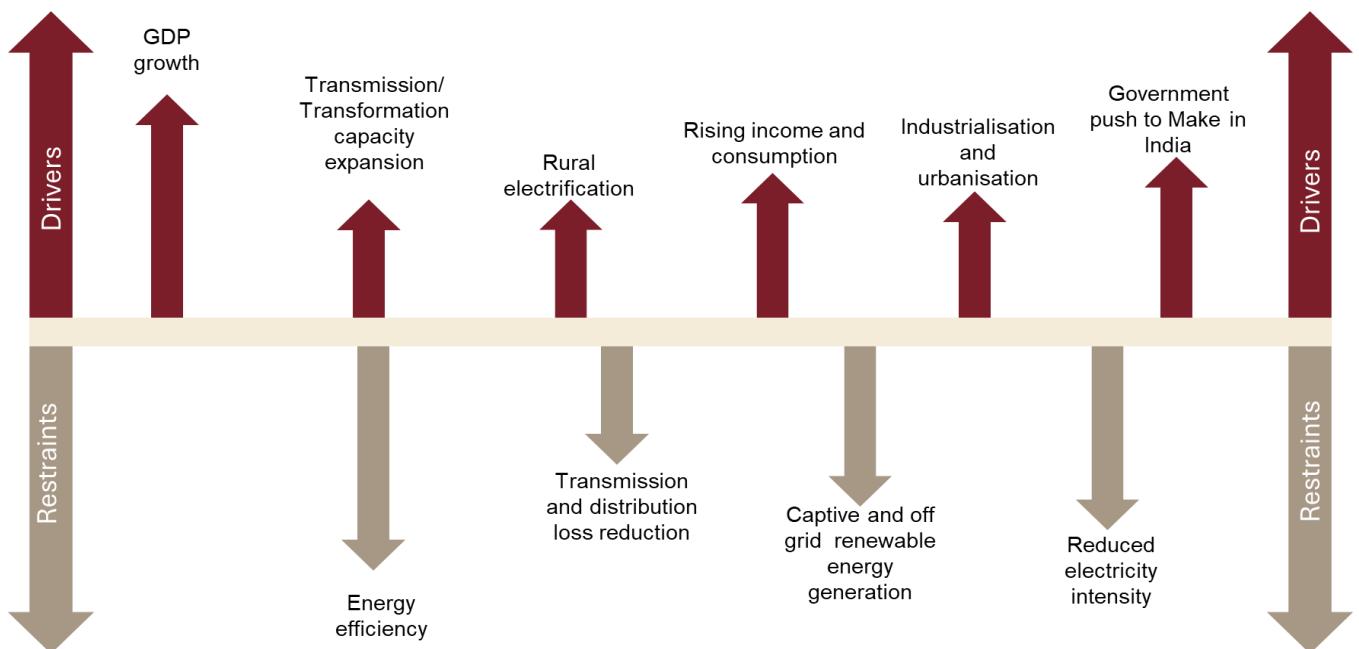


### Demand-supply outlook

#### Long-term drivers and constraints for demand growth

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 5.8% over the past decade. 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 (SAUBHAGYYA) 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.

**Figure 10: Factors influencing power demand**



Source: CRISIL MI&A-Consulting

**Apart from macroeconomic factors, power demand would be further fueled 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.

Railway electrification and metro rail projects to drive a majority of incremental power demand

To become a net zero emitter by 2030, the government aims to achieve 100% electrification of Indian Railways by December 2023. However, given delayed electrification works due to pandemic-induced lockdowns, coupled with the sluggish pace of electrification, 100% electrification is expected to be achieved by fiscal 2025 and lead to incremental power demand of around 23 BU's on average every year between fiscal 2025 to 2029. The power sector is poised to witness most of the incremental demand from railway electrification; however, lower energy consumption for electrification per km due to energy efficiency improvements will partially offset the demand.

Metro rail has seen substantial growth in India in recent years, and the rate of growth is set to double or triple in the coming years with multiple cities seeking metro rail services to meet daily mobility requirements. Around 712 km of metro rail is under construction and 1,878 km is proposed to be added. These developments are expected to add incremental power demand of 5-6 BUS every year on average between fiscal 2025 to 2029. Currently, metro rail projects constitute a marginal share of total incremental demand, but the share is expected to increase due to a large quantum of upcoming metro projects.

Further, EV charging requirements are likely to boost power demand over the medium term, with a gradual increase in the share of EVs in the vehicle population. CRISIL MI&A-Consulting projects that adoption of EVs will boost power demand by 12-13 BUS annually on average over fiscals 2025 to 2029.

Declining T&D losses, an increase in off-grid/rooftop projects and open access transactions to drive power demand downward

T&D losses have been declining, and the reduction in losses is expected to continue further aided by a slew of government measures, primarily the Revamped Distribution Sector Scheme (RDSS). RDSS is a reform-based and result-linked scheme for improving the quality and reliability of power supply to consumers through a financially sustainable and operationally efficient distribution sector. Power demand is expected to be reduced by 20-25 BUS on average every year between fiscal 2025 to 2029 owing to lower T&D losses.

Further, with a boost to rooftop solar and the declining cost of renewable energy generation, the decentralized distributed generation is expected to increase, reducing power demand from the grid. By fiscal 2029, 32-33 GW of rooftop capacities are expected to come onstream, resulting in a reduction of 2-3% in base demand.

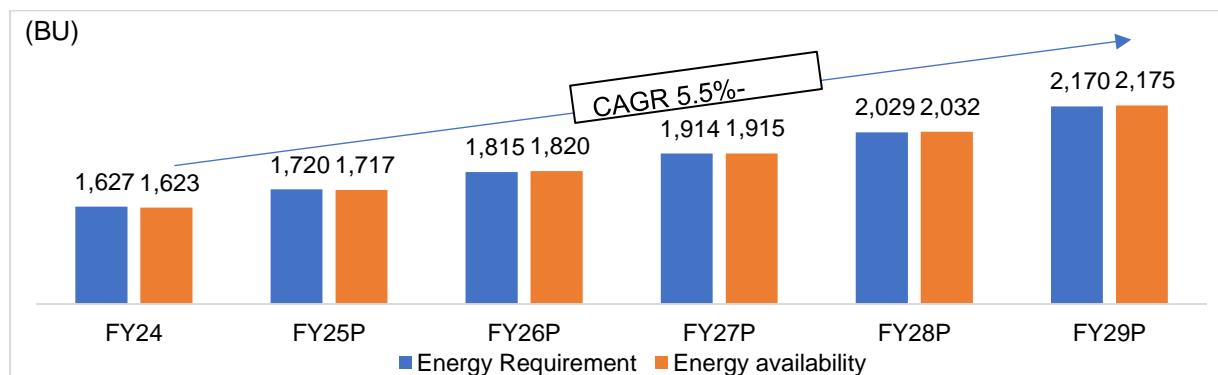
Captive consumption has been on a rising trajectory since fiscal 2013. The top four industries namely iron and steel, sugar, aluminum, and steel account for 65% of the total captive consumption. Captive consumption is expected to maintain its growing trajectory going forward driven by increasing production in the mentioned industries. These industries are expected to add ~3-4 GW of captive capacity over the next five years, adding on average 290-300 BUS of demand over the period which may lead to a reduction in demand from the grid.

With higher tariffs and increasing operating expenses, commercial and industrial (C&I) consumers are opting for renewable energy through rooftop or open access to optimize the production costs. Thus, this segment opens up an avenue for more and more RE installations and provides an opportunity for RE players to expand their market.

#### ***Energy demand-supply forecast, fiscals 2025 to 2029***

Power demand maintained a strong growth momentum in fiscal 2023 logging a double-digit growth of ~10% albeit a moderate base of fiscal 2022 due to extreme seasonal vagaries, sustained buoyancy in economic activities along with robust industries activities accelerated power demand. GDP is expected to grow at 7.3% in fiscal 2024 supporting power demand despite a higher base of 7.2% in fiscal 2023. Despite the high base of preceding three years, CRISIL MI&A-Consulting expects power demand to grow by 5.5-6.0% in the next five years which will be supported by infrastructure-linked capex, strong economic fundamentals along with expansion of the power footprint via strengthening of T&D infrastructure, coupled with major reforms initiated by the GoI for improving the overall health of the power sector, particularly that of state distribution utilities, are expected to improve the quality of power supply, thereby propelling power demand.

**Figure 11: Energy demand outlook (fiscals 2024-29)**

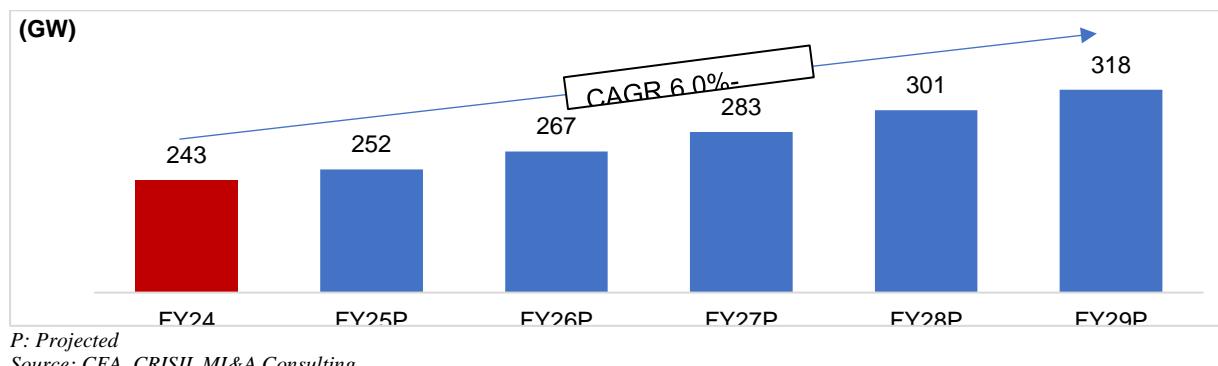


#### ***Peak demand outlook***

Peak electricity demand in India has grown from 184 GW in fiscal 2020 to 243 GW in fiscal 2024 clocking an average growth rate of 7.3% in the past five years.

Peak demand is expected to grow at annual average 5-6% over fiscal 2024-29 to reach nearly 318 GW by fiscal 2029 with expected persistent high temperatures, rising urbanization, economic growth and infrastructure push leading to higher power consumption.

**Figure 12: Peak demand outlook (fiscals 2024-29)**



#### **Expected capacity installation by fiscal 2029**

**India's installed generation capacity, which stood at 356 GW at the end of fiscal 2019 has reached to ~442 GW in fiscal 2024** (as of March 2024) on the back of healthy renewable capacity additions (including solar, wind, hybrid, and other renewable sources) even as additions in coal and other fuels have declined. In fiscal 2024, renewables (excl. large hydro) accounted for ~33% of the installed capacity, up from ~22% in fiscal 2019, whereas coal-based capacity tapered to ~49% over the same period.

Capacity additions in the conventional power generation segment of about 32-35 GW are expected over fiscals 2025 to 2029 driven by higher than decadal average power demand. Fresh project announcements are limited as players are opting for the inorganic route for expansion given the availability of assets at reasonable valuations. In fact, 4.8 GW of stressed power assets awaiting debt resolution. However, the need for generation capacity equipped for flexible operations to ramp up-down quickly is critical to meet peak demand as generation from renewable capacities is infirm in nature. CRISIL MI&A-Consulting expects 24-25 GW of coal-based power to be commissioned over fiscals 2025-29. Coal capacity additions are expected to be driven entirely by central and state sectors, as major private gencos continue to focus on adding RE capacity.

Nuclear power capacity additions of 5-6 GW are expected during the period as ongoing projects at Kakrapara, Kalpakkam, and Rajasthan is nearing completion. As of January 2024, Unit 1 of KAPP has been commissioned with Unit 2 expected by end of fiscal 2024.

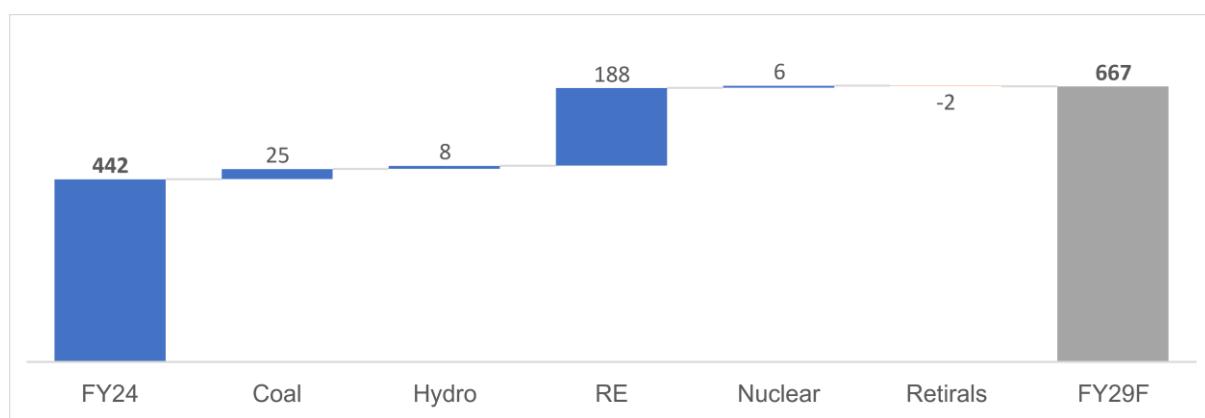
CRISIL MI&A-Consulting expects 15-16 GW of hydro power installations including 7-8 GW pumped hydro storage projects (PSP) capacity additions over fiscals 2025-2029.

Old and inefficient coal plants to the tune of 14-15 GW (mainly state-owned) were to be retired. However, as per CEA notification issued on January 20, 2023, power utilities have been advised to not retire any thermal units until 2030 and carry out renovation and maintenance (R&M) for life extension and improve the flexibility and reliability of thermal units.

By fiscal 2029, RE capacity (excl. large hydro) of over 320 GW is expected driven by various government initiatives, favourable policies, competitive tariffs, innovative tenders, development of solar parks and green energy corridors, etc. RE capacity is estimated to account for about 50% of the installed capacity of 660-670 GW by fiscal 2029.

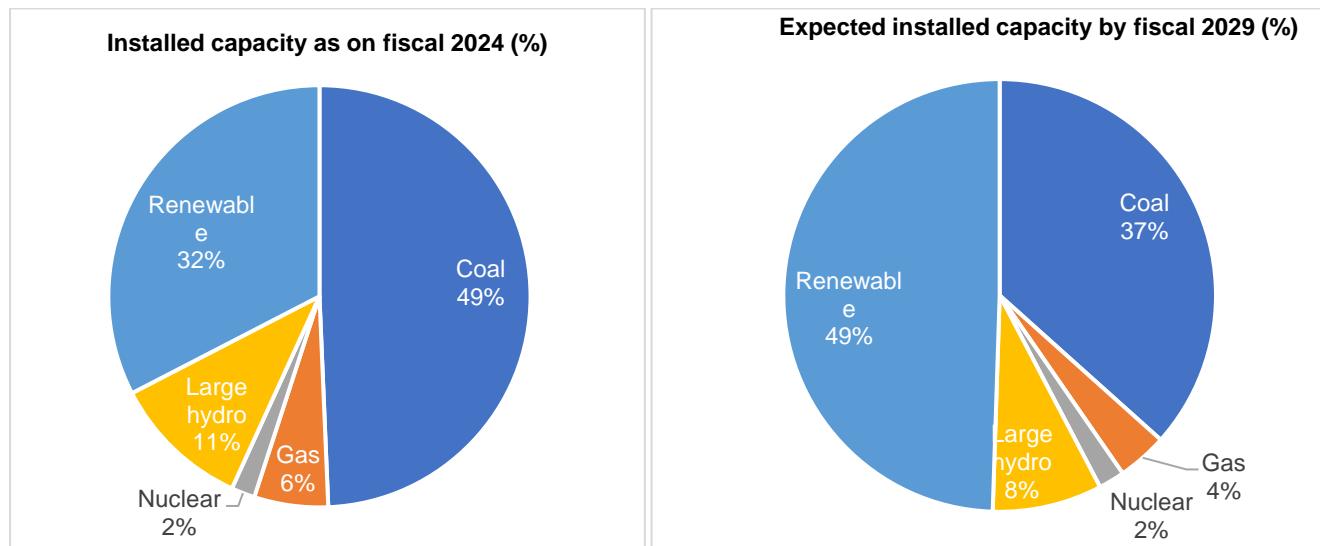
Battery energy storage system (BESS) capacity additions, aimed at storing renewable energy during off-peak hours of power demand to support peak supply, are expected to commission starting fiscal 2025, with 23-24 GW of BESS capacity likely to be added through fiscal 2029.

**Figure 13: All India installed estimated capacity addition by fiscal 2029 (in GW)**



The expected installation pipeline would increase the share of renewable capacity (including large hydro) from 43% in fiscal 2024 to ~57% in fiscal 2029. The share of coal would reduce to 37% from 49% over the same period.

**Figure 14: Existing and expected share of various sources of technology in installed capacity**

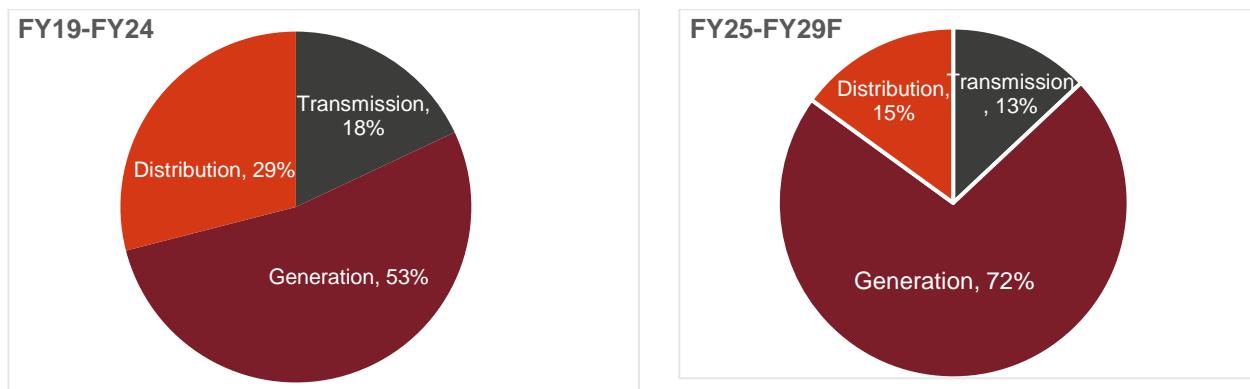


Source: CEA, CRISIL MI&A Consulting

#### *Investments in generation, transmission, and distribution infrastructure*

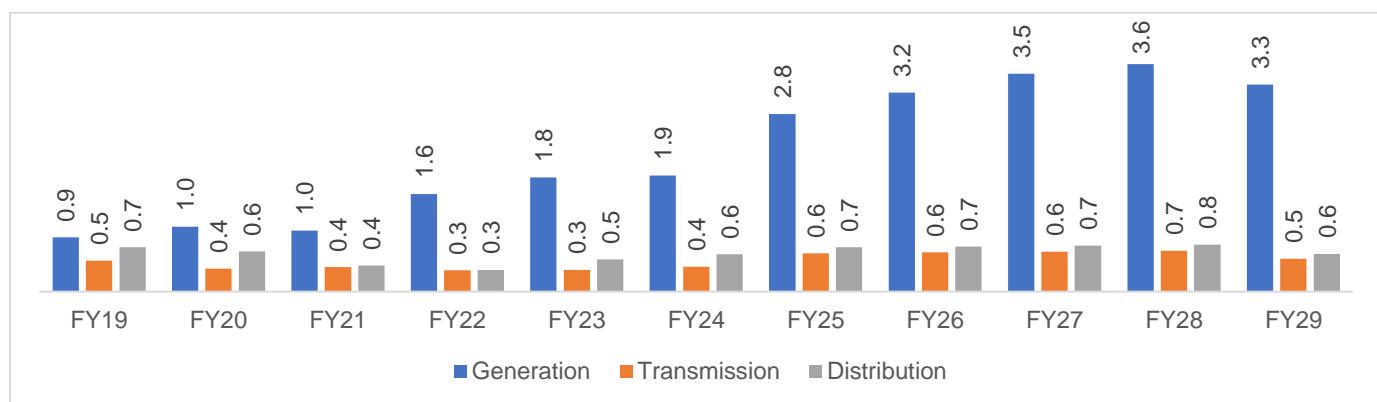
The total investments in the power sector between fiscal 2019-24 was about Rs. 13.6 trillion. CRISIL MI&A-Consulting expects investments of Rs 23-24 trillion in the power sector over fiscal 2025-29. Generation segment to drive investments with capacity additions with robust growth in RE installations followed by distribution investments led by the RDSS scheme.

**Figure 15: Segment-wise break-up of total investments-dominance of the generation segment**



Source: CRISIL MI&A-Consulting

**Figure 16: Year wise break up of investments (Rs. Trillion)**



*The numbers do not include private sector investments in T&D sector*

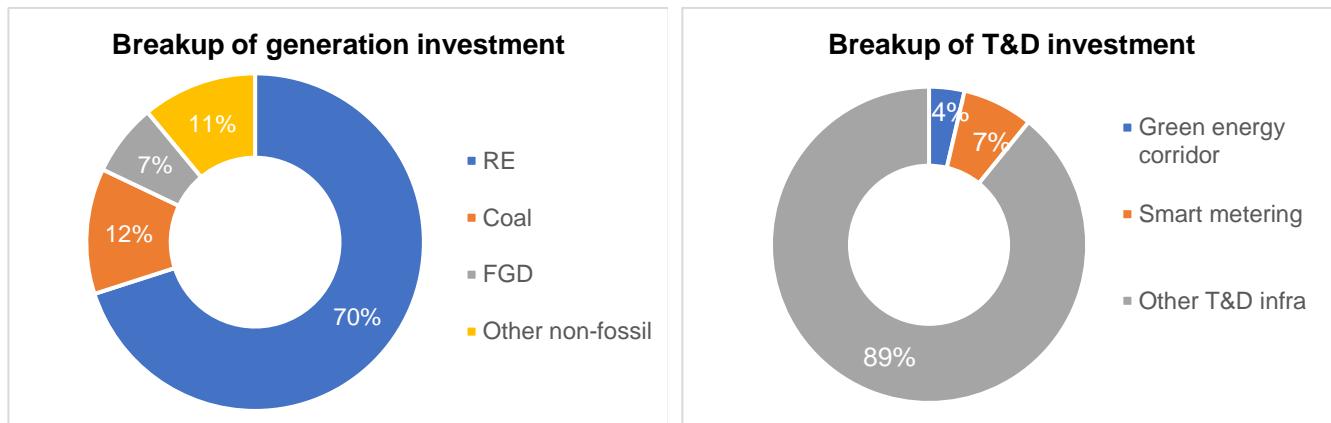
Source: CRISIL MI&A Consulting

Investments in the generation segment are expected to double from Rs ~7.8 trillion to ~Rs 16.5-17.5 trillion over fiscal 2025-29. Capacity addition from RE sources is expected to be 215-225 GW over fiscals 2025 to 2029, and 23-24 GW from coal-based plants sources over the same period. Investments in RE capacity, which are expected to double over the next five years, in line with capacity additions, will constitute over 70% of overall generation investments.

To achieve the RE generation target, strong transmission infrastructure is needed so as to integrate large scale RE capacities into the grid. This is expected to lead to transmission investments of Rs 2.5-3.5 trillion between fiscals 2025-2029 from ~Rs 2.6 trillion between fiscals 2019-2024 led by upcoming ISTS projects.

The distribution segment is expected to attract investments worth Rs 3-4 trillion over fiscals 2025 to 2029 vis-à-vis ~Rs 3.3 trillion between fiscal 2019-2024 led by the government's thrust on the RDSS scheme entailing an outlay of Rs 3.04 trillion for state discoms, to be allocated till fiscal 2026. 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.

**Figure 17: Breakup of investments (FY25F-FY29F)**



Source: CRISIL M&A-Consulting

## Overview of power transmission segment

### *Overview and structure – India*

The transmission segment plays a key role in transmitting power continuously to various distribution entities across the country. The transmission sector needs concomitant capacity addition, in line with generation capacity addition, to enable seamless flow of power.

A transmission and distribution (T&D) system comprises transmission lines, substations, switching stations, transformers, and distribution lines. To ensure reliable supply of power and optimal utilisation of generating capacity, a T&D system is organised in a grid which interconnects various generating stations and load centres. This is done to ensure uninterrupted power supply to a load centre, even if there is a failure at the local generating station or a maintenance shutdown. In addition, power can be transmitted through an alternative route if a particular section of the transmission line is unavailable.

In India, the T&D system is a three-tier structure comprising distribution networks, state grids, and regional grids. The distribution networks and state grids are owned and operated by the respective state transmission utilities or state governments (through state electricity departments). Most inter-state and inter-regional transmission links are owned and operated by the PGCIL which facilitates the transfer of power from a surplus region to one with deficit.

The T&D system in India operates at several voltage levels:

- Extra high voltage (EHV): 765 kV, 400 kV and 220 kV
- High voltage: 132 kV and 66 kV
- Medium voltage: 33 kV, 11 kV, 6.6 kV and 3.3 kV
- Low voltage: 1.1 kV, 220 volts and below

Transmission and sub-transmission systems supply power to the distribution system, which, in turn, supply power to end consumers. To facilitate the transfer of power between neighbouring states, state grids are inter-connected through high-voltage transmission links to form a regional grid. There are five regional grids:

- Northern region: Delhi, Haryana, Himachal Pradesh, Jammu and Kashmir, Punjab, Rajasthan, Uttarakhand, and Uttar Pradesh
- Eastern region: Bihar, Jharkhand, Orissa, Sikkim, and West Bengal
- Western region: Dadra and Nagar Haveli, Daman and Diu, Chhattisgarh, Goa, Gujarat, Madhya Pradesh, and Maharashtra
- Southern region: Andhra Pradesh, Karnataka, Kerala, Puducherry, and Tamil Nadu
- North-eastern region: Arunachal Pradesh, Assam, Manipur, Meghalaya, Mizoram, Nagaland, and Tripura

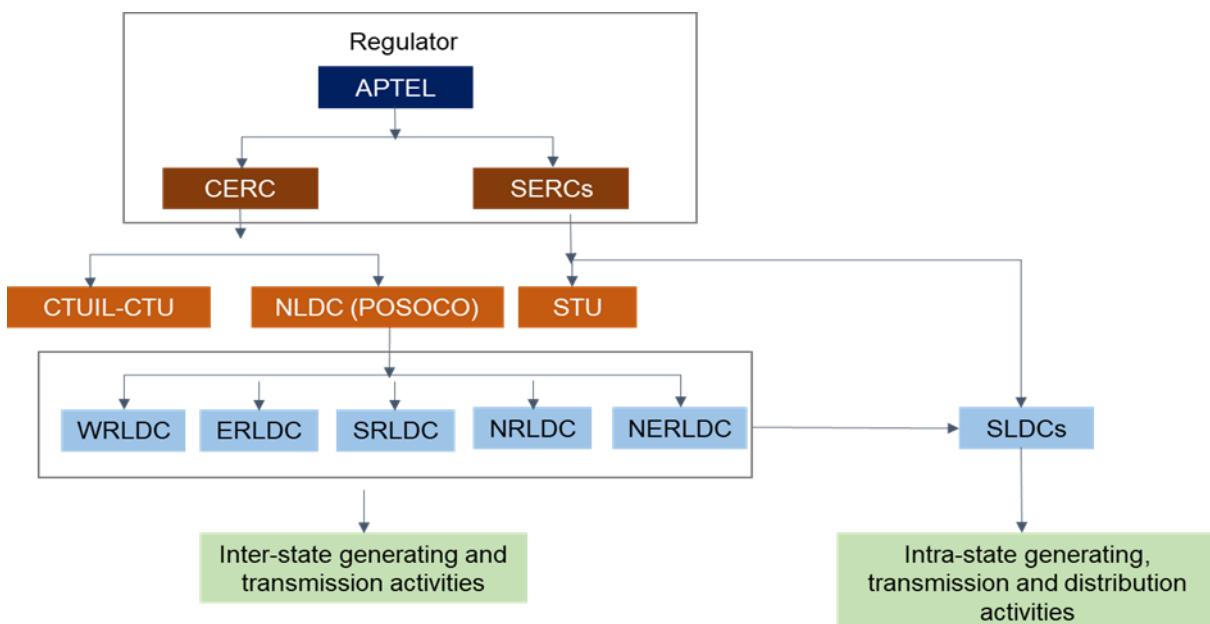
As peak demand for power does not take place at the same time in all states, it results in a surplus in one state and deficit in another. Regional or inter-state grids facilitate the transfer of power from a surplus region to the one facing a deficit. Additionally, they also facilitate the optimal scheduling of maintenance outages and better coordination between power plants.

#### **Regulatory overview**

Power transmission regulations in India are governed by various regulatory bodies and frameworks that ensure the efficient and reliable transmission of electricity across the country. The key regulatory and legislative aspects related to power transmission in India include:

**Electricity Act, 2003:** The Electricity Act, 2003, is the primary legislation governing the power sector in India. It provides the legal framework for generation, transmission, distribution, and trading of electricity.

**Figure 18: Transmission sector regulatory framework**



*Source: Industry, CRISIL MI&A Consulting*

**Central Electricity Regulatory Commission (CERC):** The CERC is the central regulatory authority in India responsible for regulating the power sector, including transmission. It sets tariffs, regulates inter-state electricity transmission, and ensures fair competition in the sector. CERC also oversees the development of the National Grid and interstate transmission.

**State Electricity Regulatory Commissions (SERCs):** Each Indian state has its own State Electricity Regulatory Commission, which is responsible for regulating power generation, distribution, and transmission within the state. These commissions set tariffs for intrastate transmission and ensure compliance with relevant regulations.

**CTU (Central Transmission Utility):** CTU is a central-level organization responsible for operating and managing the national or inter-state transmission system. CTUIL operates as the CTU in India

**Grid Controller of India Limited (GRID-INDIA):** The new name of Power System Operation Corporation Limited (POSOCO) is Grid Controller of India Limited (Grid-India) since 09th November 2022. It is responsible to monitor and ensure round the clock integrated operation of Indian Power System. It consists of 5 Regional Load Despatch Centres (RLDCs) and the National Load Despatch Centre (NLDC).

**PGCIL (Power Grid Corporation of India Limited):** PGCIL is a Maharatna public sector undertaking in India. It is responsible for the planning, development, and maintenance of the country's high-voltage transmission systems.

**STU (State Transmission Utility):** STUs are state-level organizations responsible for the planning, development, maintenance, and operation of intra-state transmission systems. They ensure the efficient and reliable transmission of electricity within their respective states.

**SLDC (State Load Despatch Centre):** It is the nerve centre for State Power System operating. Principal activities include operating State power system in most economical way by economic load despatching, merit order operation.

**Tariff Regulations:** CERC and SERCs regularly review and set tariffs for transmission services, which include charges for using the transmission network. These tariffs are based on various factors, including capital costs, operational expenses, and return on equity for transmission companies.

**Open Access Regulations:** The Electricity Act, 2003, promotes open access in the transmission system, allowing consumers to choose their source of power supply and utilize the transmission network efficiently. Regulations related to open access vary by state.

**Grid Standards:** The Central Electricity Authority (CEA) is responsible for setting and enforcing grid standards and codes to ensure the reliability and safety of the power transmission network.

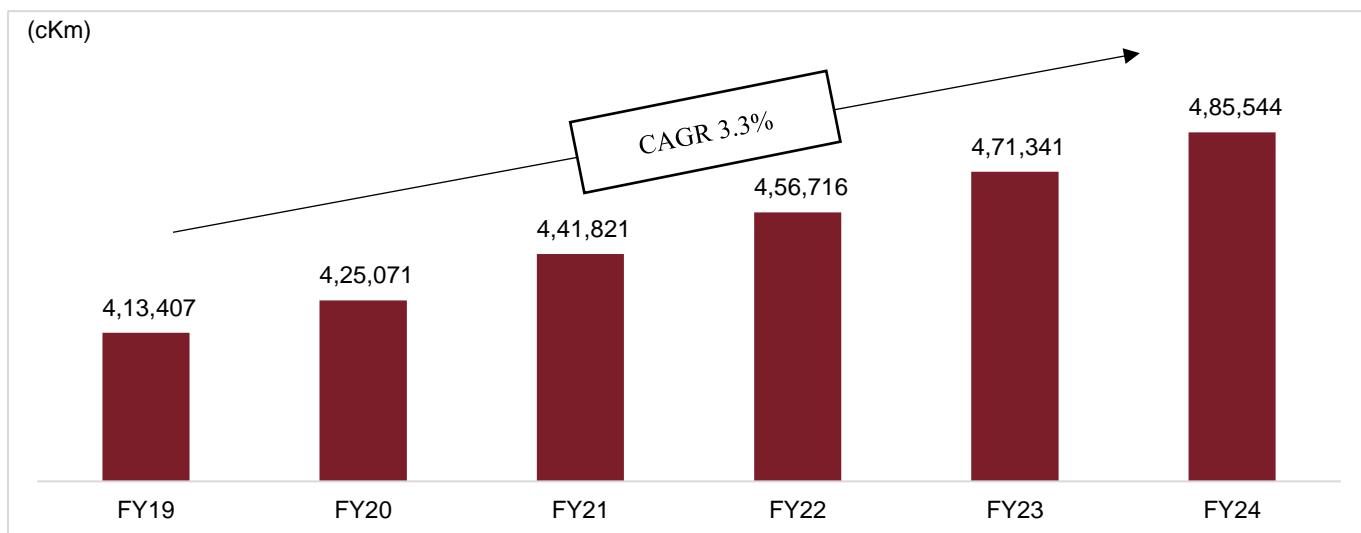
**Cross-Border Transmission:** India also has cross-border electricity transmission interconnections with neighbouring countries like Nepal, Bhutan, and Bangladesh. These interconnections are governed by bilateral agreements and specific regulatory frameworks.

## Transmission Infrastructure Growth

### Market Review

Robust generation capacity addition over the years and government's focus on 100% rural electrification through last mile connectivity has led to extensive expansion of the T&D system across the country. The total length of domestic transmission lines rose from 413,407 circuit kilometres (ckm) in fiscal 2019 to 485,544 ckm in fiscal 2024.

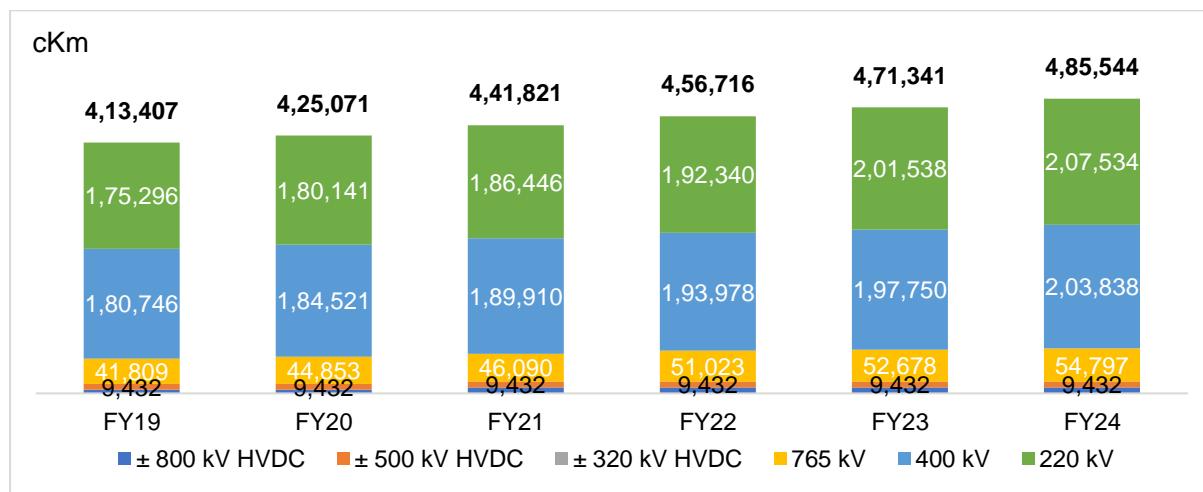
**Figure 19: Total transmission line network in the country (220 kV and above)**



Source: CEA, CRISIL MI&A Consulting

There has been strong growth in the transmission system at higher voltage levels and substation capacities. This is a result of increased requirement of the transmission network to carry bulk power over longer distances and at the same time optimise the right of way, minimise losses and improve grid reliability.

**Figure 20: Strong growth in the length of high voltage transmission lines (220 kV and above)**



Source: CEA, CRISIL MI&A Consulting

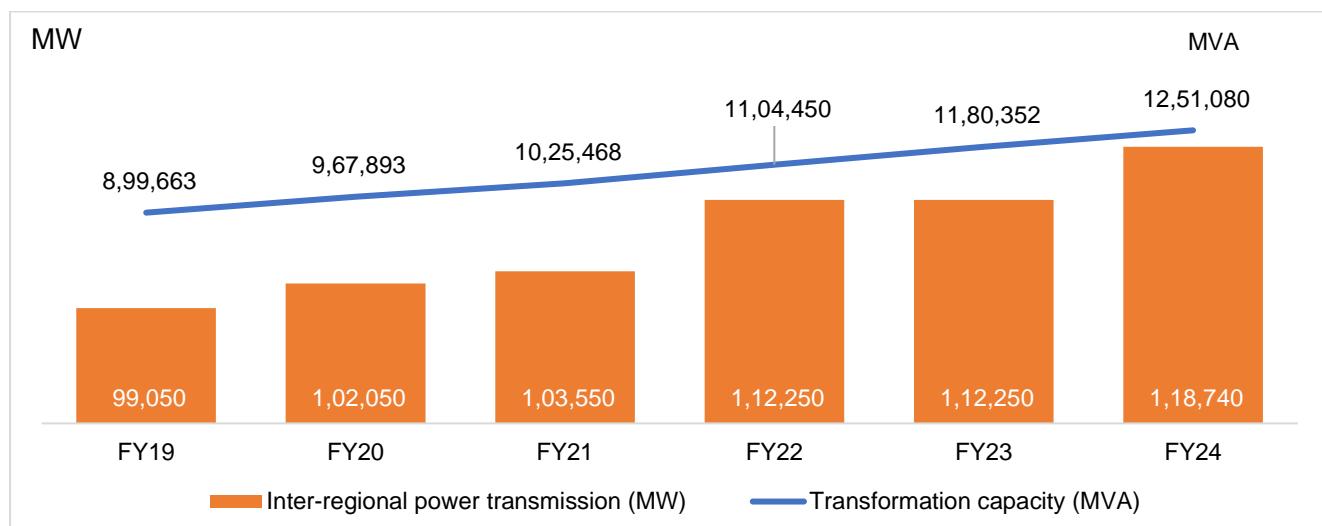
Strong growth of transmission system at higher voltages has grown due to increased requirement of the transmission network to carry bulk power over longer distances and at the same time optimise the right of way, minimise losses, and improve grid reliability.

The transmission sector, a crucial part of the power industry, required more attention to meet the growing demand for electricity and the expanding generation capacity. Existing investments from budgets, internal funds, and PSU loans were insufficient to meet this demand. To address this issue, the Electricity Act allowed private companies to participate in the power transmission sector through a competitive bidding process called tariff-based competitive bidding (TBCB). The National Tariff Policy of 2006 provided guidelines for this process, aiming to promote competition, attract private investment, and increase transparency in constructing transmission infrastructure. India stands out as one of the few countries that have opened its transmission sector to private participation, generating significant interest from private businesses. The Electricity Act, 2003 coupled with TBCB for power procurement, encouraged private participation in the power transmission sector and has supported the growth of transmission lines in India sector.

The total transmission line length (above 220 kV) has increased at 3.3% CAGR from fiscal 2019 to fiscal 2024. This increase can also be attributed to an increase in the commissioning of the 765-KV lines, growing at a CAGR of ~6% over the same period. 765 kV lines have higher transfer capacity and lower technical losses thereby reducing the overall number of lines and rights of way required to deliver equivalent capacity. Performance in a transmission line improves as voltage increases and as 765 kV lines use one of the highest voltage levels, they experience comparatively lesser amount of line loss. 800 kV lines have also shown strong growth momentum, rising at 9.5% CAGR over the last 5 fiscals, majorly owing to strong investments by the central sector.

Inter-regional power transmission capacity of the National Grid has grown strongly from 99,050 MW in fiscal 2019 to 118,740 MW in fiscal 2024, at a CAGR of 3.7%. Subsequently, transformation capacity rose from 899,663 MVA in fiscal 2019 to 1,251,080 MVA in fiscal 2024, growing at a CAGR of ~6.8%.

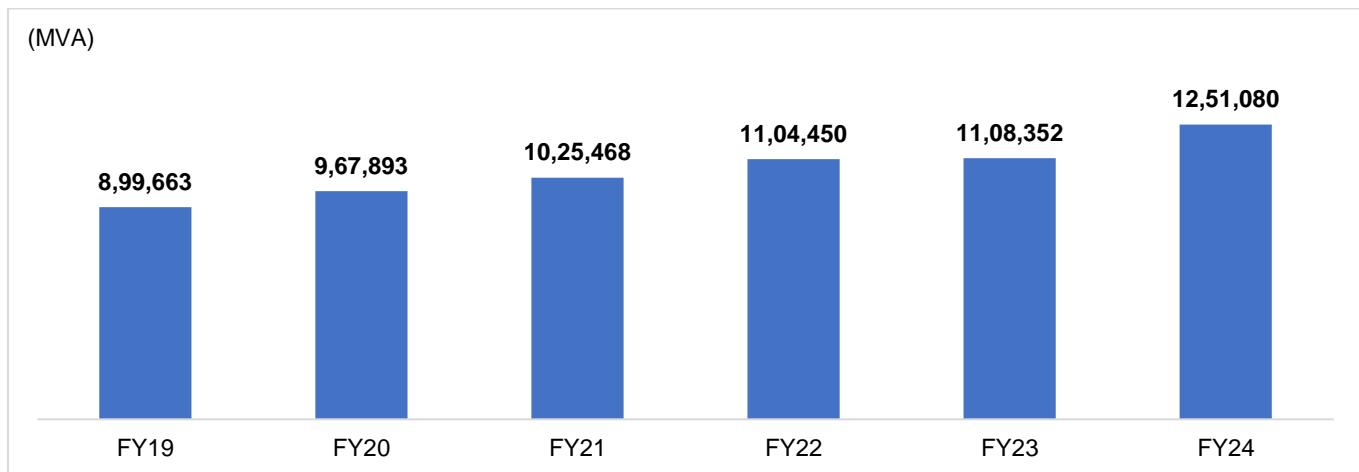
**Figure 21: Growth in transformation capacity and inter-regional power transmission capacity**



Source: CEA, CRISIL MI&A Consulting

**Sub-station capacities in the country have grown from 899,663 MVA in fiscal 2019 to reach 1,251,080 MVA in fiscal 2024, at a CAGR of 6.8%.**

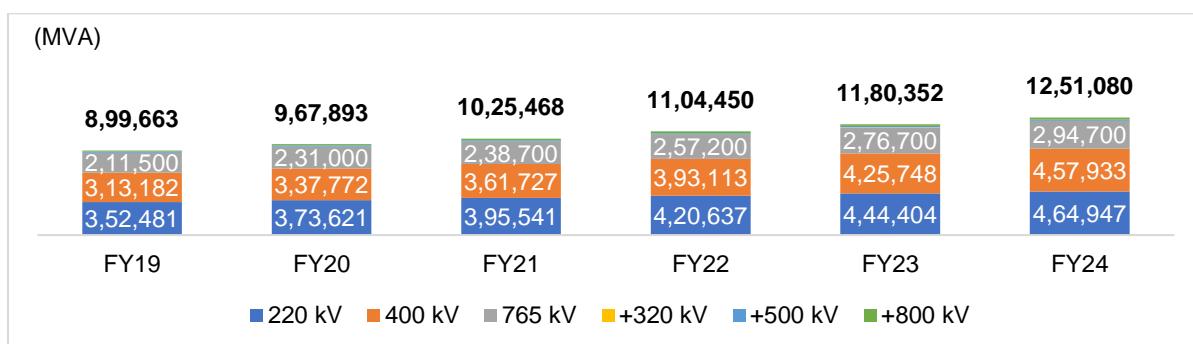
**Figure 22: Total substations in the country**



*Source: CEA, CRISIL MI&A Consulting*

The growth in sub-station capacities has majorly seen traction in 220 kV, 400 kV and 765 kV segments, contributing to 32%, 41% and 24% of the incremental additions between fiscals 2019 and fiscal 2024.

**Figure 23: Robust growth in high voltage sub-station capacity (above 220 kV)**



*Source: CEA, CRISIL MI&A Consulting*

#### **Plans to increase grid infrastructure**

Report on “Transmission System for Integration of over 500 GW RE Capacity by 2030” published by CEA portrays the broad transmission system roadmap for reliable integration of 537 GW RE capacity by the year 2030.

The length of the transmission lines and sub-station capacity planned under ISTS for integration of additional wind and solar capacity by 2030 has been estimated as 50,890 ckm and 433,575 MVA respectively at an estimated cost of Rs 244,200 crores.

The present inter-regional transmission capacity is 118,740 MW. With the additional inter-regional transmission corridors under implementation/planned, the cumulative inter-regional transmission capacity is likely to be about 150,000 MW in 2030

**Table 13: Planned Transmission capacity additions by CEA till 2030**

Transmission system type/ voltage class	Unit	Capacity additions till 2030
(a) ± 800 kV	ckm	6,200
(b) ± 350 kV	ckm	1,920
(c) 765 kV	ckm	25,960
(d) 400 kV	ckm	15,758
(e) 220 kV cable	ckm	1,052
Total transmission lines	<b>ckm</b>	<b>50,890</b>
(a) ± 800 kV	MVA	20,000
(b) ± 350 kV	MVA	5,000
(c) 765 kV	MVA	274,500
(d) 400 kV	MVA	134,075
(e) 220 kV cable	MVA	0
Total substations	<b>MVA</b>	<b>433,575</b>

*Source: CEA, CRISIL MI&A Consulting*

**Table 14: Inter-regional capacity addition till 2030**

Inter-regional capacity	Capacity additions till 2030 (MW)
West – East	22,790
West – North	62,720
West – South	28,120
North – East	22,530
South – East	7,830
East – Northeast	2,860
Northeast – North	3,000
Total	<b>149,850</b>

Source: CEA, CRISIL MI&A Consulting

#### ***Evolution of Tariff Based Competitive Bidding and PoC mechanism in the transmission segment***

Being a critical link in the power sector value chain, the transmission sector needed more attention to cater to the growing power demand and the increasing generation capacity. Investments in the form of budgetary allocations, internal accruals and PSU borrowings were unable to fund this growing need. Keeping this in mind, the Electricity Act permitted private sector participation through the tariff based competitive bidding or TBCB route in the power transmission sector. Guidelines for the TBCB process were laid down in the National Tariff Policy, 2006; The National Tariff Policy, released in January 2006, introduced the guidelines for TBCB for all transmission projects, promoted competition in the construction of the transmission infrastructure, encouraged greater investment by private business in the sector and increased transparency. India is one of the few countries which has opened up its transmission sector for private participation and has garnered significant interest from private business. In May 2018, the government proposed amendments to the national tariff policy 2006, which aims to improve power supply, provide clarity to competitively bid projects, reduce cost burden on consumers and boost renewable energy segment.

Some of the major amendments proposed under the National Tariff policy in May 2018 are as given below:

1. AT&C losses of more than 15% shall not be taken into consideration for tariff determination purpose for tariff orders post FY 2019.
2. AT&C losses shall be brought down to 10% within 3 years from the year of achievement of 15% AT&C loss.
3. Direct benefit transfer (DBT) of power subsidies to consumers, rather than cross subsidizing few categories of consumers during tariff determination.
4. Cross subsidization of tariffs across each category of consumers should be brought within +/-20% range of the cost of supply.
5. Provisions for carving out a separate tariff category for charging of electric vehicle infrastructure. Further determined tariffs to be near to the average cost of supply.
6. Cross subsidy surcharge to be paid by the open access consumers for a maximum period of one year from the date of opting for open access.
7. Open access customers must schedule conventional power for at least eight consecutive hours and Renewable power for four consecutive hours to prevent frequent changeover of supply from open access consumers.

Moreover, all future procurement of transmission enhancements is compulsorily being made through the TBCB route, with PGCIL itself bidding through TBCB except for certain high technology projects.

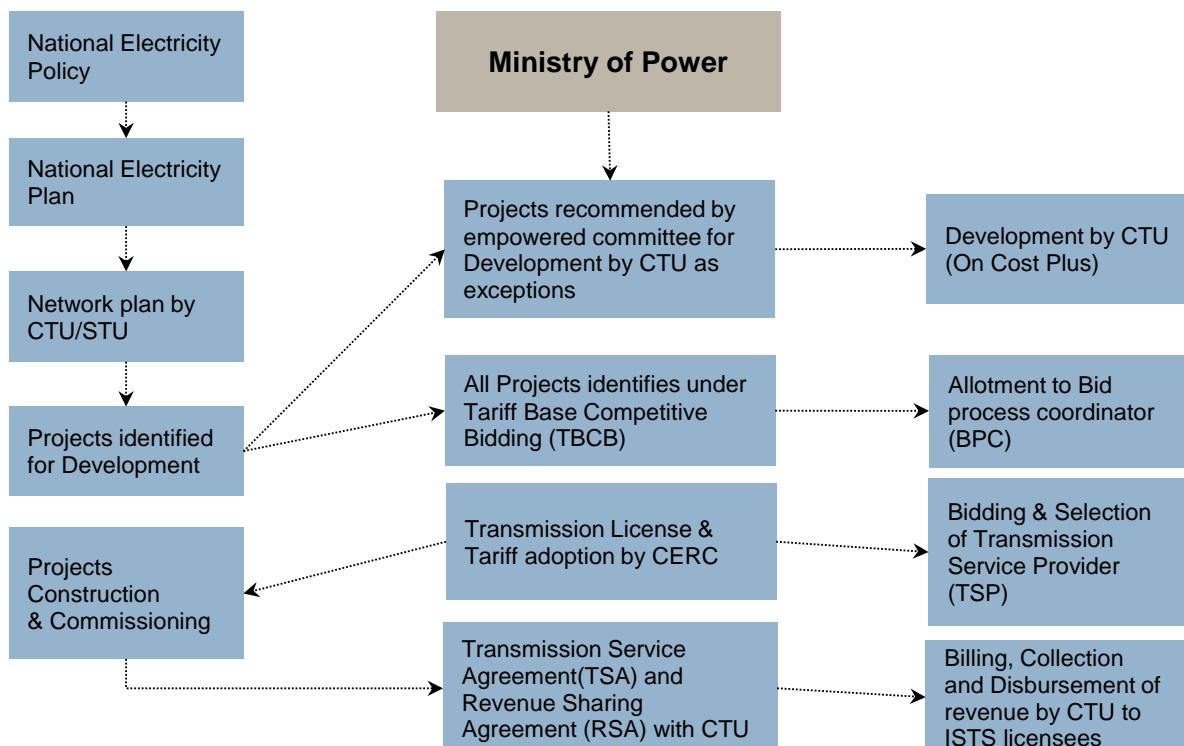
The highlights of TBCB guidelines issued by the MoP are:

1. The transmission line will be awarded under the build-own-operate-and-maintain (BOOM) basis to the successful bidder.
2. Procurement of transmission services will include all activities related to the survey, preparation of DPR, arranging finance, project management, obtaining transmission license, getting RoW and other site clearances, providing compensation for land, engineering and project design, arranging for equipment, material supplies, construction services, testing and commissioning, maintenance and operation of transmission lines and/or switching substations or HVDC links, including terminal stations and HVDC transmission lines.
3. A bid process coordinator (normally central government appoints central PSUs) such as Rural Electrification Corporation (REC) or Power Finance Corporation (PFC), would be appointed for each project as the bid process coordinator (BPC) for procurement of required transmission service. Further, the charges incurred by the BPC under the bidding process would be recovered from the winning bidder.
4. The successful bidder will be designated as the transmission service provider (TSP) and shall seek appropriate license from the regulatory commission if it is not a deemed license. The transmission service agreement (TSA) would be effective from the date of grant of license from the appropriate regulatory commission.

5. The TSP should commission the line as per the schedule specified in the TSA.
6. The TSA shall include an agreement for payment security, which will include a revolving letter of credit of required amount and escrow mechanism.
7. Under tariff-based competitive bidding, technically qualified developers quoting the lowest levelised tariff is awarded the project, as against the erstwhile ‘cost-plus’ model.

Hence in a nutshell, under the TBCB, tariff for projects is not on a cost-plus basis and bidders are required to quote tariff for a period of 35 years for establishing transmission lines. The bidder quoting the lowest levelised tariff is selected. The successful bidder is then required to acquire a special purpose vehicle or SPV incorporated by the bid process coordinator or BPC. Once the process of acquisition is complete, the SPV approaches CERC to obtain a transmission license.

**Figure 24: Mechanism of awarding of transmission projects**



Source: Ministry of power; CRISIL MI&A Consulting

#### **Project awarding under TBCB has increased in the last few fiscals**

Between 2010-11 and 2014-15, the pace of award of project was slow with only Rs. 180-190 billion (~USD 2.48-2.62 billion) of projects being awarded. However, the pace of award of project has significantly increased. In fact, in 2015-16, projects aggregating to ~Rs. 260 billion (~USD 3.58 billion) were awarded. Awarding of projects through TBCB picked up from fiscal 2017 onwards. In fact, between fiscals 2017 and 2020, projects worth Rs ~312 billion have been awarded by BPCs (REC, PFC). This is sharp contrast with the tenure from fiscals 2011 to 2016 where cumulatively Rs ~400 billion of transmission projects were awarded by the BPCs. Presently, 53 projects, awarded under the TBCB route have been commissioned. Additionally, 51 transmission projects, which have been bid out through TBCB, are under construction.

#### **Investments of Rs ~3 trillion expected in transmission segment**

To service a large generation installed base, the estimated investment in the transmission sector is expected to cumulatively reach Rs ~3 trillion for fiscal 2025-29. 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. Also, strong execution capability coupled with healthy financials of PGCIL will drive investments.

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 a need to import/export from/to regions. A number of 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.

1. North-Eastern region power system improvement project
2. Comprehensive scheme of T&D system in Arunachal Pradesh and Sikkim

3. 220 kV transmission system from Alusteng (Srinagar) to Leh (via Drass, Kargil, Khalsti and Leh Sub-stations in Jammu and Kashmir)

**Figure 25: Investment in transmission sector (Rs. Trillion)**



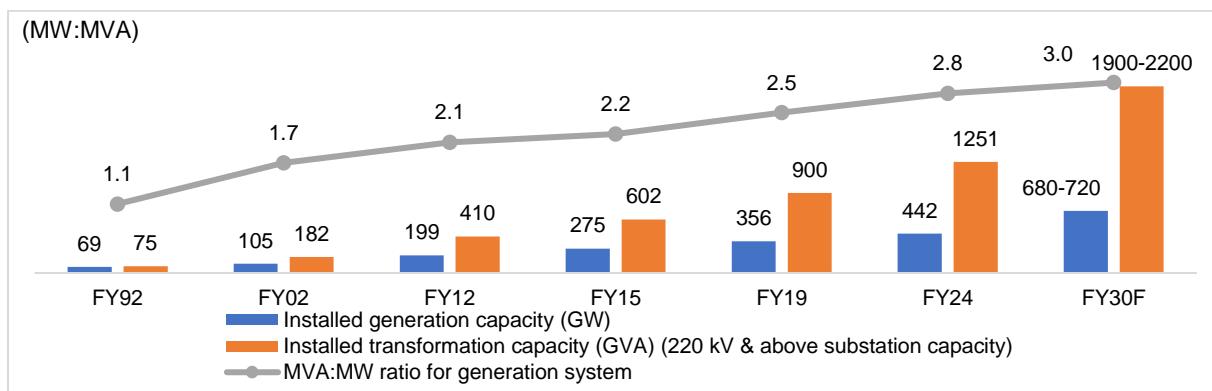
The numbers do not include private sector investments in T&D sector

Source: CRISIL MI&A Consulting

#### **Domestic investments in T&D to be led by intra-state augmentation**

To ensure free and uninterrupted flow of power, every MW of new generation capacity needs a certain transformation capacity added to the system. In Indian context, 220 kV and above level transformation to generation addition ratio (MVA: MW) has remained low over the years. At the end of March 1992, this ratio was 1.1 times and has improved to 2.8 times as of March 2024. Lower transformation capacity results in line congestion, which has been visible particularly in inter-state transmission of power. With the government's focus on alleviating congestion, transmission capacities are expected to witness growth in transformation capacity additions during the 14th Plan.

**Figure 26: Transformation vs generation capacity**



Source: CEA, CRISIL MI&A Consulting

Consequently, in the transmission line segment, robust growth in HV lines of 400kV and 765kV is expected due to its importance in inter-state transmission lines. Higher voltage level enhances power density, reduces losses, and efficiently delivers bulk power. Moreover, it reduces the requirement of right-of-way due to less land requirement, a key challenge facing the transmission sector. Thus, CRISIL MI&A Consulting believes the MVA:MW ratio would further improve to around 3.0 by March 2030.

#### **Continued state investments and renewable energy integration schemes to support domestic demand; PGCIL ordering to be lumpy**

In contrast to the previous few years, where the central sector used to drive investments in the sector, focus has now shifted to intra-state transmission additions and improving the intra-state transmission network. The rise in investments by states is expected on account of plans to decongest transmission networks so as to accommodate higher renewables, allow ISTS transmission of power and improve grid availability for open access of power.

Demand has been seen in the states of Madhya Pradesh, Andhra Pradesh, Rajasthan, Jharkhand, and Tamil Nadu, with ongoing system strengthening initiatives for the Western and Southern regions in the past few fiscals and is now being witnessed in the Eastern and North-Eastern regions of the country with several strengthening schemes approved for the same.

#### **Integration of renewable energy integration to further support domestic demand**

The rapid addition of renewable capacities requires adequate grid infrastructure so as to evacuate incremental power. This has increasingly emerged as a concern, with developers lowering participation in bids where this has been a key issue. Specifically,

for wind, majority of the best wind sites are concentrated in few states such as Rajasthan, Gujarat, Tamil Nadu, Andhra Pradesh, and Karnataka, which causes increased congestion in specific regions of these states.

However, nodal agencies (PGCIL, SECI) have planned various schemes to alleviate grid congestion and improve connectivity to RE projects. The grid capacity additions will come under two main schemes, namely the Green Energy Corridor Scheme and Renewable Energy Zones (REZ). This would add ~80 GW of transmission grid capacity to an existing ~24 GW, taking grid capacity planned for RE integration to ~100 GW.

The GEC scheme is aimed at developing specific evacuation corridors for renewable energy in key renewable rich states. The government has planned to integrate renewable energy into the national grid by setting up inter-state and intra-state schemes for evacuation of power from wind and solar projects, termed as green energy corridors. GEC target of ~9,700 ckm of intra-state transmission lines by December 2020 has overshot the timeline both due to operational reasons and covid related restrictions. The constructed lines stood at 8,940 ckm till July 2023, while the interstate transmission units with Phase I of the ISTS program were already completed by PGCIL in 2020. The next growth driver for ISTS projects is the Inter-State transmission system planned for evacuation and grid integration of 66.5 GW REZ spread across the states of Tamil Nadu, Andhra Pradesh, Karnataka, Gujarat, Maharashtra, Rajasthan, and Madhya Pradesh. In February 2024, GEC Phase – II – Inter-State transmission system of 13 GW renewable energy along with 12 GWh Battery Energy Storage System (BESS) was sanctioned to Ladakh which will be implemented by PGCIL and is scheduled to be completed in fiscal 2030.

PGCIL has also come out with a scheme for setting up grid infrastructure in identified REZ. Under this, key areas with concentration of existing / planned renewable energy projects have been identified in the Western and Southern regions of the country. Out of this, 8 GW of grid capacity will be added for wind projects in the Western region and 9 GW in the Southern region.

**Table 15: Intra-state transmission system planned & constructed under Green Energy Corridor project**

State	Lines Target (ckm)	Lines constructed (ckm) as of 31 July 2023
Tamil Nadu	1,068	1,068
Rajasthan	1,054	984
Andhra Pradesh	1,073	814
Himachal Pradesh	502	485
Gujarat	1,908	1,526
Karnataka	618	618
Madhya Pradesh	2,773	2,773
Maharashtra	771	672
Total	9,767	8,940

Source: MNRE, CRISIL MI&A Consulting

#### **Government plans to increase TBCB to shift focus from PGCIL**

At present private sector participation in the T&D space is low. However, with the introduction of TBCB and viability gap funding (VGF) 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 is in a move to shift the burden from PGCIL and increase private sector participation in the sector, although PGCIL is also allowed to bid for the same. Even for the renewable energy projects mentioned above, half are to be awarded via the TBCB route.

A few key players that bid in the recent project allocations were Sterlite Grid Ltd., Adani Transmission Ltd, Essel Infra Ltd, ReNew Transmission Ventures, PGCIL and Kalpataru Power Transmission Ltd. With increased awarding of projects under TBCB in the future, private participants shall also be key in driving domestic demand going forward. As of May 2024, 53 projects awarded under TBCB have been commissioned/ready for commissioning, 51 are under construction. Construction of two projects could not be started due to litigations, while one project has been cancelled by CERC and another one is expected to be cancelled as per the request of the transmission service provider. Of the 51 projects under construction, 25 are of PGCIL and the balance are of private players.

#### **Key Growth Drivers for growth in transmission sector**

Some of the key growth drivers for the transmission segment in India are:

#### **Widening gap between inter-regional power demand-supply to drive transmission capacity additions**

As per CTUIL, the total power generation capacity (including renewable energy and energy storage) at a pan India would rise to ~729 GW in fiscal 2029 from ~442 GW in fiscal 2024. However, the upcoming generation capacity will not be spread evenly across India. Most of the upcoming renewable capacities would be concentrated in the northern (specifically in Rajasthan), western and southern regions of India, while significant thermal capacities would commission close to the coal mines in eastern and central regions of India. The addition of such large quantity of generation capacities would necessitate the investments in transmission segment to supply power to different demand centres.

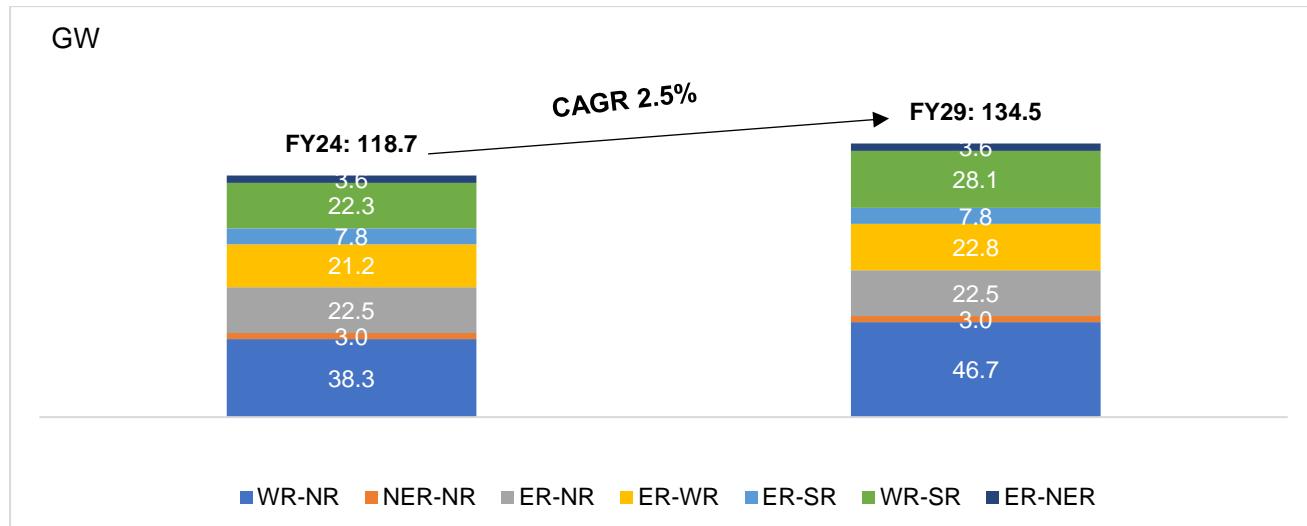
Further, the infirm nature of renewable energy (extreme variations in the power output) would give rise to grid issues unless the generated power is distributed over longer distances and to multiple demand centres via transmission lines. Moreover, there

exists significant variation in demand on account of seasonal differences and time of day demand differences, which will necessitate large inter-regional transmission capacities to prevent grid fluctuations.

As a result, to reduce the demand-supply mismatch, government has planned to increase the interregional power transfer capacity to 134,540 MW by FY 2029. Moreover, the share of inter-regional transmission capacity is expected to increase from 13.9% in fiscal 2012 to 18.4% in fiscal 2029 (inter-regional transmission capacity as a fraction of total installed generation capacity), resulting in growth of investment in the power transmission sector.

The inter-regional transmission line corridor expansion requirement, as per CEA estimates, would be as follows:

**Figure 27: Inter-regional transmission links and capacity (GW)**



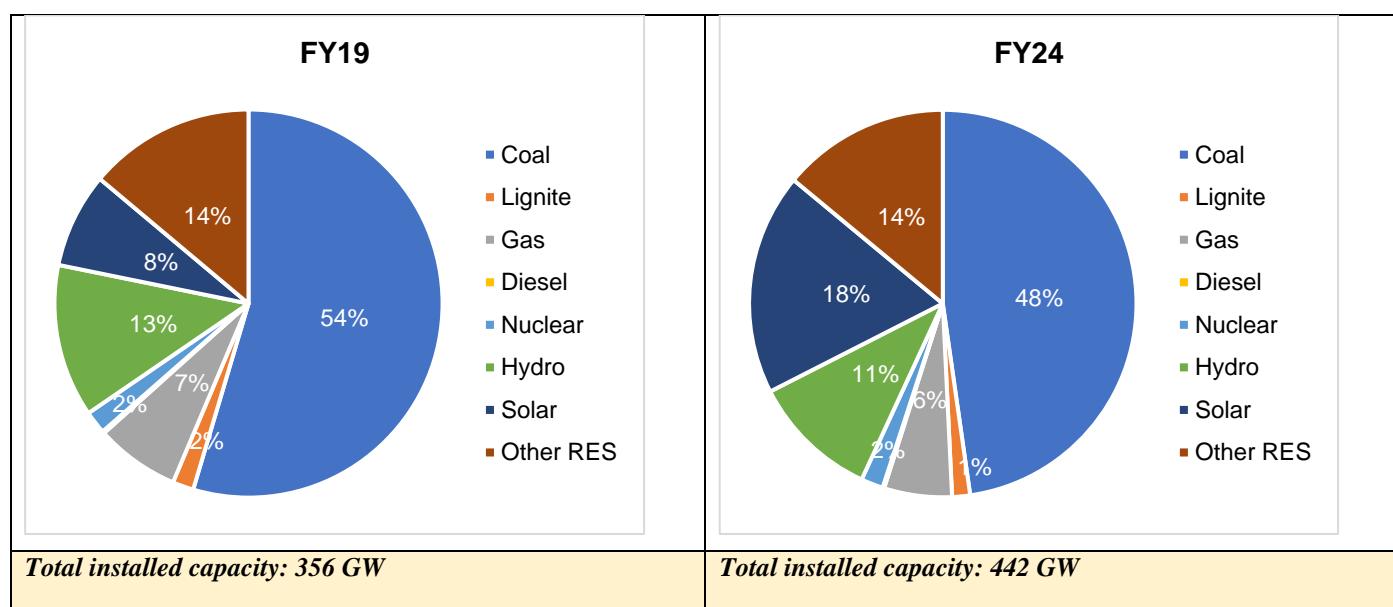
Source: CEA, CTUIL ISTS Rolling plan 2028-29 Report; CRISIL MI&A Consulting

To cater to the above import/export requirement, several inter-regional transmission corridors have been planned and some of these high-capacity transmission corridors are in various stages of implementation, taking care of past under investments in grid.

#### **Strong renewable energy capacity additions to also drive transmission capacity**

Power generation in India is dominated by coal-based generation, contributing to ~47% of the total installed capacity in India. Further, with ~211 GW installed capacity; the coal-based generation contributes to around 3/4th of total electricity generation in India. However, there has been a staggering growth in installed capacity of Renewable energy sources from 63 GW in fiscal 2012 to 123 GW in fiscal 2019, further reaching to ~191 GW (including large hydro) in March 2024.

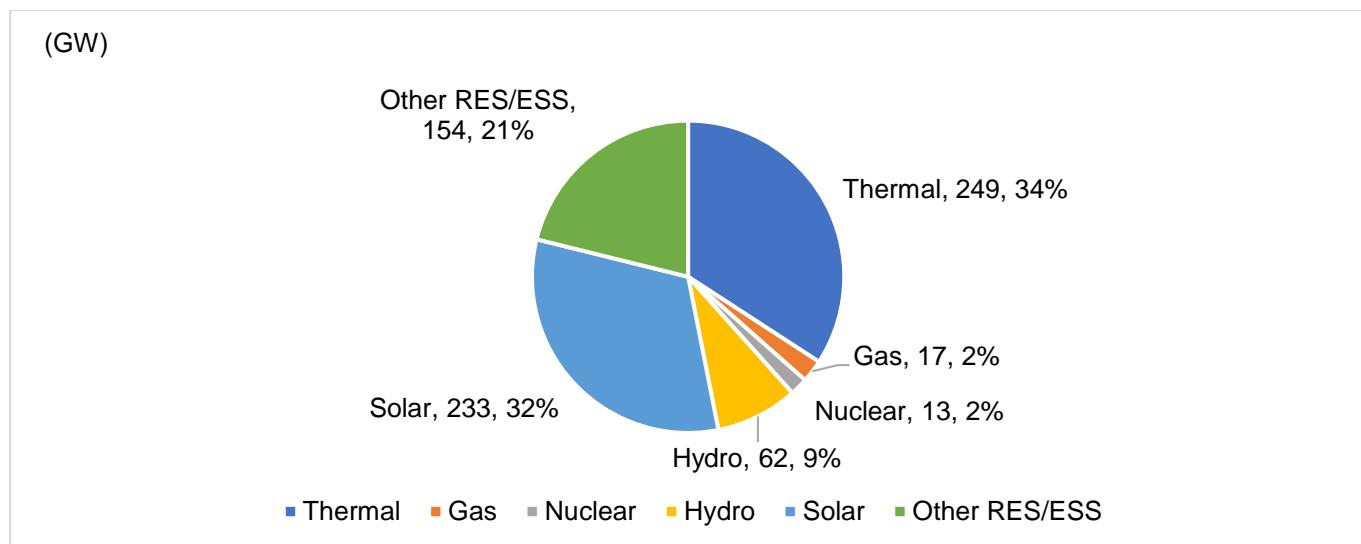
**Figure 28: Increase in share of renewable energy sources**



Source: CEA, CRISIL MI&A Consulting

Furthermore, central government has planned to achieve 500 GW capacity from non-fossil fuel-based energy sources by 2030. Solar and wind will play a more role in achieving the said target. The share of renewable energy (incl. hydro and energy storage) in the installed capacity mix is expected to reach ~62% in fiscal 2029 from ~43% in fiscal 2024.

**Figure 29: Expected installed capacity base in fiscal 2029 (in GW)**



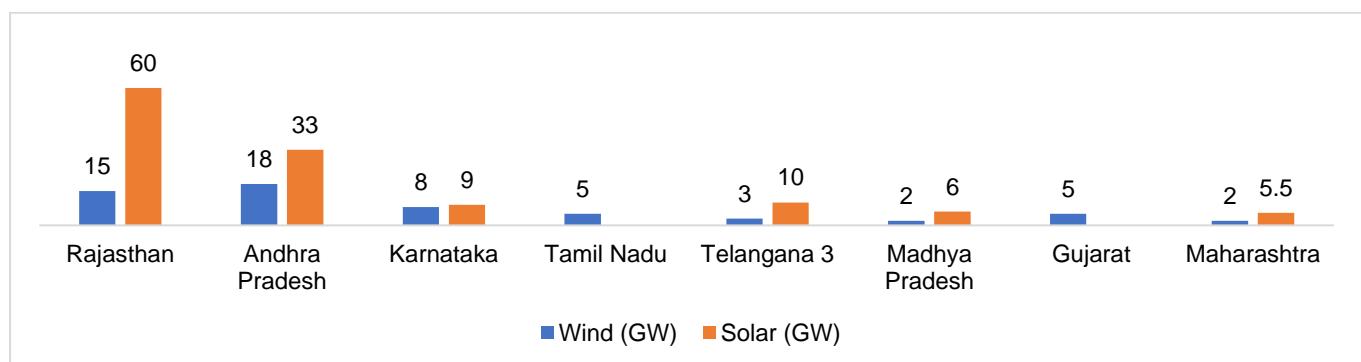
Source: CTUIL ISTS Rolling plan 2028-29 Report; CRISIL MI&A Consulting

Such multi fold expansion plans also require large scale development in transmission sector. This is mainly because large scale grid connected solar and wind plants are usually located in the far-flung areas, where there is limited existing transmission infrastructure. Moreover, renewable energy is not well distributed across states and is in-firm in nature. Robust transmission planning is required to optimize the high costs, utilization levels and losses associated with transmission system to transmit the power generated to load centres is critical.

For enabling growth of RE capacity, areas which have high solar and wind energy potential, needs to be connected to ISTS, so that the power generated could be evacuated to the load centres. As the gestation period of wind and solar based electricity generation projects is much less than the gestation period of transmission system, it needs to be planned. As a major step towards achievement of the goal of 500 GW RE capacity, ISTS network has been planned for the projected RE capacity addition by the year 2030.

MNRE/SECI have identified REZs totaling 181.5 GW for likely benefits by the year 2030. These REZ's are in eight states as detailed below:

**Figure 30: Potential RE zones identified by MNRE/SECI (GW)**



Source: CEA: Transmission System for Integration of over 500 GW RE Capacity by 2030

**Table 16: Status of key transmission schemes under REZs**

Sr. No.	Transmission scheme	RE potential	Expected time frame
1.	Rajasthan REZ Ph-IV (Part-2:5.5GW) (Jaisalmer/Barmer Complex)	Solar: 5.5 GW Fatehgarh-IV: 4 GW Barmer-I: 1.5 GW <b>Solar: 3.5 GW</b>	2025-26
2.	Rajasthan REZ Ph-IV (Part-4:3.5GW) (Jaisalmer/Barmer Complex)	Fatehgarh-IV: 1 GW Barmer-I: 2.5 GW <b>Solar: 6 GW</b>	2026-27
3.	Rajasthan REZ Ph-IV (Part-5: 6GW) (Barmer Complex)	Barmer-II: 6 GW	2026-27

Sr. No.	Transmission scheme	RE potential	Expected time frame
4.	Transmission System for Evacuation of power from potential renewable energy zone in Khavda area of Gujarat under Phase-IV	7 GW	2026-27
5.	Transmission System for Evacuation of Power from potential renewable energy zone in Khavda area of Gujarat under Phase-V	8 GW	2028-29
	<b>Total</b>	<b>30 GW</b>	

Source: CEA

#### ***Upgradation of existing lines critical to meet rising power demand in an economical way***

India has ~4.85 lakh ckm of transmission network as of fiscal 2024 of which most of the lines are using the Aluminium core steel reinforced (ACSR) conductor. This type of conductor is having lower current carrying capacity and lower withstand temperature (85°C) capacity as compared to other latest available technology and substitutes such as ACCC (Aluminium Conductor Composite Core), CCC (Copper clad composite conductors) which are High tension low sag conductors (HTLS). Further these lines have lower efficiency and higher T&D losses. As per World Bank study, T&D losses cost the Indian economy ~1%-1.5% of its GDP, hence CEA in its recent revisions of the National transmission planning has embodied the new technological advancements.

Wherever transmission constraints are felt and enhancement in power transmission capacity in existing corridor becomes necessity, alternative means such as use of higher size conductor, voltage increase technologies, circuit addition, HVDC, dynamic line rating etc. need to be explored. One such emerging technology is the use of new generation High Performance Conductors (HPC), which include High Temperature (HT) conductors and High Temperature Low Sag (HTLS) conductors, and these conductors have been proven successful globally.

Both upgradation and re-conductoring of lines is economically viable as it can augment capacity without the need for heavy investments. Further, upgradation of transmission lines will not result in right of way (RoW) issues as newer technology conductors can easily replace the existing transmission line without modifying or reinforcing the existing lattice. Upgrading transmission network to a higher voltage i.e., from 400 kV capacity to 765 kV capacity increases the power handling capacity of the system four-fold. Other benefits of replacing old conductors with high-capacity new conductors include reduction in losses. Moreover, the gestation period of for upgrading a line is much lesser as compared to erection of a completely new line. Power transmission lines have reaped huge benefits in terms of increased power transmission capacity with such Upgradation efforts.

Use of latest technologies and substitutes such as ACCC, CCC, has already been deployed to reduce line loss and improve power transfer capability of the line.

#### ***Improving power scenario and measures to stabilize grid to lead to transmission corridors to neighbouring countries***

Power deficit in India has been on a declining trajectory with energy deficit shrinking to 0.3% for fiscal 2024 as compared 3.6% in fiscal 2015. Thus, with healthy availability of power, India is evaluating opportunities to tap neighbouring countries for better integration and synergies.

India and its neighboring countries are interlinking the electricity transmission systems allowing surplus power to be exported to other grid while simultaneously importing large hydro based power from Nepal and Bhutan. Further, India is evaluating to build a platform to establish power exchange beyond its shores, which will act as a neutral and robust price discovery platform to create an orderly marketplace for all buyers and sellers for neighbouring Asian countries.

To ensure effective utilisation of regional resources, India is actively planning to inter-connect the national grid with neighbouring countries like Nepal, Bhutan, Sri Lanka, and Bangladesh. Nepal is radially connected with India through 11, 33 and 132 kV lines. India and Bhutan have transmission lines of 400, 220 and 132 kV to import ~2,850 MW of power. Further, for transfer of power from upcoming hydroelectric projects in Bhutan, India is implementing two cross-border inter-connection lines of 400 kV each. Between India and Bangladesh, 400 kV DC line connecting Baharampur (India) to Bheramara (Bangladesh) and 765 kV DC line connecting Katihar (India) to Parbotipur (Bangladesh) along with 500 MW HVDC back-to-back terminal at Parbotipur are planned. A feasibility study has been carried out for two 500 MW bi-pole lines between Madurai (India) and New Anuradhapura (Sri Lanka) including submarine cable for the sea portion. Implementation of these transmission projects is expected to support investments in T&D segments over the next five years.

India is linked to its neighboring countries through a network of electrical interconnections, with a total power transfer capacity of approximately 4,748 MW. Some of the key inter country projects include:

#### ***State level substations and investment plans in transmission segment***

The government has set a goal of achieving nearly 500 GW of installed capacity from renewable energy sources by 2030. As a result, power generation companies are seeking to establish capacities based on renewable energy. However, to link these

generation capacities to the main grid, substantial investments will be necessary to develop the required transmission evacuation system. In response to this situation, the CEA has identified an additional investment of around Rs 2.4 lakh crore for the ISTS.

PGCIL's capital expenditure is regarded as a key indicator of the country's transmission capital expenditure. The annual capital expenditure made by PGCIL witnessed a steady rise, reaching Rs 25,791 crore in FY2018 from Rs 12,100 crore in FY11. This increase was mainly driven by the addition of thermal-based generation capacities. However, over the past five years, the annual capital expenditure has gradually declined. Capex incurred in FY24 was Rs 12,500 crore. This reduction can be attributed to the completion of a significant portion of the planned inter-regional transmission capacity related to thermal projects. PGCIL aims to invest Rs. 171,000 crores in transmission projects till year 2032. The breakup of the estimated outlay for transmission business segment is given below:

**Table 17: Business Outlook 2032 by PGCIL for Transmission business segment**

Sub-head	Estimated capex (Rs Crore)
Inter-state transmission	116,500
Intra-state transmission	37,000
Cross border transmission	10,000
International projects	7,500
Total transmission project estimated outlay till 2032	<b>171,000</b>

*Source: Investor presentation - November 2023, PGCIL. CRISIL MI&A Consulting*

**Table 18: Cross-border power transfer capacity by 2028-29**

Sl. No.	Country	Existing (MW)	Under-construction (MW)	Planned (MW)	Total (MW)
1.	India – Bangladesh	1,160	0	1,000	2,160
2.	India – Bhutan	2,185	2,220	0	4,405
3.	India – Myanmar	3	0	504	507
4.	India – Nepal	1,400	1,900	3,000	6,300
5.	India – Sri Lanka	0	0	500	500
<b>Total</b>		<b>4,748</b>		<b>4,120</b>	<b>5,004</b>
<i>Source: CTUIL ISTS Rolling plan 2028-29 Report; CRISIL MI&amp;A Consulting</i>					

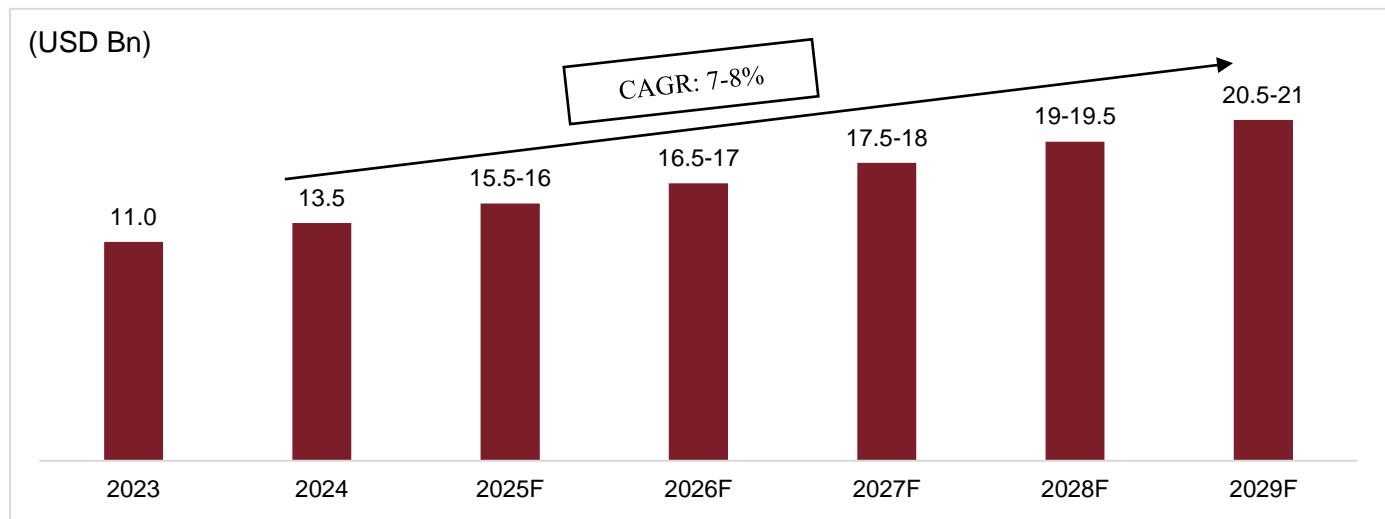
#### **Strong government support to also drive transmission investments**

Government support for power transmission is expected to continue. In the past, it has supported the transmission segment through several measures – increasing the concession period of a transmission asset, relaxation of norms to speed up project construction and implementation of UDAY scheme to boost power demand, which in turn, will eventually result in rise in transmission requirements.

#### **Estimated market size in EPC business of T&D sector**

With significant investments expected in the T&D sector in India from fiscal 2024 – 2029, the market for EPC for T&D will also improve. EPC involves engineering, procurement, and construction of a project. The cost breakup of a T&D infrastructure including EPC vary depending on size, complexity, no. of lines, substations, location, topography of land and prevailing market conditions. Generally, equipment costs account for ~50-60% of total cost. Design and engineering contribute to around 5-10% of the total cost. Civil construction including labor, material, and erection work account for around 15-20% of the total cost. Apart from these costs, other costs such as land acquisition, administrative expenses, project management, approvals/clearance, compensations contributes to 15-20% of the total cost. Considering the expected investment in T&D segment, Indian T&D EPC market is estimated at around USD 20.5-21 Bn in 2029. The Indian T&D EPC market is expected to experience significant growth in the coming years driven by increasing electricity demand, government initiatives, strong thrust on sustainability and rising adoption of smart grid technologies.

**Figure 31: Expected T&D EPC Market for India**

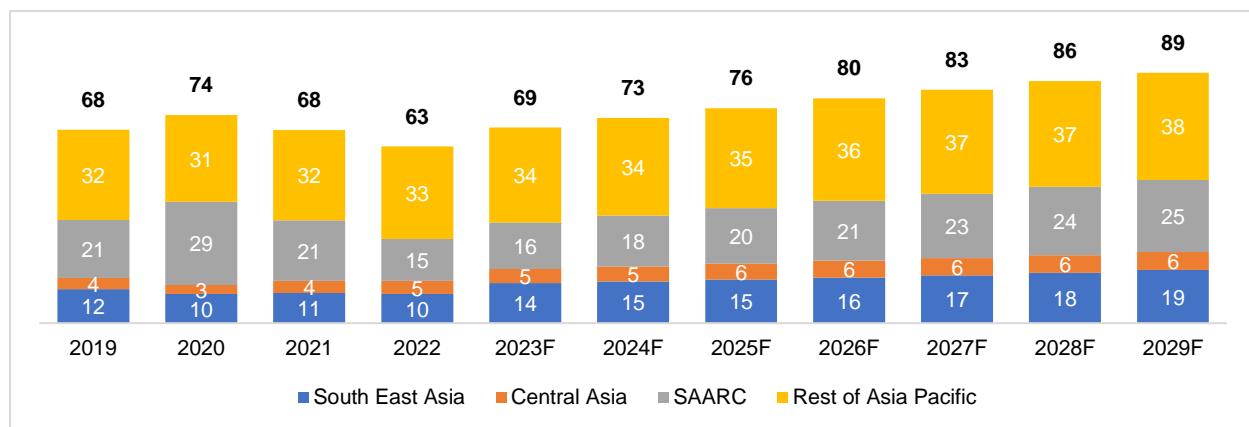


Source: Industry; CRISIL MI&A Consulting

#### Country-wise/Region wise review and outlook on transmission sector

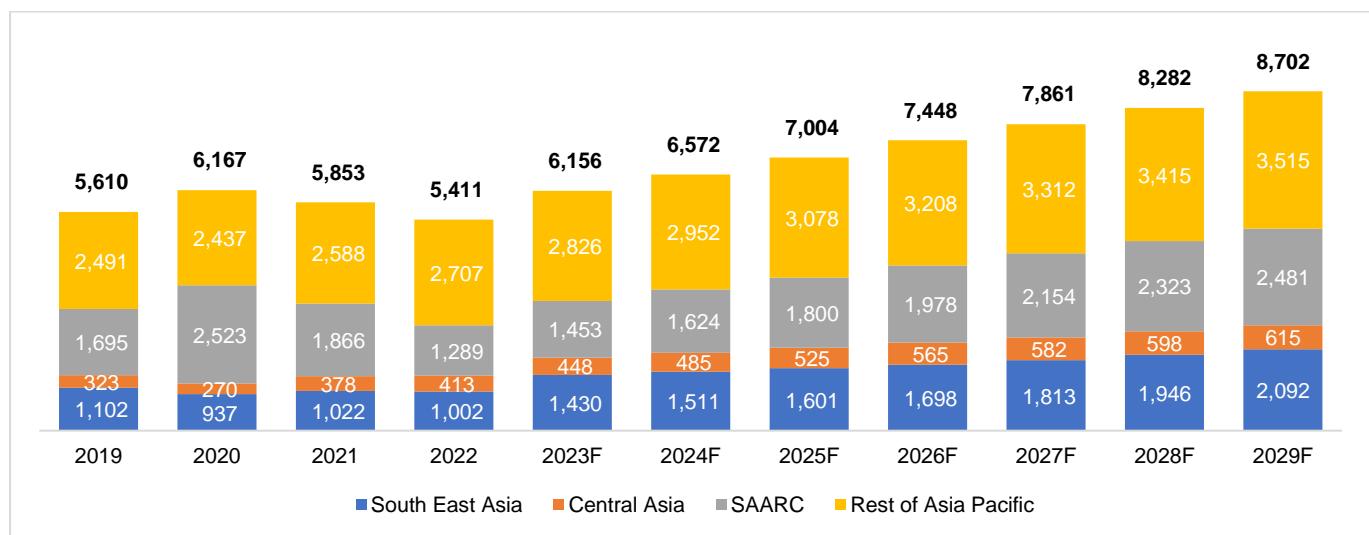
##### Asia Pacific

**Figure 32: Asia Pacific transmission lines y-o-y additions forecast ('000 ckm)**



Source: Global Market Insights, CRISIL MI&A Consulting

**Figure 33: Asia Pacific transmission lines y-o-y investment forecast (USD million)**



Source: Global Market Insights, CRISIL MI&A Consulting

## Key Drivers for Power Transmission Market in Asia Pacific

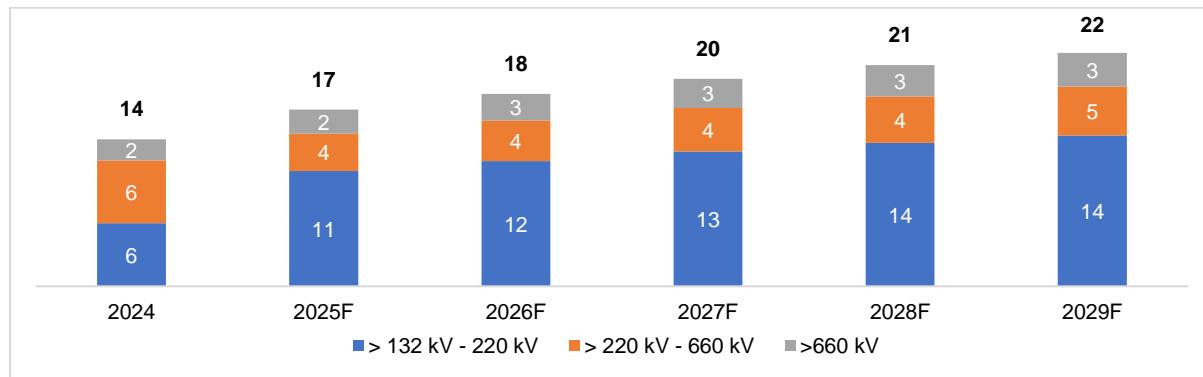
The market trend of increasing transmission & distribution lines across the globe has been characterized by significant growth & development along with certain key factors including the rising electricity demand, renewable energy integration, interconnection projects, government initiatives & investments, and technological advancements, among others. Regions including Asia Pacific and Africa have experienced robust economic growth and rapid urbanization, leading to the increasing demand for electricity.

China is planning to invest over \$1 trillion in new transmission lines by 2025. India is planning to invest over \$200 billion in new transmission lines by 2027. In Philippines, the Department of Energy (DOE) and the National Transmission Corp. (TransCo) are targeting to complete a smart and green grid plan aimed at ensuring the seamless integration of additional renewable energy capacity to the grid in the coming years. Electricity Generating Authority of Thailand (EGAT) has planned no. of transmission system development and expansion projects for bulk power supply, power purchase from IPPs, transmission system renovation and expansion etc. for a green energy future. Vietnam's National Power Transmission Corp. (EVNNPT) has started eleven 220-500kV transmission power grid projects and energized 11 projects. Vietnam's Ministry of Industry and Trade has proposed that a new public-private partnership bill have provisions allowing private investments in transmission lines and substations connecting power plants with the national grid.

In recent years, India, Indonesia, and China have witnessed largescale investments from leading manufacturers across the globe. The growing demand for manufactured products coupled with the rapid expansion of manufacturing units is compelling industry participants to expand & upgrade operations across the region.

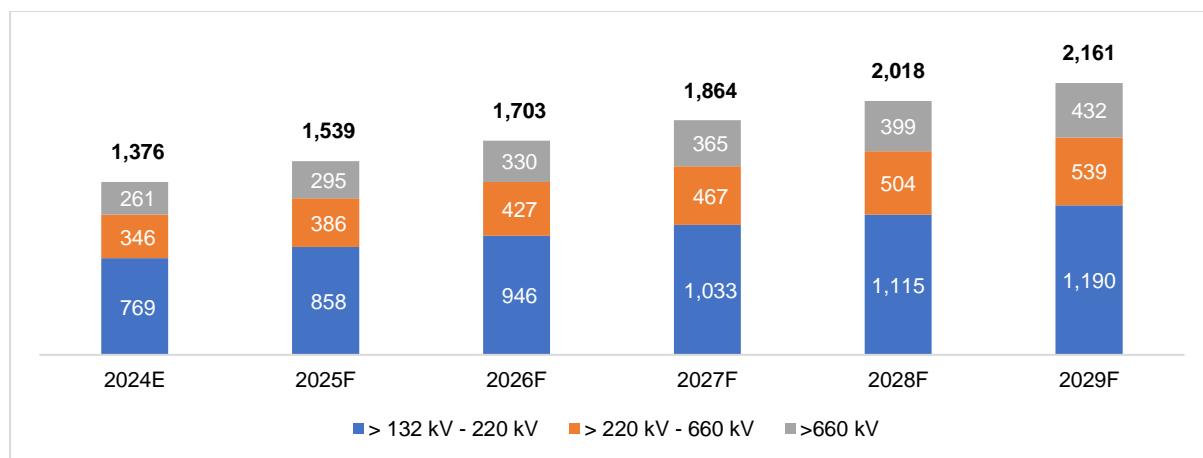
### India

**Figure 34: India voltage-wise transmission lines y-o-y additions forecast ('000 ckm)**



Source: CEA, Global Market Insights, CRISIL MI&A Consulting

**Figure 35: India voltage-wise transmission lines y-o-y investment forecast (USD million)**



Source: Global Market Insights, CRISIL MI&A Consulting

## Key Drivers for Power Transmission Market in India

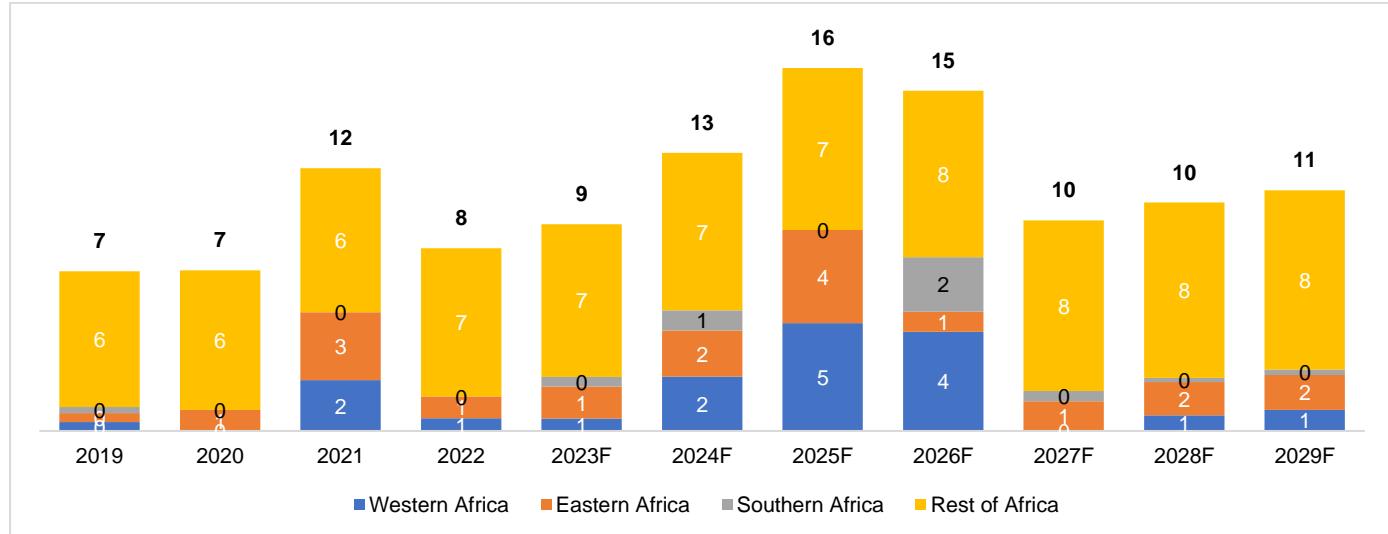
The power transmission sector in the country has grown steadily in recent years, mainly due to the rising demand for electricity and the increasing capacity of power generation plants, particularly renewable energy plants. A major factor driving the further expansion of the grid is the need to evacuate electricity from upcoming renewable energy projects. Green energy corridors and a transmission system for renewable energy zones are already being built to make it easier to integrate renewable energy into the grid.

Report on “Transmission System for Integration of over 500 GW RE Capacity by 2030” published by CEA portrays the broad transmission system roadmap for reliable integration of 537 GW RE capacity by the year 2030.

The length of the transmission lines and sub-station capacity planned under ISTS for integration of additional wind and solar capacity by 2030 has been estimated as 50,890 ckm and 433,575 MVA respectively at an estimated cost of Rs 244,200 crores.

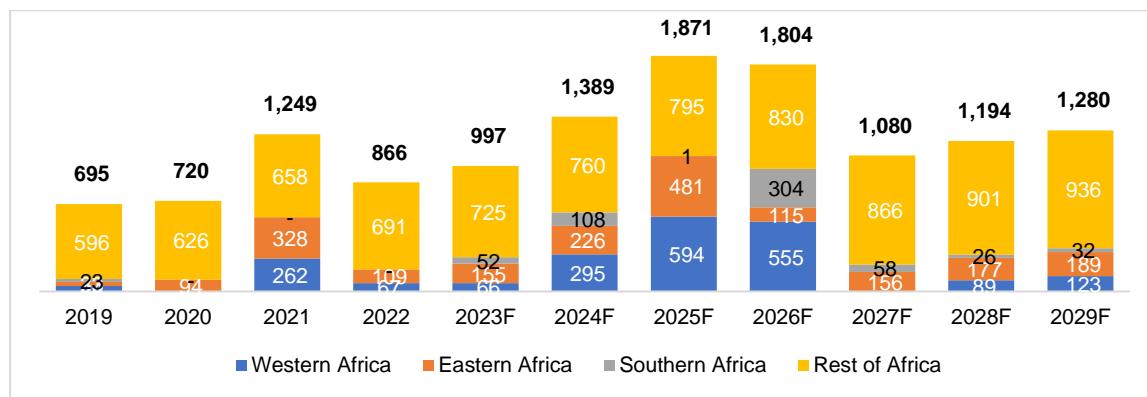
### Africa

**Figure 36: Africa transmission lines y-o-y additions forecast ('000 ckm)**



Source: Global Market Insights, CRISIL MI&A Consulting

**Figure 37: Africa transmission lines y-o-y investment forecast (USD million)**



Source: Global Market Insights, CRISIL MI&A Consulting

### Key Drivers for Power Transmission Market in Africa

Lack of access to electricity across the African region has influenced public & private investments in the deployment of new transmission & distribution networks across the region. For instance, as per the Africa Energy Outlook 2022 report by the International Energy Agency, at present, 43% of the total population or over 600 million people in the African region, especially in the sub-Saharan Africa region, lack access to electricity, which displays the critical need for electrical infrastructure in Africa. Increasing government initiatives toward energy efficiency and grid resilience coupled with rising Public- Private Partnerships (PPPs) are further slated to complement the business scenario over the projected timeline. For instance, in February 2023, the Government of Kenya entered a Public-Private Partnership (PPP) with Power Grid Corporation of India Limited to build a 237 km transmission line under the pan-African investment firm, Africa50. This line will lead to the formation of Kenya's first privately-owned electricity transmission line, which will be built on an investment of approximately USD 298 million.

## **Latin America**

Latin America and the Caribbean (LAC) is a vast and diverse region encompassing approximately 8% of the world's population and contributing around 7% to global GDP. LAC boasts a remarkably high urbanization rate of 82%, with most cities and economic activity concentrated along its extensive coastline. LAC countries are responsible for about 6% of total global energy supply, demand, and related emissions. With over 60% of its electricity generated from renewables, primarily hydropower (45%), LAC's power sector stands out as one of the least carbon-intensive globally. Renewables present a big opportunity for the region. Latin America will add over 165 GW of renewable energy capacity from 2023 to 2028. Endowed with rich renewable energy resources, LAC boasts extensive coastlines suitable for wind power, ample sunshine for solar energy, substantial geothermal potential along the Andes, and mighty rivers for hydropower. Harnessing the full potential of LAC's renewable energy resources necessitates transporting renewable power over vast distances and challenging terrains, connecting the most promising renewable resource locations to population and economic hubs. LAC needs to add new grid transmission lines and ensuring adequate systems flexibility in power systems as the use of variable renewables generation increases.

Power sector investment in LAC is expected to increase to meet rising electricity demand and to modernise and expand grid infrastructure. As per IEA, under Stated Policies Scenario, the investments in grids are likely to increase % of total power sector investment in 2022 to around 35% in 2050 and spending well over triples from 2022 levels to around USD 30 billion by 2050. The need to satisfy growing electricity demand, incorporate renewable energy capacity, and upgrade existing grid infrastructure, including through digitalization, is driving investments in the power sector. The accelerating electricity demand and the rising penetration of renewable energy sources necessitate a significant augmentation of the supporting grids. Under Stated Policies Scenario, IEA expected that the electricity network in LAC to expand from around 9 million km of lines and cables in 2022 to 10 million km in 2030 and 13.6 million km in 2050. The expanded network is expected to enhance grid reliability, promote regional integration, and empower grids to support energy transformations across Latin America and the Caribbean. Countries like Colombia, Brazil, Peru, and Chile have effectively attracted private sector investment in transmission grids by employing a business model like the IPP model used for generation, with significant support from national and international development finance institutions.

India has been a preferred choice for supply of transmission lines and towers due to following reasons:

**Cost advantage:** cost advantage over other countries due to low labor costs, abundant raw materials, and a well-developed manufacturing sector.

**Better Quality:** High-quality products meeting international standards due to use of advanced manufacturing processes and quality control measures.

**Reliability:** Indian manufacturers have a good reputation for being reliable and meeting delivery deadlines.

**Flexibility:** Indian manufacturers are flexible and can adapt to meet the specific needs of their customers.

**Stable geo-political situation:** India has been politically stable country

Additionally due to the strategic location, India has become a preferred choice for supply of transmission lines and towers. Being centrally located in Asia, it becomes easy to ship products to different countries. Indian transportation network is also well developed making it easy to transport products to ports. As a result of these factors, India has been able to export transmission towers to a number of countries including Middle East, Africa and South-East Asia.

### ***Overview of HTLS and GAP conductors***

HTLS conductors, or high-temperature low-sag conductors, are a type of overhead power line conductor that can withstand higher operating temperatures than conventional conductors. This allows them to carry more current and transmit more power, which can be beneficial in areas with high demand or where there are restrictions on the height of transmission towers. HTLS conductors are typically made of a steel core surrounded by an outer layer of high-temperature resistant aluminum alloy. The aluminum alloy is often modified with zirconium or other elements to improve its strength and conductivity at high temperatures. HTLS conductors are available in a variety of types, each with their own advantages and disadvantages. Some of the most common types of HTLS conductors include:

- **TACIR (Thermally Upgraded Aluminum Conductor Steel Reinforced):** This type of conductor is made of a steel core surrounded by an outer layer of high-temperature resistant aluminum alloy. The aluminum alloy is often modified with zirconium or other elements to improve its strength and conductivity at high temperatures. TACIR conductors can operate at temperatures up to 250°C.
- **GTACSR (Galvanized Thermally Upgraded Aluminum Conductor Steel Reinforced):** This type of conductor is similar to TACIR, but it has a galvanized steel core. This makes it more resistant to corrosion, which can extend its lifespan. GTACSR conductors can also operate at temperatures up to 250°C.
- **ZTACIR (Zirconium Thermally Upgraded Aluminum Conductor Steel Reinforced):** This type of conductor is made with a zirconium-modified aluminum alloy. This gives it even better strength and conductivity at high temperatures than TACSR or GTACSR conductors. ZTACIR conductors can operate at temperatures up to 300°C.

- ACSS (Aluminum Conductor Steel-Cored Stressed): This type of conductor is made with a steel core surrounded by an outer layer of aluminum strands. The aluminum strands are stressed to improve their strength and conductivity. ACSS conductors can operate at temperatures up to 200°C.

HTLS conductors are a relatively new technology, but they are becoming increasingly popular as the demand for electricity grows. They offer a number of advantages over conventional conductors, including:

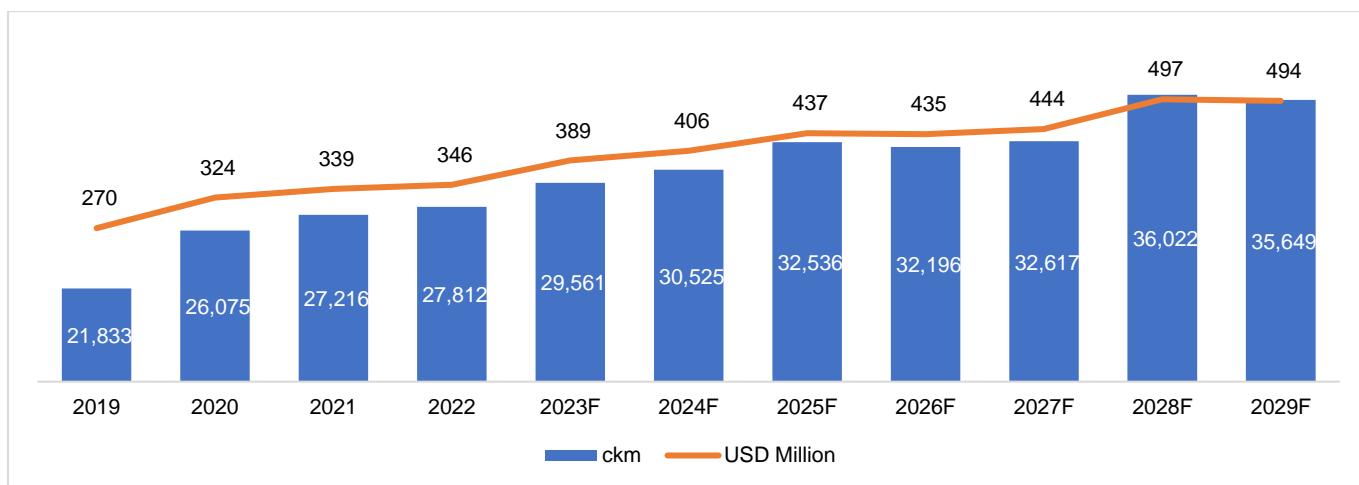
- Increased capacity: HTLS conductors can carry more current than conventional conductors, which allows them to transmit more power.
- Reduced sag: HTLS conductors sag less than conventional conductors at high temperatures, which can help to improve clearances and reduce the need for taller towers.
- Longer lifespan: HTLS conductors are more resistant to corrosion and wear than conventional conductors, which can extend their lifespan.

A gap conductor is a type of high-temperature low-sag (HTLS) conductor that is made of a steel core surrounded by an outer layer of thermal-resistant aluminum alloy wires. The gap between the steel core and the aluminum alloy wires is filled with a high-temperature resistant grease. This gap allows the steel core to move freely, which gives the conductor its special characteristics.

Conventional conductors continue to dominate the power T&D lines market as these conductors including aluminum conductor steel reinforced (ACSR) and all aluminum conductor (AAC), have been the standard choice for decades due to their proven reliability, widespread availability, and cost-effectiveness. These conductors have a well-established track record in power transmission networks and are widely used in various voltage classes and geographical regions. Although they may have lower ampacity compared to HTCs, their simplicity and familiarity make them a preferred option for many utilities and transmission companies. In addition, the replacement of existing conventional conductors with HTCs requires substantial investment and planning, which may deter some organizations from immediate adoption. However, as the need for higher power transfer capabilities and increased efficiency continues to grow, conventional conductors are witnessing gradual improvements and innovations to address some of their limitations. As the market evolves, a balance between the adoption of advanced HTCs and the continued use of conventional conductors is expected to shape the power transmission landscape in the coming years.

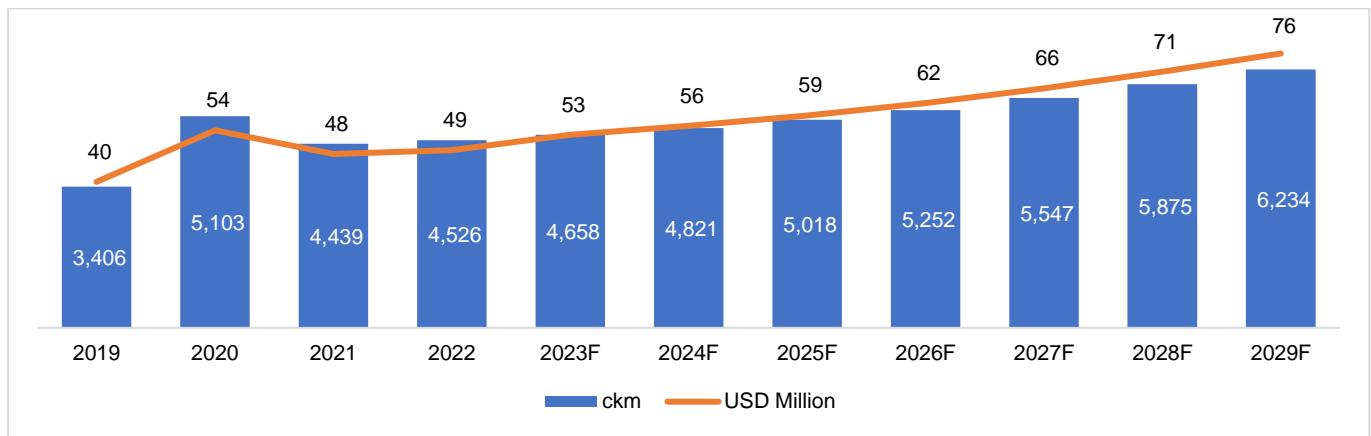
The market trend for High-Temperature Conductors (HTCs) has been experiencing significant growth and interest in recent years. As electricity demand continues to rise and power transmission networks face increasing challenges, there is a growing need for conductors that can handle higher electrical loads and offer enhanced efficiency. HTCs, such as aluminum conductor steel reinforced (ACSR) with aluminum-steel composite cores or advanced materials like aluminum conductor composite core (ACCC), are gaining popularity due to their ability to reduce sagging and increase ampacity. These conductors enable transmission lines to carry more power over longer distances, leading to improved grid reliability and performance. Moreover, as the world transitions to a cleaner and more sustainable energy mix, HTCs play a crucial role in supporting the integration of renewable energy sources into the grid, ensuring efficient power transfer from remote generation sites to population centers. Governments and utilities are increasingly investing in upgrading transmission infrastructure with HTCs, making it one of the key drivers of innovation and modernization in the power T&D industry.

**Figure 38: Global HTLS forecast FY19-FY29 (length and investments)**



Source: Global Market Insights, CRISIL MI&A Consulting

**Figure 39: Indian HTLS forecast FY19-FY29 (length and investments)**



Source: Global Market Insights, CRISIL MI&A Consulting

#### Major upcoming transmission lines and sub-station projects

**Table 19: Region-wise upcoming transmission lines up to 2028-29 in India**

Sl. No.	FY	Region	Transmission line	Length (ckm)
1.	2024-25	WR	Navsari (New) (South Gujarat) (GIS) – Padghe (GIS)	400
2.	2024-25	SR	Narendra New (GIS) - Pune (GIS) 765 kV D/c line	680
3.	2024-25	NR	Bhadla II - Sikar II 765 kV D/C line	612
4.	2024-25	ER	NKSTPP – Gaya 400kV D/c (quad) line	185
5.	2024-25	NER	Bongaigaon (POWERGRID) – Nangalbabra 400kV D/c line	280
6.	2025-26	WR	Mandsaur PS – Indore(PG) 765 kV D/c Line	400
7.	2025-26	SR	Anantapuram PS - Cuddapah 400 kV D/c line	300
8.	2025-26	NR	Bikaner-III – Neemrana-II 765 kV 2xD/c line	1,400
9.	2025-26	ER	Angul - Paradeep 765 kV D/c line	380
10.	2025-26	NER	Kathalguri (NEEPCO) – Namsai (POWERGRID) 220kV D/c line	150
11.	2026-27	WR	Halvad – Jamnagar 765kV D/c line	340
12.	2026-27	SR	Rangareddy PS - Nizamabad-II 400kV D/c line	310
13.	2026-27	NR	Bikaner-IV PS – Siwani 765 kV 2xD/c line	1,040
14.	2027-28	SR	Kurnool-IV - Bidar PS 765kV D/c line	560
15.	2027-28	ER	LILO of circuits of Angul – Sundargarh (Jharsuguda) 765kV 2xS/c lines	50
16.	2027-28	NER	Extension of Alipurduar – Bongaigaon 400kV D/c line	70
17.	2028-29	WR	±800 kV HVDC Bipole line between KPS2 (HVDC) and Nagpur (HVDC)	1200
18.	2028-29	SR	Avaraikulam Onshore PS – Tuticorin PS 400 kV D/c quad line	200
19.	2028-29	NR	±800KV HVDC line (Hexa lapwing) between Bhadla-3 & Fatehpur	1,900

Source: CTUIL ISTS Rolling plan 2028-29 Report; CRISIL MI&A Consulting

**Table 20: Region-wise upcoming substations up to 2028-29 in India**

Sl. No.	FY	Region	Substations	Transformation capacity (MVA)
1.	2024-25	WR	Establishment of 765/400 kV, 4x1500MVA, KPS2 (GIS)	6,000
2.	2024-25	SR	Establishment of 2x1500 MVA, 765/400 KV Pooling station at suitable location in Kurnool Distt. (Kurnool-III)	3,000
3.	2024-25	NR	Establishment of 765/400 kV, 3X1500 MVA GIS substation at Narela	4,500
4.	2024-25	ER	400/220kV, 2x500MVA ICTs along with associated bays (220kV bays in GIS and 400kV bays in AIS) at Banka	1,000
5.	2024-25	NER	Establishment of new 220/132kV, 2x160MVA substation at Nangalbabra	320
6.	2025-26	WR	Establishment of 765/400 kV, 2x1500 MVA	3,000
7.	2025-26	SR	Establishment of 3x1500MVA (765/400kV) Bidar PS	4,500
8.	2025-26	NR	Establishment of 6x1500 MVA, 765/400kV & 5x500 MVA 400/220kV Bikaner-III Pooling Station	9,000
9.	2025-26	ER	Establishment of Paradeep 765/400kV, 2x1500MVA GIS substation	3,000
10.	2025-26	NER	400/220kV, 2x500MVA ICTs at Gogamukh	1,000
11.	2026-27	WR	Establishment of 4x1500 MVA, 765/400 kV & 2x500 MVA, 400/220 kV Boisar-II	6,000
12.	2026-27	SR	Establishment of 765/400kV 4x1500 MVA Pooling Station near Nizamabad	6,000

Sl. No.	FY	Region	Substations	Transformation capacity (MVA)
13.	2026-27	NR	Establishment of 765/400 kV, 6x1500 MVA S/s at suitable location near Siwan	9,000
14.	2027-28	SR	Augmentation of transformation capacity at 765/400 kV Nizamabad-II by 2X1500 MVA	3,000
15.	2028-29	WR	Establishment of 6x1500MVA, 765/400 kV ICT at Nagpur SS	9,000
16.	2028-29	SR	Establishment of 3x500 MVA, 400/230 kV Onshore Pooling Station near Avaraikulam	1,500
17.	2028-29	NR	Establishment of 5x1500MVA, 765/400KV ICTs at Fatehpur(HVDC)	7,500

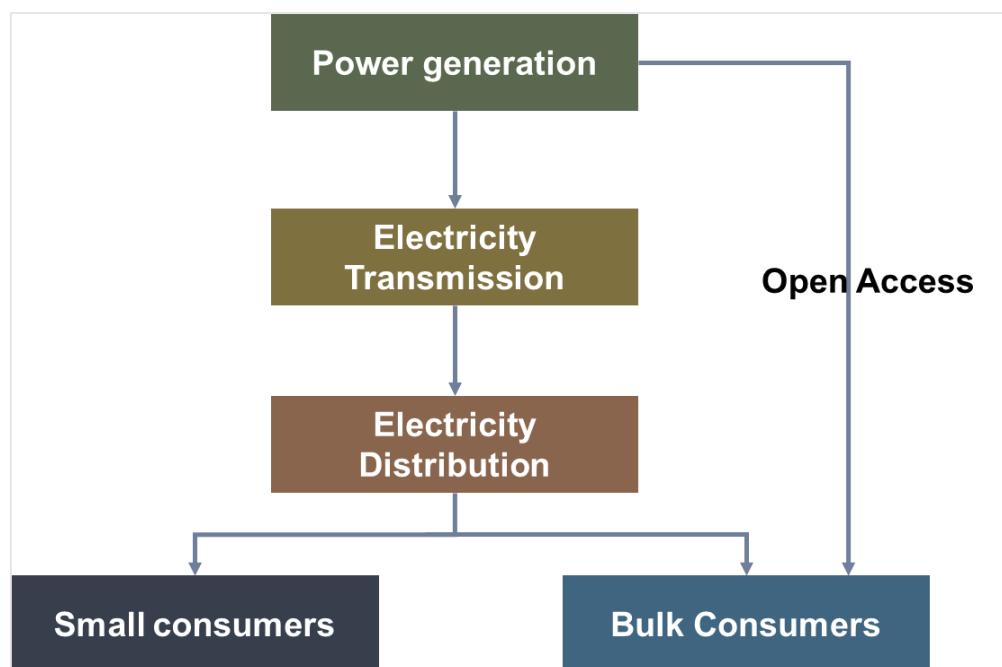
Source: CTUIL ISTS Rolling plan 2028-29 Report; CRISIL MI&A Consulting

## Overview of power distribution sector

### Regulatory overview - India

The Government of India facilitates efforts of states to provide power to consumers in an improved manner. Electricity is a concurrent subject & responsibility of distribution rests with states. The Electricity Act, 1910 regulated India's power sector for almost a century. Post-independence, the Electricity (Supply) Act 1948 was introduced. Post 1991, various changes have been introduced for transforming power sector in India. Earlier, State Electricity Boards (SEBs) were largely responsible for power supply with few private sector licensees in urban areas like Mumbai, Delhi, Kolkata etc. In 1998, Central Government introduced Electricity Regulatory Commissions Act, 1998 wherein responsibility of tariff setting vested with regulatory commissions. However, enactment of the Electricity Act 2003 brought major reforms in power sector. The Act de-licensed power generation and also made provision of private transmission licenses and the distribution licensee. Thus, power T&D activity became licensed activity. The SEBs were also unbundled into three separate business segment of generation, T&D segments.

Figure 40: Power sector in India



Source: Industry, CRISIL MI&A Consulting

The distribution sector consists of power distribution companies (discoms) responsible for the supply and distribution of energy to consumers such as industrial, commercial, agricultural, domestic, etc. At a national level, MoP and MNRE are responsible for policy making whereas state-level policies are framed by energy/power departments of respective State Governments/ Union Territories. At the state-level, State Electricity Regulatory Commissions (SERCs) are responsible for framing Regulations for power generation, electricity transmission and distribution. Most of the regulations are largely inspired by Centre-level policies/regulations with SERCs modifying them considering state-level issues and prevailing conditions. Some of the key distribution regulations are discussed below:

- State Grid Code Regulations: A single set of technical and commercial regulations, encompassing all the utilities connected to/or using Intra State Transmission System (InSTS) and governing the relationship between various users of InSTS, SLDC (State Load Dispatch Center) and RLDC (Regional Load Dispatch Center).

- Electricity Supply Code and Standards of Performance for Distribution Licensees Regulations: Regulations that govern the distribution of electricity of India by laying down guidelines and standards to be followed by all discoms to ensure reliable and efficient supply of electricity to consumers.
- Consumer Grievance Redressal Forum & Electricity Ombudsman Regulations: The CGRF & EO provide a mechanism for consumers to resolve their complaints about electricity supply and ensure the protection of consumers' rights by facilitating fair treatment by discoms.
- General Conditions of Distribution License Regulations: The GCDLR lays down the roles and responsibilities of distribution licensees, the standards of performance that they are required to meet, and the procedure for dealing with consumer complaints. They also specify the financial and technical requirements that distribution licensees must meet to be granted a license.
- Trading License Conditions Regulations: A trading license allows an entity to buy and sell electricity in the wholesale market. These regulations lay down the requirements that the entity must meet to acquire a trading license, as well as the obligations that they must comply with once they have been granted the license.
- Distribution Open Access Regulations: The DOA enables consumers to purchase electricity from sources other than their distribution licensee, such as power exchanges or renewable energy generators, thus giving consumers additional flexibility in sourcing their electricity supply and promoting competition in the electricity market. It includes procedures for consumers to obtain OA to the distribution grid, the charges they must pay, and the rights and obligations of the consumers as well as distribution licensees.
- Multi Year Tariff Regulations: MYT regulations give clarity to transmission licensees, distribution licensees, generating companies, consumers, and other stakeholders with regards to the principles governing determination of revenue requirement and tariffs in each state. They usually cover a period of 3-5 years and are based on factors such as cost of power generation, cost of transmission and distribution, and expected electricity demand. The regulations also include provisions for adjusting tariffs in case of changes in any of these factors.
- Terms and Conditions for Determination of Renewable Energy Tariff Regulations: These provide developers with an estimated tariff that will cover their costs and enable them to make a suitable return on investment, while ensuring that consumers benefit from lower cost of RE power. They generally cover a period of 25 years where the tariff is determined on a levelized basis and can be adjusted periodically to reflect changes in the cost of RE technology, financing cost, and expected demand for RE power.
- Renewable Purchase Obligation Regulations: Entities are required to purchase a certain share of electricity from RE sources, as a percentage of the total consumption of electricity. The total purchase obligation (including solar, wind, hydro and other) as laid down by the Ministry of Power is 27.08% in FY2023-24 and has been set at 43.33% for FY2029-30.
- Forecasting, Scheduling and Deviation Settlement for Solar and Wind Generation Regulations: Solar and wind generators are required to submit day-ahead forecasts of their generation, while specifying the procedures for scheduling and dispatching solar and wind generation. The regulations set out the rules for dealing with contingencies from weather change or deviations from forecasts, by means of penalties for generators that go over and under their targets.
- Net Metering for Roof-top Solar PV Systems Regulations: Net metering allows consumers with rooftop solar PV systems to offset their electricity consumption with their own generation by crediting consumers for the excess electricity they generate and consume and billing them only for the net amount of electricity imported from the grid. Net metering was capped at 10kW in December 2020 which was amended to 500 kW in June 2021.

#### ***Ujwal DISCOM Assurance Yojana (UDAY)***

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 aggregate technical and commercial (AT&C) losses, and delays in subsidy payments by state governments. This has adversely impacted power offtake by discoms and led to delays in payments to generation companies. Both the financial and operational performance of discoms started to improve post implementation of Ujwal DISCOM Assurance Yojana (UDAY), but the situation reversed and worsened again once the scheme ended in March 2019.

Under the UDAY scheme, states took over 75% of discom debt as on September 30, 2015, over a period of two years – 50% in fiscal 2016 and 25% in fiscal 2017. The balance 25% was to be converted by lenders into loans or bonds at an interest rate not more than the banks' base rate plus 10 basis points. Alternatively, this debt could be fully/partly issued by the discoms as state guaranteed bonds at prevailing market rates, which were to be equal to or less than the banks' base rate plus 10 bps. The scheme envisaged reduction of the cost of power through measures such as additional supply of domestic coal (at notified prices), coal linkage rationalization through swap agreements, supply of washed and crushed coal, and supply of cheaper power from NTPC and other central public sector units (as part of central allocation of power to states), if available through a higher plant load

factor. Implementation was mixed with policy-level support but limited traction on the ground. While coal linkage rationalization under the SHAKTI scheme did benefit several projects, and domestic supply also improved, the effect has been temporary or partial.

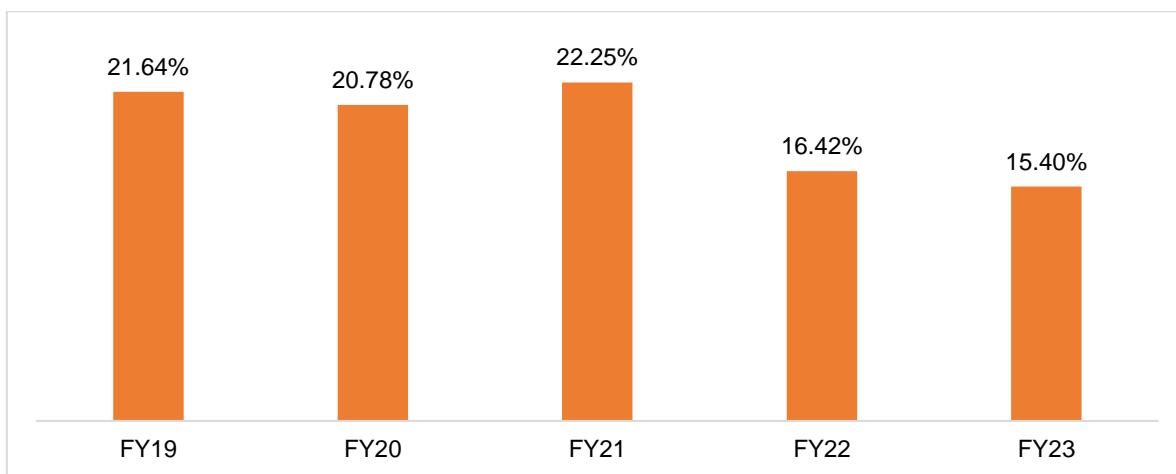
#### **Improvements in operational efficiency**

Operational efficiency improvements were planned through smart metering, upgradation of infrastructure (including transformers), and use of energy-efficient LED bulbs, pumps, and other heavy electric equipment. Through GoI schemes such as Integrated Power Development Scheme (IPDS) and Deen Dayal Upadhyaya Gram Jyoti Yojana (DDUGJY), additional/priority funding (depending on achievement of operational milestones) was being made available to target reduction in AT&C losses. However, the earlier target of 15% by the end of fiscal 2019 from ~23.7% in fiscal 2016 was not achieved.

AT&C losses reduced to 15.4% in fiscal 2023, significantly lower than 20.8% in fiscal 2020 and 22.3% in fiscal 2021. AT&C losses were considerably high in fiscal 2021, as COVID-19 adversely impacted both billing and collection efficiencies. However, AT&C losses reduced by ~3% even when compared with the pre-pandemic level (fiscal 2020).

The AT&C loss trend indicates that the improvement was driven by collection efficiency, which improved from 93.1% in fiscal 2020 to 97.3% in fiscal 2023 and billing efficiency which improved to 87.0%.

**Figure 41: AT&C loss trajectory (%)**



Source: PFC, CRISIL MI&A Consulting

#### **Other distribution reforms planned by the government to revive the sector**

The government plans to implement several policies to resolve the issues of the distribution segment, as it impacts the entire value chain. Key announcements pertaining to this are as follows:

*Rs 3 trillion RDSS aiming to improve operational and financial parameters of discoms* — In Union Budget 2021-22, the GoI announced the Revamped Distribution Sector Scheme (RDSS) with an outlay of Rs 3.04 trillion, partly funded by the GoI to the tune of Rs 976 billion, aimed at reducing financial stress across discoms. The package, slated to be distributed over the next five years, will subsume other schemes (DDUJY and IPDS) under its ambit. As has been the case with the Atmanirbhar Bharat discom liquidity package, PFC and REC will be the key nodal lenders for disbursal of funds to discoms. The GoI has laid down the guidelines and criteria for availing funding under the scheme, which aims to improve operational efficiency, distribution infrastructure, and governance and compliance standards of state discoms. The key criteria proposed in the scheme are explained below.

**Figure 42: Key criteria of RDSS**

Parameter	Target/objective under RLRDS	Current status	Potential and Impact
ACS-ARR	National target of zero by fiscal 2025	Avg. ACS-ARR gap has increased from Rs 0.55 per unit in fiscal 2017 to Rs 0.77 per unit in fiscal 2022 due to worsening in fiscal 2021. Exception states were Gujarat, UP, Rajasthan, Andhra Pradesh and Maharashtra, which saw ACS ARR reduction in fiscal 2022 over fiscal 2017	Stringent cost-cutting through shift towards cheaper sources of power such as RE, efficient management of operating costs, capital support through equity infusion and access to low-cost debt is required to be combined with timely tariff hikes in order to achieve the target. Weaker states are likely to remain laggards, however efficient states such as Gujarat, Maharashtra and Andhra Pradesh could lead the pack, offsetting performance of weak states.
AT&C losses	National target of 12-15% by fiscal 2025	AT&C losses of states under consideration reduced from 23.2% in fiscal 2017 to 20.7% in fiscal 2022, incentivized by UDAY reforms and improvement in billing and collection efficiency. However, certain states such as Telangana, and Madhya Pradesh have seen an increase in losses. The losses for these states after increasing to 24.2% in fiscal 2021 due to pandemic impact on collection efficiency in fiscal 2021, are likely to moderate to 13-14% by fiscal 2027.	Improvement in billing efficiency through strengthening of distribution network, installation of smart meters, and theft reduction, as well as increase in collection efficiency through pro-consumer payment mechanisms, incentivising timely payments, and improving collection systems could be instrumental in meeting the target. Weaker states such as Uttar Pradesh, Bihar, Madhya Pradesh and Andhra Pradesh, will have to exhibit substantial improvement for achieving the target.
Parameter	Target/objective under RLRDS	Current status	Potential and Impact
Tariff Reforms	Cost-reflective tariff to ensure profitability	Historically, tariff hikes have not been in line with increase in power purchase costs (PPC), resulting in under-recovery of costs for state discoms and affecting their profitability.	Cost-reflective tariffs could ensure fair recovery of costs through increased revenue, resulting in improved profitability. However, higher tariffs could translate to increased cost burden on consumers, particularly industrial and commercial categories that are already paying higher tariffs due to cross-subsidisation.
Direct Benefit Transfer (DBT)	Direct transfer of the subsidy to end-consumers	Currently, subsidy is transferred by state governments to respective discoms for power supplied to subsidised consumer categories, typically agri. consumers, with subsidy received-to-booked ratio at 99% in FY22 for states under consideration. However, certain states such as Madhya Pradesh, Karnataka and Telangana are known to have weaker performance than peers. The ratio is expected to remain stable at over 99% considering RDSS mandate of compulsory payment of pending subsidy.	DBT is expected to shift financial burden from discoms to consumers and state governments, with subsidised consumers having to pay designated tariffs, even as state govt. has to make timely direct transfers to concerned consumers. However, states with weaker finances could falter in payments, which could trigger defaults by subsidised consumers, thereby impacting collection efficiency and profitability of respective discoms.
Working capital rationalization	Payables days to Creditors for the year under evaluation to be equal to or less than the projected trajectory	Payables to power gencos remain abysmally high due to weak financial position of state discoms, largely on account of stretched receivables from consumers, particularly economically weaker sections and government departments. Funds disbursed under Atmanirbhar Bharat discom liquidity package have aided repayments to gencos in fiscal 2021 and fiscal 2022, however payables persist at alarmingly high levels.	Timely payments by consumers are essential to improve liquidity position of state discoms', which, in turn, can reduce payables days, thereby improving working capital cycle. Increasing collection efficiency and successful implementation of DBT could be crucial for the same.
Parameter	Target/objective under RLRDS	Current status	Potential and Impact
Hours of Supply (Rural)	Govt. aiming for 24*7 power for all under a parallel program	Rural areas received power supply for an average ~20 hours daily across India as of June 2022.	Reducing leakages in distribution network through timely infrastructure upgrades as well as improving billing and collection efficiency in rural consumers could facilitate achievement of the target.
DT metering and Smart metering	Non-Agri. and Agri. DT metering to be completed by June 2023 and March 2025 respectively Smart metering to be completed by March 2025	DT metering in urban and rural areas has reached 95% and 68% as of July 2021, whereas smart metering has reached ~10%.	100% DT metering and smart metering could enable accurate and timely tracking of power consumed, thereby increasing billing efficiency of discoms, consequently reducing their AT&C losses
Corporate Governance and Compliance	Discoms to publish audited annual accounts by December-end of following fiscal year for the first two years of the scheme, and by September-end from third year onwards Tariff orders to be issued by SERCs by April 1 of new fiscal year	Audited annual accounts are typically published by state discoms after a lag of at least 12 months, whereas tariff orders are issued by SERCs 4-8 months after commencement of a new fiscal year.	Timely filing of tariff orders and annual accounts could ensure efficient implementation of new tariff schedule as well as improve overall governance standards and compliance of discoms.

Source: Ministry of Power, CRISIL MI&A Consulting

Electricity Act 2003: The Act consolidated laws relating to generation, transmission, distribution, trading and use of electricity and promoted measures conducive to development of the electricity industry. The Act introduced competition by unbundling State Electricity Boards into generation, transmission, and distribution companies, delicensing generation, facilitating open access, and enabling captive generation and introducing power trading. It increased transparency by establishment of Regulatory Commissions and national Appellate Tribunal. It aided cost recovery and commercial viability by introducing strict provisions to reduce power theft, ensuring competitive procurement, rationalization of tariffs, progressive reduction, and elimination of subsidies, and providing push for 100% metering. It further promoted renewable energy by introducing RPOs.

The 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, the success of this scheme has been limited so far, due to various loopholes utilised by discoms and the lower bargaining power of independent power producers (IPPs).

In June 2022, the MoP notified Late Payment Surcharge and Related Matters Rules, 2022, to tackle the mounting payables to generation companies and transmission companies. The rules provisioned for converting discoms' outstanding dues to these companies into equated monthly instalments (EMIs) for gradual liquidation of these dues. Further, to promote timely payment of current power bills, the power supply would be regulated for discoms that fail to clear their bills one month after the due date of payment or two-and-a-half months after the presentation of the bill by the generating company.

### ***Distribution investments of ~Rs 3.0-4.0 trillion expected over FY2025-29***

Investments in the segment are likely to gradually pick up fiscal 2024 onwards with central / state government(s) expected to provide the required funding support. The distribution segment is expected to attract investments worth Rs 3-4 trillion over fiscals 2025 to 2029 vis-à-vis ~Rs 3.3 trillion between fiscal 2019-2024 led by the government's thrust on the Revamped Distribution Sector Scheme, improving access to electricity and providing 24x7 power to all.

Several foreign institutions such as Japan International Cooperation Agency (JICA) and Asian Development Bank (ADB) are also expected to extend credit to the distribution sector. For instance, ADB approved a \$48 million loan to finance the expansion and upgrading of the power distribution system in Assam, and strengthening the institutional capacity of Assam Power Distribution Company Ltd. It covers a part of the state's power sector road map for enhancing the sub-transmission and distribution capacities to improve operational efficiency and electricity supply to end-users. In December 2020, the ADB approved a loan of \$190 million to Bangalore Electricity Supply Company Ltd for modernisation of the power distribution system in Bengaluru city in Karnataka. The project aims to convert 7,200 kilometers (km) of overhead distribution lines to underground cables with parallel installation of 2,800 km of fiber optic communication cables, which could protect distribution lines from natural hazards and interference, thereby reducing technical and commercial losses significantly. Uttar Pradesh Power Distribution Network Rehabilitation Project (the Project) will provide improved electricity supply to rural areas of Uttar Pradesh state of India in a financially sustainable manner. The project is estimated to cost USD 800 million out of which USD 430 million will be funded by ADB.

Some states such as Rajasthan, Madhya Pradesh, Punjab, and Chhattisgarh are also expected to continue to receive state government funding in the form of equity infusion for system upgradation projects, as witnessed in the past.

### ***Key growth drivers in the distribution sector***

Some of the key growth drivers for the distribution segment across regions are:

#### **Increasing energy demand across developing region**

Regions such as Asia Pacific and Africa have experienced robust economic growth and rapid urbanization, leading to the increasing demand for electricity. Governments and utilities are investing in the expansion and upgradation of transmission & distribution infrastructure to meet the growing energy needs. In addition, the lack of access to electricity across the African region has influenced public & private investments in the deployment of new networks across the region.

#### **New electrification, refurbishment & retrofit of existing grid infrastructure**

The industry is largely being driven by the modernization and revamping of the existing grid infrastructure across various countries & regions including the US and Africa. Rapid grid extension across national borders coupled with the rising tendency of trans-border electricity trading to accomplish electricity access in peri-urban & rural areas will propel product demand. Moreover, shifting focus toward the expansion of power grid networks to remote locations, followed by the continuous integration of sustainable grid infrastructure to ensure security supply will augment the business spectrum.

#### **Growing renewable integration**

A wide number of economies including the US, Africa & Asia Pacific have set ambitious targets for renewable energy adoption. The integration of renewable sources, such as solar, wind & hydroelectric power, requires the development of efficient lines to transport clean energy from generation sites to consumption centers. In addition, favorable government incentives & reforms to support the adoption of renewable energy and consequently provide electricity access across rural areas will also considerably drive industry growth. The rapid expansion of renewable networks to cater to rural & remote areas with limited grid access coupled with growing investments by public & private players will further encourage the deployment of renewable energy.

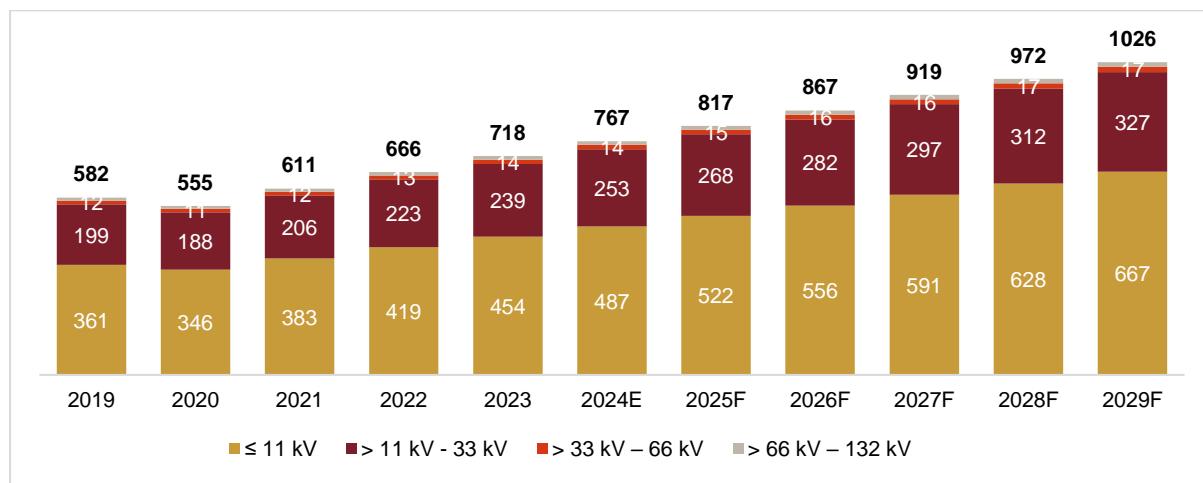
#### **Rising peak load demand**

Developing economies across Asia Pacific have consistently been prone to power lags and frequent electricity failures. Rising investments to establish a sustainable electrical network coupled with favorable regulatory reforms pertaining to electrification across grid-isolated areas have been the prime regulatory & competitive focus in the region. The increasing peak load demand across the developed countries of the region is leading to concerns pertaining to grid stability and supply security. The ongoing measures to refurbish conventional grid infrastructure such as the rapid adoption of smart transmission & distribution technologies are augmenting investments and streamlining operational performance.

### ***Country-wise/Region wise review and outlook on distribution sector***

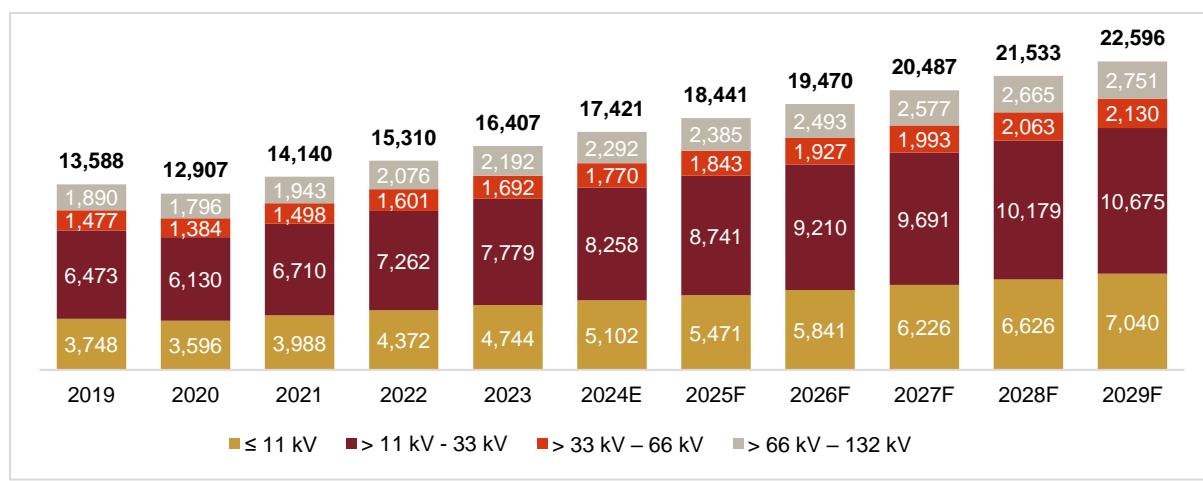
#### **India**

**Figure 43: India voltage-wise distribution lines y-o-y additions forecast ('000 ckm)**



Source: Global Market Insights, CRISIL MI&A Consulting

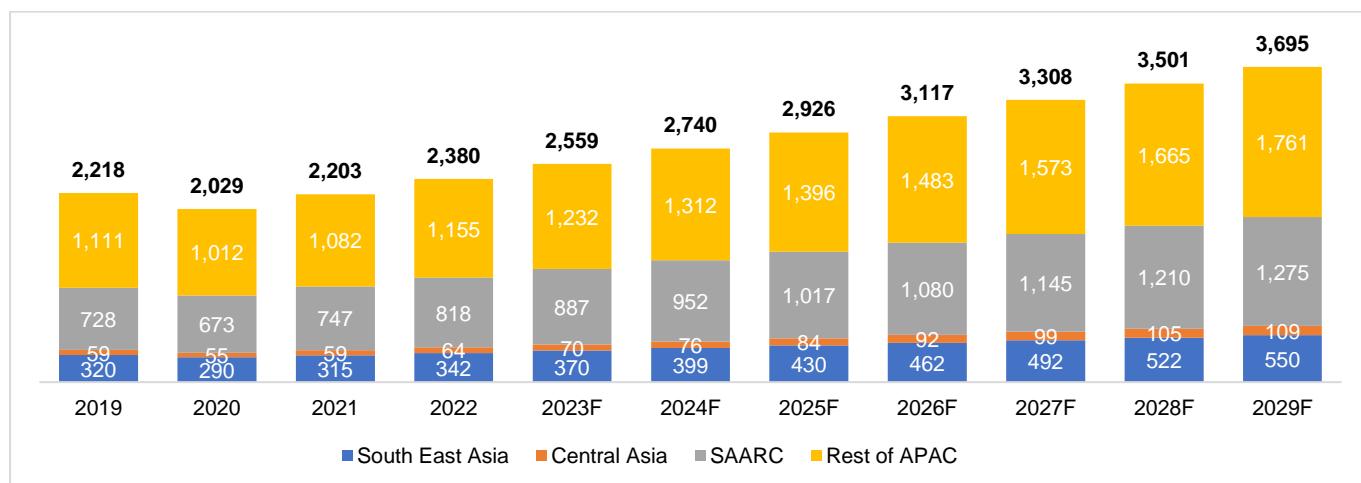
**Figure 44: India voltage-wise distribution lines y-o-y investment forecast (USD million)**



Source: Global Market Insights, CRISIL MI&A Consulting

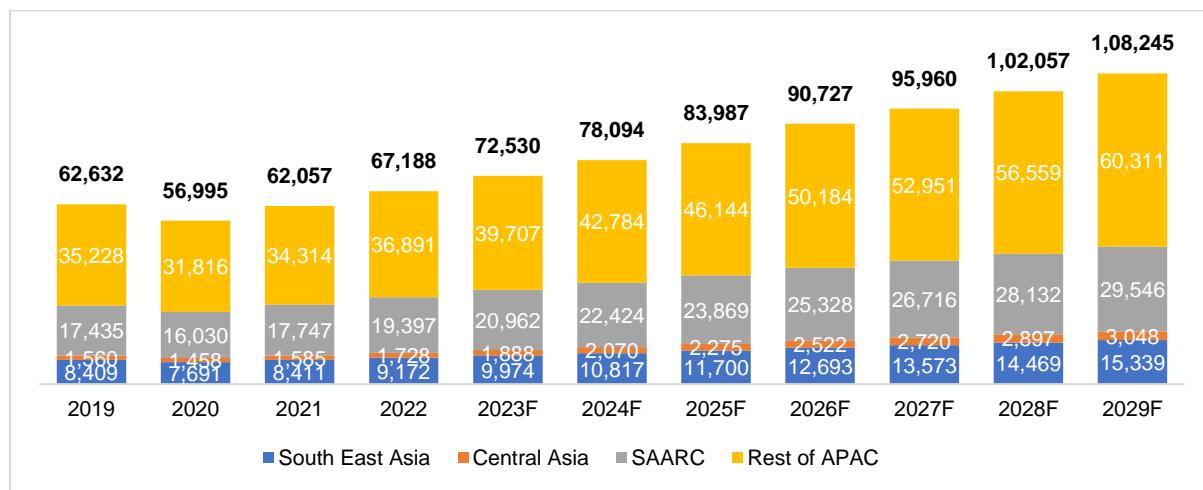
### Asia Pacific

**Figure 45: Asia Pacific distribution lines y-o-y additions forecast ('000 ckm)**



Source: Global Market Insights, CRISIL MI&A Consulting

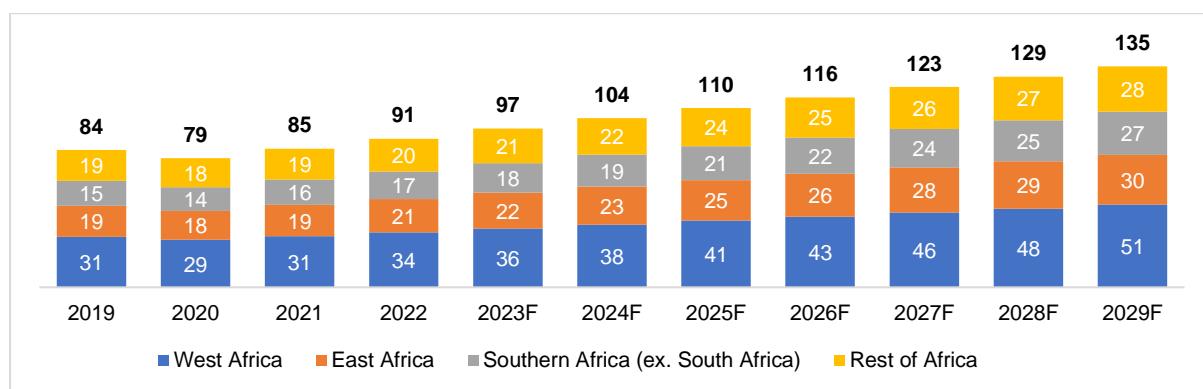
**Figure 46: Asia Pacific distribution lines y-o-y investment forecast (USD million)**



Source: Global Market Insights, CRISIL MI&A Consulting

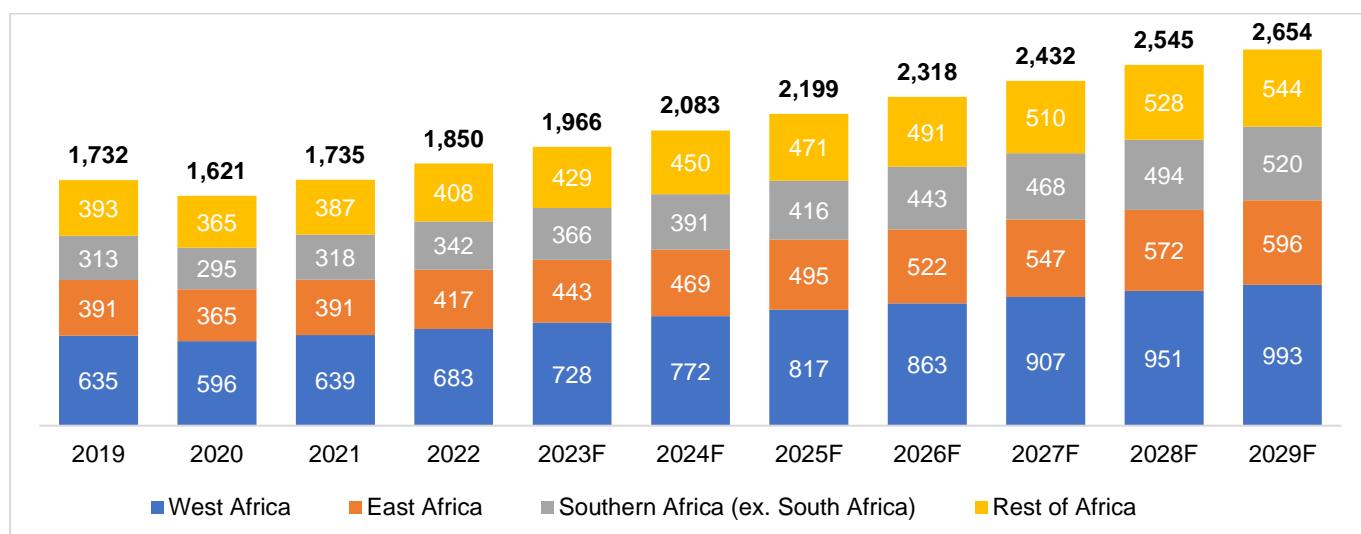
## Africa

**Figure 47: Africa distribution lines y-o-y additions forecast ('000 ckm)**



Source: Global Market Insights, CRISIL MI&A Consulting

**Figure 48: Africa distribution lines y-o-y investment forecast (USD million)**



Source: Global Market Insights, CRISIL MI&A Consulting

## An overview of the roads and highways sector in India

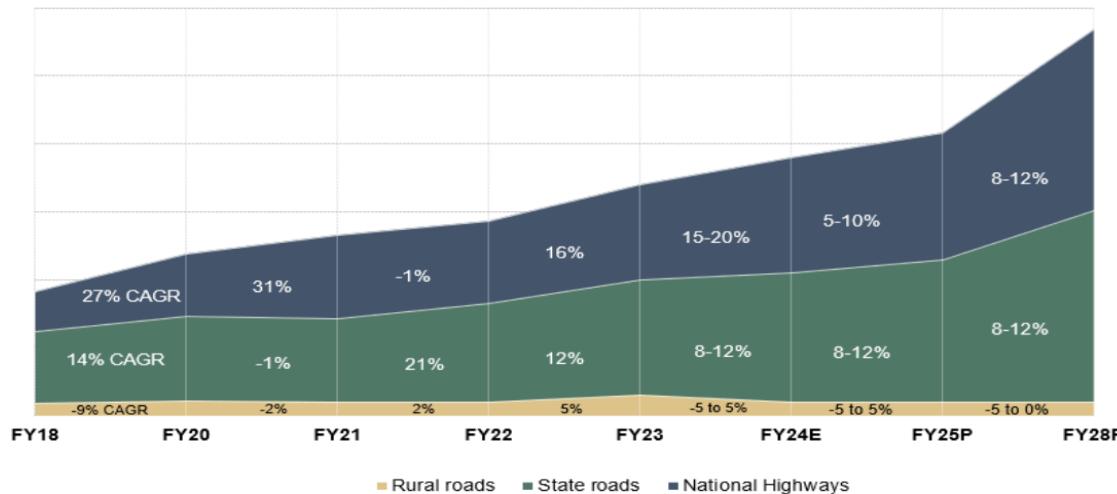
### Strong government thrust likely to deliver steady growth in fiscal 2024 for road capex

Overall road sector capex, comprising of National Highways, State Highways and rural roads is estimated to have grown at a CAGR of 14% between fiscals 2018 and 2023. This growth, driven by Bharatmala and increased state spends on roads has been

achieved despite brief hiccups such as the pandemic and hampered construction due to elongated monsoons. The outlook of the sector also remains firm supported by higher awarding of previous fiscals, Bharatmala, NIP pipeline of DPR ready projects and steady state capex.

The national highway segment contributes around 40-45% of the overall capex. While the execution remained flat in fiscal 2023 vis-à-vis fiscal 2022, capex grew by 16% due to a rise in construction of high value projects and high commodity prices. In fiscal 2024, CRISIL MI&A consulting estimates the national highway capex to have grown by 15-20% driven primarily by increased execution.

**Figure 49: Government spends on road sector**



Note: E-Estimated, P-Projected

Source: MoRTH, CRISIL MI&A Consulting

On the low base of fiscal 2021, the state spends grew by 21% in fiscal 2022 and are estimated to have grown further by 10-13% in fiscal 2023 largely in line with the growth in budgetary outlay. In fiscal 2024, state spends have gone further by 8-12% as their percentage achievement of budgetary allocations are largely in line with historical average.

#### **Overview of bridges and elevated road projects**

With the government increasing the target for investments in national highways over the next five years, construction of bridges and elevated roads is also expected to rise substantially supported by road capex, safety and traffic regulation concerns for village / town intersection, and robust connectivity between national highways.

India is one of the fastest growing markets for tunnel construction, with the tunnelling industry witnessing high growth and willingness to adopt advanced technologies. Over the past few years, the size of tunnelling projects has witnessed a substantial increase. Almost all the upcoming tunnel projects are lengthier, have larger diameters, and are of even higher contract values. Increasing investments in tunnel construction have boosted the tunnel equipment market as well. Going forward, as pressure to increase the productive economic and social utilisation of land heightens, there will be greater need to construct underground structures in the metro, water and sewerage, and road sectors

Key factors that will aid the growth in tunnelling projects are:

- Sharper focus on development of road network in mountainous regions, such as Jammu & Kashmir and Ladakh and the northeast.
- More expressways planned across the country. These roads require tunnels to serve their purpose — reduce travel time. With about 27 greenfield corridors which include both greenfield expressways and access-controlled highways planned over the next five years, tunnel construction will also gain momentum
- Availability of advanced technology is crucial to building efficient construction of tunnels

Following are some of the landmark and challenging highway tunnel projects under planning and execution stages:

- Zojila tunnel — It is under construction on the Srinagar-Leh section of the NH 1. It is 14.2 km long and connects Baltal and Minamarg. Built at an altitude of 11,578 m above the sea level, the Zojila tunnel will be India's longest road tunnel. It will ensure safer, all-weather connectivity between Leh, Kargil and Srinagar
- Char Dham tunnel, which is 4.5 km long

- Under-water tunnel in the Brahmaputra River in Assam
- Mumbai undersea tunnel — Twin tunnels are being built as part of the Mumbai Coastal Road Project. Of their 2.07 km length, a kilometre will be under the sea

#### **Tunnelling opportunity:**

Tunnelling infrastructure opens immense opportunities for contractors, consultants, technology and equipment providers, material suppliers etc. over the long term. The per km cost of tunnel construction can vary between Rs.2,000-3,000 million/Km. With more industry players tying up with international players, either for risk assessment, design or construction technology, risks in project construction will decline and ensure timely completion.

The scope of tunnel projects is also expanding as a result of growing urbanization and the increasing demand for better infrastructure. The roads and highways sector witnessed limited tunnel construction, with some in hilly regions.

#### **Bridges and elevated roads require more per km spending as compared to non-elevated road**

Bridges and elevated roads contribute to nearly 4-5% of national highway construction in terms of Kms but contributes to 10-15% in terms of construction spends.

Based on primary sourcing from some major EPC road construction players and technical consultants CRISIL estimates that for every 50Km of 4 lane highway stretch average 4-5% Major Bridge of (2-3 Kms length) is constructed.

**Figure 50: National Highway Road construction (Kms)**



Note: E-Estimated, P-Projected

Source: MoRTH, CRISIL MI&A Consulting

**Figure 51: Bridges and elevated road construction (Kms)**



Note: E-Estimated, P-Projected

Source: MoRTH, CRISIL MI&A Consulting

**Table 21: Average cost of construction**

Parameter	Average Cost (Rs. Mn. Per Km.) *
Road Construction	140-150
Road + Bridge	300-350
Bridge Construction	850-900
Factor: Bridge/Road construction (x)	6.5-7.0x

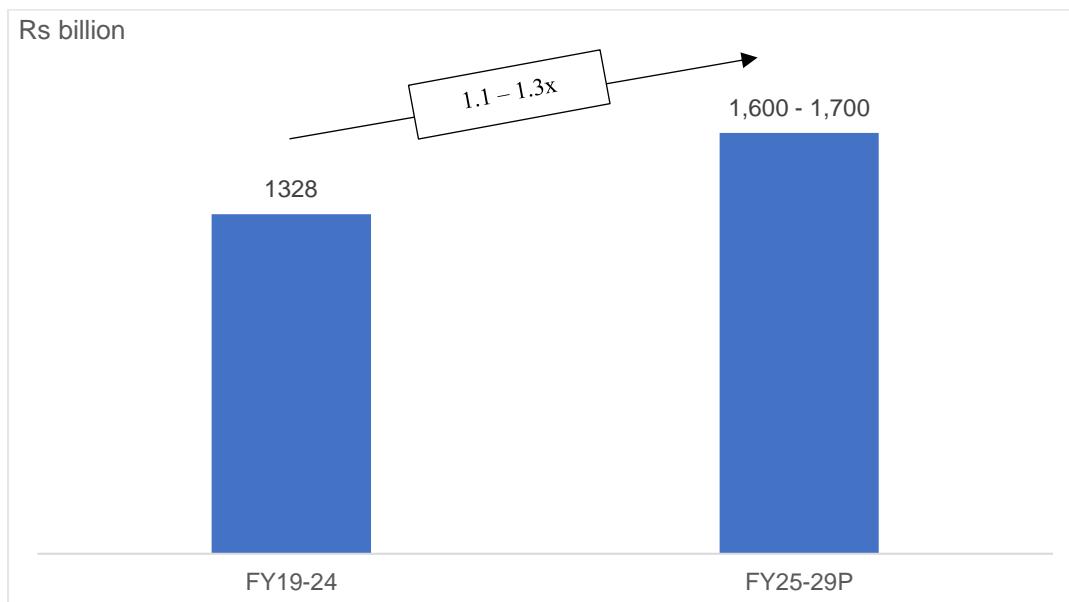
\*Based on primary interaction with major EPC payers

Source: CRISIL MI&A Consulting

#### **Bridge and elevated road construction is expected to see 1.1-1.3x times rise**

CRISIL estimates the construction spend on bridges and roads for national highways at Rs. 1,328 billion between fiscal 2019 and 2024. Going forward, over the next five year that is from fiscal 2025 to 2029, spending on bridges and elevated will be supported by rise in spend on elevated expressways, rise in construction of national highways and robust road network connection. With this CRISIL MI&A consulting expects the spending on bridges and roads to increase by 1.1-1.3x times to Rs. 1,600-1,700 Bn between fiscal 2025 and 2029.

**Figure 52: Construction of bridge and elevated roads**



Note: P-Projected

Source: MoRTH, CRISIL MI&A Consulting

#### **Railways sector in India**

##### **Developments and investments in the sector**

###### **Share of various infrastructure segments in total construction spend**

The total construction spends in the infrastructure segment over fiscals 2020 to 2024 was Rs 29-31 trillion. Of this, the roads sector accounted for ~50%, while railways contributed ~15% share.

**Table 22: Railways and roads dominated by public funds; to lead growth in infrastructure**

Sector	FY20-24 CAGR	FY24 (Rs trillion)	FY25P growth	FY25-29P/ FY20-24	Source of funds FY25-29P		
Roads	13%	3.8	11-13%	1.8x	60%	21%	19%
Power	12%	0.4	9-11%	1.5x	16%	30%	54%
Railways	15%	1.1	5-7%	1.7x	84%		16%
Urban Infra	33%	1.4	4-6%	1.8x	43%	53%	4%
Irrigation	11%	0.9	6-8%	1.5x	9%	91%	
Other infra	8%	0.2	6-8%	1.2x	Centre		State
Total infra	16%	8.0	7-9%	1.7x	Private		

Source: CRISIL MI&A Consulting

Going forward in the period fiscal 2025-2029 overall construction investments are expected to be 1.7 times the investments in fiscal 2020 to fiscal 2024 period primarily driven by central government sponsored schemes.

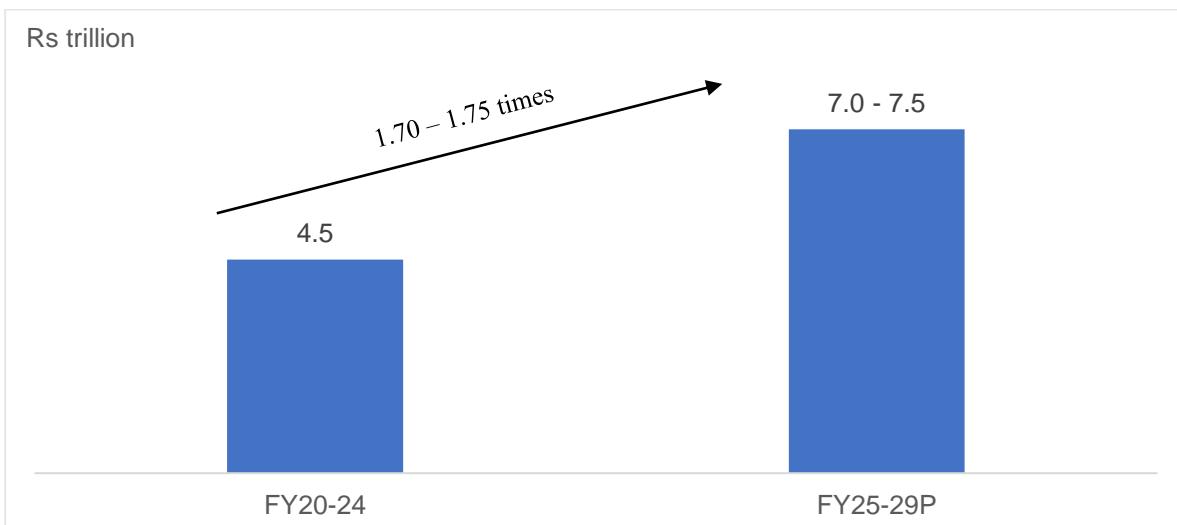
#### ***Construction spends in railways to record by ~1.7 times during fiscal 2025-29***

CRISIL MI&A consulting expects a 5-7% rise in investments in railways in fiscal 2025 led by rise in budget allocation for railways, implementation of high value projects such as the Mumbai-Ahmedabad Bullet train, gaining traction in station redevelopment and completion of the freight corridor. The rise is owing to government focus on completion of DFC projects, traction in high-speed rail, investment in newer avenues such as Vande Bharat trains and rising focus on station redevelopment program. A construction capex of Rs 7.0-7.5 trillion is seen during fiscal 2025-29 compared to 4.5 trillion during fiscal 2020-24 led by investments in network decongestion, dedicated freight corridors and high-speed trains.

The central government announced a capital outlay of Rs 2.6 trillion for the Indian Railways in the Union Budget 2024-25. The rise is due to planned investments in the manufacture of 400 new generation Vande Bharat trains and development of 100 PM Gati Shakti cargo terminals for multimodal logistics.

With construction investments over fiscal 2025 and 2029 expected to rise by 70-75% over the preceding five years during fiscal 2020 to 2024, raising funds through external agencies, IEBR and via PPP would be a key monitorable. The railways had initiated the station redevelopment program and the new cargo policy from 15th December 2021 which should aid the ministry in garnering funds for deployment in its core functions of network decongestion/doubling and electrification.

**Figure 53: Construction spend in the railway sector (Rs trillion)**

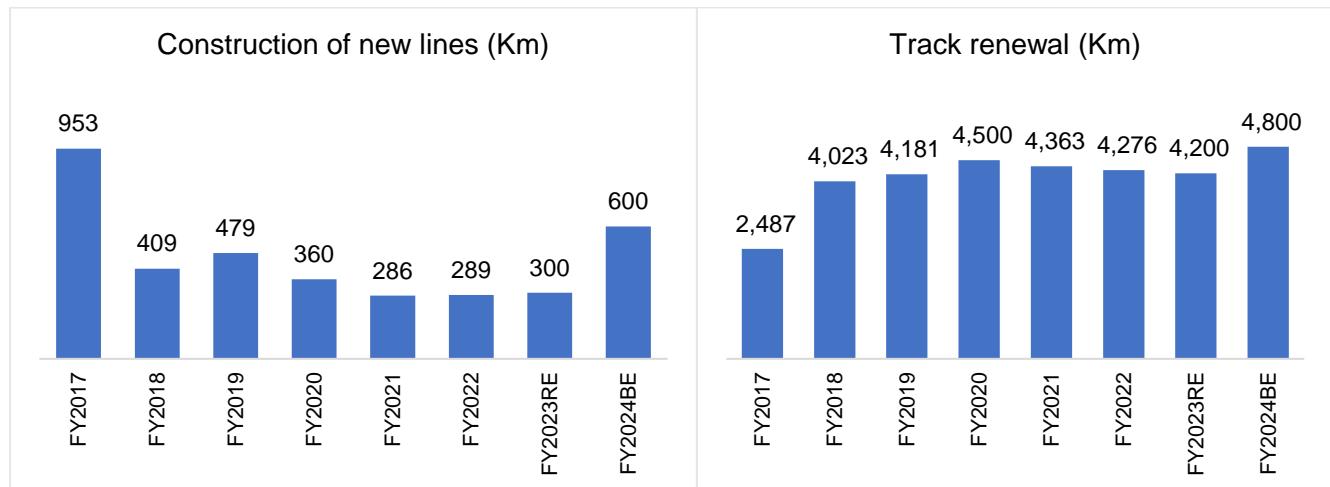


Source: CRISIL MI&A Consulting

#### ***Overview of new line construction and track renewal of railway network in India***

Tracks are the basic infrastructure of a railway system and bear the burden of coping with ever-increasing traffic. High-speed and heavy axle load operations on Indian railways have led to the need to upgrade the track structure. Several policy initiatives have been taken to modernize the tracks. Construction of new lines and track renewal is a continuous process of strengthening the enormous network and maintaining efficiency. Construction of new lines picked up pace after fiscals 2016 and 2017 due to infrastructure push by the newly formed BJP government with 953 km of new tracks added to the rail network in fiscal 2017, however in the past three years the pace of construction of new lines have moderated with 286 and 289 km being constructed in fiscal 2021 and fiscal 2022, respectively.

**Figure 54: Overview of construction and renewal of railway network over the years**



Source: Fourteenth report standing committee on railways 2022-23 , Indian Railways, CRISIL MI&A Consulting

**Table 23: Asset acquisition, construction and replacement for FY24 and FY25**

Programmes	FY24RE (Rs million)	FY25BE (Rs million)
New line construction	344,100	360,912
Doubling	350,460	300,000
Rolling stock	503,249	530,861
Gauge conversion	42,785	45,338
Level crossing development/Upgradation	5,515	7,000
ROB/RUB	62,974	95,065
Bridge work	19,996	20,884
Signalling/Telecom	24,283	41,982
Track renewal	168,264	171,500
Total	1,521,627	1,573,542

Note: RE-Revised Estimate, BE-Budget Estimate

Source: Demand for grants, Indian Railways, CRISIL MI&A Consulting

### **Electrification: Railways get power to chug on**

Indian Railways has been slowly, but steadily, electrifying its routes, as the benefits of electrification of railway lines are far greater than running with diesel engines. Most importantly, in India, the cost of electrification is cheaper than running trains with diesel.

The focus on electrification is mainly because of the cost benefits compared with diesel

- Marginally capital intensive but lowers line haul cost compared with diesel traction
  - Cost of hauling goods by electric engine is nearly half of that by diesel engine
  - Every 100 km of electrified section results in saving of annual consumption of more than four million litres of diesel
  - In the US, the focus is still on diesel locomotives as dieselisation is cheaper than electrification. In India, the cost of diesel, including taxes, is 50% higher than the cost to US railways, so electrification works out to be cheaper.
- Electric multiple units (EMUs) are ideal for suburban services with higher acceleration and braking features required for frequent starts and stops; Mainline EMUs (MEMUs) will be increasingly used for inter-city travel or as feeder trains to mainline trains for higher reliability and on-time runs
- Higher speeds and improved throughput - Electrification frees up 12-19% of additional line capacity owing to faster speeds. Hence, to release the line capacity in dense rail corridors, investment in electrification is justified
- Leads to lower carbon footprint
- Enables haulages of heavier freight and longer passenger trains at higher speeds
- Higher payload-to-tare ratio
- Integration of non-electrified routes with electrified ones for seamless movement

**Figure 55: Electrification (km)**



Source: Indian Railways, CRISIL MI&A Consulting

As on 1<sup>st</sup> July 2024, ~63,971 km that is ~97% of the total broad-gauge network has been electrified, whereas the goal is to achieve 100% by 2024

Growth in demand for railway infrastructure

Increasing urbanization and rising income (both urban and rural) are driving growth in the passenger segment. India is projected to account for 40% of the total global share of rail activity by 2050.

Advantage India:

1. **Growing Demand:** Increasing urbanization & rising income (both urban & rural) is driving growth in the passenger segment. India is projected to account for 40% of the total global share of rail activity by 2050.
2. **Attractive opportunity:** Indian Railways is developing & creating technology in areas such as signaling & telecommunication with 4,530 route kms converted to automatic block signaling and 1,465 route kms fitted with KAVACH which is a domestically developed Train Collision Avoidance System as of May 2024.

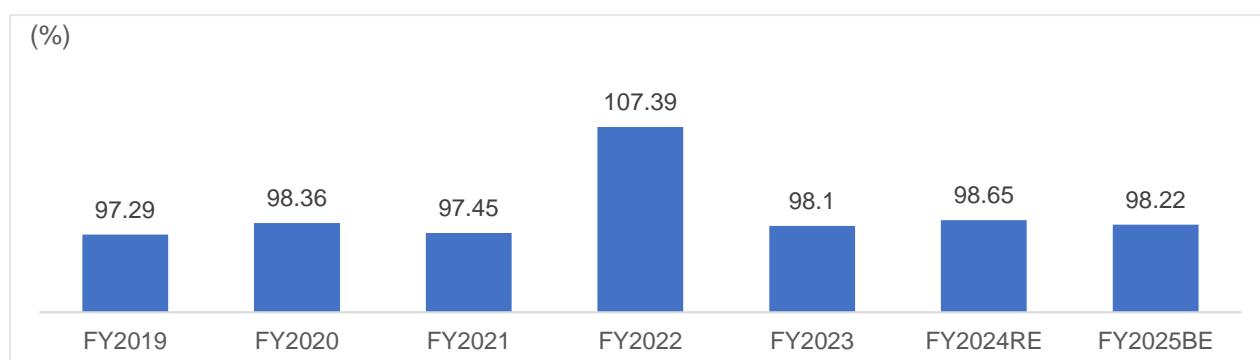
**Higher Investments:** FDI inflows in railway-related components stood at US\$1.41 billion from April 2000 to March 2024.

#### Rail Budget 2024-25

The total Capital Outlay for the Ministry of Railways for the year 2024-25 has been kept at Rs. 2,650 billion of which Rs 2,520 billion are met through Gross Budgetary Resources (GBR) and rest through Internal and Extra Budgetary Resources (IEBR). The 2024-25 budgeted capital outlay is 2% higher than the revised estimates of 2023-24, while the GBS has seen an increment of 5% during the same period. The key announcements under the current 2024-25 includes the development of three targeted corridors a) energy, mineral and cement, b) port connectivity and c) high traffic density which are planned to be developed under PM Gati Shakti.

Additionally, 40,000 normal rail bogies are planned to be upgraded to Vande Bharat standards in order to enhance passenger safety and convenience.

**Figure 56: Operating Ratio (%) of IR**



Note: RE-Revised Estimate, BE: Budget Estimate

Source: Budget Documents, CRISIL MI&A Consulting

Indian Railways' operating ratio (OR) declined slightly to 97.45 in fiscal 2021 from 98.36 in fiscal 2020. The OR for fiscal 2022 deteriorated as it climbed to 107.39. The operating ratio is estimated at ~98.22 in fiscal 2025 as per budget estimates.

### Budgetary support and targets

The total Capital Outlay for the Ministry of Railways for the year 2023-24 has been kept at Rs. 2,602 billion. The share of GBS, internal resources (IRs) and extra-budgetary resources (EBRs) in actual expenditure for fiscal 2021, budget estimates for fiscal 2022, revised estimates for fiscal 2023 and budget estimates for fiscal 2024 are shown in the table below.

**Table 24: Overview of capital outlay for Ministry of Railways**

Particulars	FY21	FY22	FY23 RE	FY24 BE
GBS (Rs billion)	29,923.0	1,175.1	1,593.0	2,402.0
Percentage of total capex	46.6%	61.8%	64.9%	92.3%
IRs (Rs billion)	20.6	16.5	43.0	30.0
Percentage of total capex	0.9%	0.9%	1.8%	3.0%
EBRs (Rs billion)	1,232.0	710.7	817.0	170.0
Percentage of total capex	52.5%	37.4%	33.3%	0.1%
Total capex (Rs billion)	1,551.8	1,902.7	2,453.0	2,602.0

Note: RE-Revised Estimate, BE-Budget Estimate

Source: Fourteenth report standing committee on railways 2022-23, CRISIL MI&A Consulting

The annual plan outlay of Rs 2,602 billion for fiscal 2024 comprises GBS of Rs 2,401 billion, IRs of Rs 30 billion and EBRs of Rs 170 billion (consisting of market borrowings, PPP, FDI, etc.)

**Table 25: Item wise break-up of capital outlay**

S.No.	Sources of funds	FY22	FY23RE	Rs billion FY24BE
1	Capital from general exchequer	817	1,143	1,852
2	RRSK (Rashtriya Rail Sanraksha Kosh	247	100	100
3	Railway safety funds	111	350	450
4	GBS (1+2+3)	1,175	1,593	2,402
5	Capital funds	-	13	-
6	Depreciation reserve fund	7	10	10
7	Development fund	10	10	10
8	RRSK from revenue	200	-	500
9	IR (5+6+7+8)	17	43	30
10	Market borrowing through(bonds)	282	365	-
11	Institutional finance	325	305	-
12	Funding through EBR(P)	104	147	170
	Total	1,903	2,453	2,602

Note: RE-Revised Estimate, BE-Budget Estimate

Source: Fourteenth report standing committee on railways 2022-23, CRISIL MI&A Consulting

### Outlook on railway sector growth

#### Strengthening supply-side infrastructure

To cater to this demand, the Indian Railways has to strengthen infrastructure for tracks, rolling stocks, electrification, and identification of new corridors.

#### Electrification

As of 1<sup>st</sup> July 2024, 63,971 km i.e., ~97% of the total broad-gauge network has been electrified. The table below shows the work in progress and balance kilometers planned for completion progressively as per the planning given below:

**Table 26: Current status and target for electrification**

Year	Target of electrification for the year (RKM)	Total route km electrified at the end of the year (RKM)	% Electrification
FY21	6,000	45,881	69.9%
FY22	6,000	52,247	79.7%
FY23	6,500	58,812	89.7%
FY24	6,500	63,456	96.9%

Note: RKM- Route kilometres

Source: Budget documents, Press Information Bureau(PIB),CRISIL MI&A Consulting

### Rolling stock requirement

**Table 27: Overview of rolling stock requirement**

Year	Locomotives numbers	Freight wagon numbers	Passenger coaches' numbers
FY26	16,799	407,769	60,741
FY31	20,739	545,225	72,115
FY41	31,581	779,071	106,427
FY51	46,017	10,68,130	152,509

Source: National Rail Plan 2030, CRISIL MI&A Consulting

### Railway corridors

**Table 28: DFCs**

Phasing	2026	2031	2041	2051
New DFC corridors	Eastern DFC, 1,324 Km (Under Construction till Sonnagar)  Western DFC 1,483 Km (Under Construction)	East Coast DFC, 1,265 Km (Kharagpur to Vijayawada)  East West DFC, 2,013 Km (Palghar to Dankuni and EDFC Connectors)  Eastern DFC, 515 Km (Sonnagar to Dankuni)	North South DFC, 1,206 Km (Itarsi to Chennai via Nagpur and Vijayawada)	North South DFC, 751 Km (Palwal to Itarsi)
Total (Km)	2,807	3,278	1,206	751

Source: Budget documents, CRISIL MI&A Consulting

**Table 29: High-speed rail corridors**

Phasing	2026	2031	2041	2051
New DFC corridors	Mumbai Ahmedabad, 508 Km (As per NIP also)	Delhi Varanasi via Ajodhya, 855 Km (As per NIP also, Ajodhya included)  Varanasi to Patna, 250 kms (New)	Hyderabad Bangalore, 618 Km (New)  Nagpur Varanasi, 855 Km (New)	Mumbai Nagpur, 789 Km (As per NIP)  -Mumbai Hyderabad, 709 Km (As per NIP)
		Patna to Kolkata, 530 Km (New)		Patna Guwahati 850 Km (New)
		Delhi Udaipur Ahmedabad 886 Km (As per NIP also)		Delhi Chandigarh Amritsar, 485 Km (As per NIP)
				Amritsar - Pathankot - Jammu, 190 Km (New)
				Chennai to Mysuru via Bangalore, 462 Km (As per NIP)
Total (Km)	508	2,52	1,473	3,485

Source: Budget documents, CRISIL MI&A Consulting

### **Overview of signal and telecommunication segment in Indian railways**

To enhance safety in train operations and make it efficient, Modern Signaling Systems comprising of Panel Interlocking/Route Relay interlocking /Electronic Interlocking (PI/RRI/EI) with Multi Aspect Colour Light Signals (MACLS) are being installed by Indian Railways. So far till 31st May 2024, 6,586 stations have been provided with such systems, replacing the obsolete Multi Cabin Mechanical Signaling System, thus optimizing operational cost involved in its operation as well as enhancing safety by reducing human intervention. Also, as of 31<sup>st</sup> May 2024, 4,530 route kilometers have been provided with automatic signaling system.

**Table 30: Overview of signalling systems in Indian railways**

Particulars	March 2018	March 2019	March 2020	March 2021	March 2022	May 2024
Panel Interlocking (Stations)	4,130	4,052	3,863	3,747	3,438	2,930
Route Relay Interlocking (Stations)	282	228	228	247	226	201
Electronic Interlocking (Stations)	1,358	1,606	1,927	2,206	2,572	3,455
Automatic Signaling (Route Km)	2,901	3,039	3,309	3,447	3,549	4,530

*Source: Ministry of Railways, CRISIL MI&A Consulting*

Also, for telecommunication, Indian Railways has set up a state of the art, nationwide telecom network for meeting its communication needs. RailTel, a Railways Central Public Sector Enterprise is using surplus capacity of IR Telecom network commercially. Railways Control Communication which is used for train operation and control is also being transferred to OFC system. This OFC network is also contributing significantly in building National Knowledge Network through RailTel. RailTel also provides RailWire Broadband services

### **Poles and Lighting**

#### ***Launch of indigenous innovative products have changed the landscape of lighting industry in India***

The lighting industry in India has experienced a period of transition and growth. Its development from the status of an importer of finished products to assembling components and finally to a largely indigenous and self-sufficient producer of lighting systems has been a gradual process, producing today General Service Lamps, Fluorescent Tubes, High Intensity Discharge Lamps, Halogen, Dichroic and Compact Fluorescent Lamps.

The emphasis on the power sector and its phenomenal growth and distribution laid the foundation for the lighting industry in India. In the sixties, serious foreign exchange problem in the country encouraged production of vital lamp components in India. In the nineties, the government liberalization policies saw international players in the lighting field participate actively in the Indian market as well as in exports.

With the ongoing massive rural electrification programme and the emergence of strong middle class, an increment in demand both in quantity and lighting types is likely to occur in the near future with emphasis on energy saving light sources.

Lack of economies of scale coupled with high input costs of raw material and components result in uncompetitive prices impeding export efforts. The trend has however started changing with companies paying attention to improving organizational efficiencies and participating competitively in the international market for lamps as well as components.

There has been an effective widening of the locally produced range of lamps along with advent of electronics in lighting, thereby supplying better, more efficient and cheaper lighting systems with improved aesthetics. The outlook of the industry envisages prospects of growth and development for technologically advanced and cost-effective organizations. Miniaturization, electronic circuitry, newer chemicals, better luminaires are the latest technologies the industry players have adopted to innovate products of larger light output at minimum cost helping energy conservation.

### ***Applications of outdoor lighting***

**Road and highways:** Road and highways lighting is a functional requirement which provides safety and security to motorists and residents as well as pedestrians, but it helps in creating an identity and image. Fixed lighting of public roadways for both vehicles and pedestrians can create a nighttime environment in which people can see comfortably and can quickly and accurately identify objects on the roadway being travelled. Roadway lighting can improve traffic safety, achieve efficient traffic movement, and promote the general use of the facility during darkness and under a wide variety of weather conditions.

As a supplement to vehicular headlight illumination, fixed lighting can enable the motorist to see details more distinctly, locate them with greater certainty, and react safely to roadway and traffic conditions present on or near the roadway facility. Pedestrians must be able to see with sufficient detail to readily negotiate the pedestrian facility and recognize the presence of other pedestrians, vehicles, and objects in their vicinity. Energy-effective Street lighting design integrates efficient lamp technologies, optimum pole spacing, efficient luminaire distribution and pleasing aesthetics.

**Stadiums and sports arena:** Lighting of sports arenas is important from the viewpoint of providing adequate light, coverage, angles, illuminance, color, etc. The lighting and lighting arrangement have a bearing on the game played and therefore, the design should be according to the requirement of the particular sport.

**Utility areas (Railways, Airports, Docks):** Some of the key utility areas where outdoor lighting finds application is waterways, quays, jetties; shipyards including docks, repair and construction sites; railway areas and airport aprons. The lighting of harbors and shipyards has to facilitate safe and efficient navigation, handling of cargo, passenger facilities, etc. The lighting function should provide hindrance free light and light free from direct glare caused by reflected light from the water surface.

In railways, areas covered are those for passengers, freight, yards, servicing, maintenance and repair. Descriptions of the visual tasks to be performed in railway areas as well as data are also given. Airport apron floodlighting is located so as to provide adequate illuminances on all apron service areas, with a minimum of glare to pilots of aircraft in flight and on the ground, airport controllers and personnel on the apron. The aiming arrangement of the floodlights should be done in such a way that an aircraft stand receives light from two or more directions to minimize shadows.

**Industrial Areas:** Well-designed outdoor lighting systems can make important contributions to the aesthetics, efficiency and safety of the public, and to commercial and industrial outdoor environments. It is necessary to take into account the interests and needs of users and to meet the general requirements of the authorities concerned. The objectives of area lighting are to ensure efficient and safe working conditions for personnel, easy and safe movement of vehicles, ships, railway wagons, aircraft, etc. and pedestrians, security of people and property and a pleasing visual environment, particularly for decorative lighting.

**City and urban beautification lighting:** Outdoor lighting in city beautification in areas such as parks, gardens and monuments have seen traction in recent years and authorities are investing in outdoor lighting of these areas. Investment in urban decorative lighting thus has both social and economic impact. Earlier, a decorative lighting project was expected to enable recognition of the object. Today modern architects use light as an additional tool for showing the buildings at night in a way that is original and quite often different from the daytime view. Hence, decorative lighting is increasingly planned at the very initial stage of a project. This has enabled the designer to place light sources inside the building or construction to bring out additional effects, unlike earlier when light sources were found only on the outside. This approach reinforces the three-dimensional images of architecture.

#### ***High masts, solar lighting and sports lighting are some of the key segments in the outdoor lighting***

**High Masts:** High-mast lighting towers are vertical, cantilevered structures that are used to illuminate a relatively large area. Although primarily used for highway intersection lighting, they are also utilized in other large areas such as parking lots, sporting venues, or even penitentiaries. High mast luminaires are usually installed on 40ft-100 ft tall mounting poles and approximately four to six luminaires are installed on each pole. These luminaires are mounted on considerable heights to illuminate large areas uniformly. High masts have seen traction in the recent years especially with roads and highways construction gaining pace in the Indian market. Large highways and expressways are the key demand drivers for the high mast lighting in India. With more than 20 expressways planned across the country and with award of approximately ~5000 km of highways every year in the next five fiscals from fiscal 2023 to fiscal 2028, the demand for high masts is expected to be supported by road segment.

**Sports lighting:** Sports/stadium lighting is emerging as one of the attractive avenues for the lighting companies as there has been a recent demand surge in the segment. The demand can be attributed to evolving sporting scenario in the country in both indoor and outdoor sports. There has been rapid upgradation in the sports infrastructure in the country owing to rising impetus for hosting various sporting events in the country. Also, with general trend of people taking up sports have spurred the overall demand for sports infrastructure across the country.

**Solar lighting:** The recent surge in the demand of solar panel installation in rooftops and government's focus on renewable energy have led to the rise in demand for solar cells. Moreover, recent technological advancements have significantly boosted the adoption of solar panels. Apart from installations on the rooftops, solar energy is also used in solar lighting especially in the streetlights in rural and urban areas where streetlights are powered through solar energy. To expand the use of efficient streetlights, Street Light National program (SLNP) was launched by the Government in January 2015 to replace conventional streetlights with smart and energy efficient LED streetlights in the municipal sector across the country.

The Ministry of New and Renewable Energy launched Atal Jyoti Yojana (AJAY) on 20.09.2016 with the main objective to provide Solar Street Lighting Systems for public use at different locations for improvement in quality of life, safety and security. Under AJAY Phase-I, the Parliament Constituencies of the states of Assam, Bihar, Jharkhand, Odisha and Uttar Pradesh were covered. Subsequently, Phase -II of AJAY was launched in December 2018. Coverage of AJAY Phase -II included Parliament Constituencies of the states covered in AJAY Phase-I, Hill States/UTs, North-Eastern States, Island UTs and aspirational district not covered in above mentioned States/UTs. The AJAY Phase-II was closed in April 2020. In the AJAY Phase-I, over 135,000 solar streetlights were installed against sanction of around 145,000 lights. Under AJAY Phase-II over 137,000 solar streetlights have been reported installed against sanction of around 150,000 lights.

**Table 31: Solar streetlights (SSLs) installed under AJAY Phase-I and Phase-II**

S.No.	State/UT	AJAY phase I			AJAY phase II		
		SSLs installed	No. of covered	Districts	SSLs installed	No. of covered	Districts
1.	Uttar Pradesh	79,543		56	40,948		51
2.	Bihar	29,923		25	23,822		31
3.	Jharkhand	10,535		10	3,500		4
4.	Odisha	8,733		9	4,498		8
5.	Assam	6,659		7	6,495		10
6.	Manipur	-		-	1,500		1
7.	Tripura	-		-	4,000		2
8.	Himachal Pradesh	-		-	800		2
9.	Uttarakhand	-		-	8,450		8
10.	Jammu & Kashmir	-		-	6,000		4
11.	Tamil Nadu	-		-	2,000		1
12.	Telangana	-		-	500		1
13.	Lakshadweep	-		-	2,000		1
14.	Chhattisgarh	-		-	2,499		3
15.	Gujarat	-		-	3,000		2
16.	Karnataka	-		-	3,000		2
17.	West Bengal	-		-	9,477		5
18.	Punjab	-		-	1,000		1
19.	Rajasthan	-		-	2,262		3
20.	Andhra Pradesh	-		-	5,500		2
21.	Madhya Pradesh	-		-	5,975		8
Total		1,35,393		107	1,37,226		150

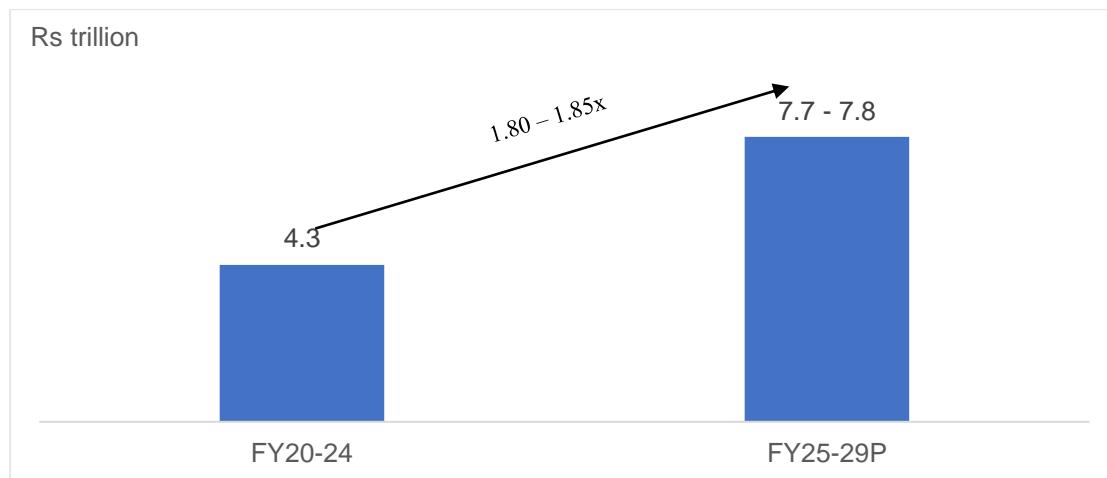
Source: Ministry of New and Renewable Energy, CRISIL MI&A Consulting

#### **Urban infra investments to continue rising in the medium term**

CRISIL expects investment in India's urban infrastructure to be driven by government schemes such as AMRUT, Swachh Bharat, Clean Ganga and Jal Jeevan mission. Water supply and sanitation (WSS) projects and metro construction in major Indian cities are expected to boost urban infrastructure investment in the next five years. Commencement of work on 105 smart cities announced so far will also be a key monitorable.

CRISIL expects Rs 7.7 – 7.8 trillion spends on urban infrastructure between fiscals 2025 and 2029, which is about 180-185% more than the amount invested in the previous five years. Urban infrastructure includes construction-intensive mass rapid transit system (MRTS), bus rapid transit system (BRTS), water supply and sanitation (WSS) projects, smart cities, and related infrastructure development.

**Figure 57: Investments in urban infrastructure**



Source: CRISIL MI&A Consulting

## **Launch of Street Light National Program has aided in betterment of street light infrastructure in India**

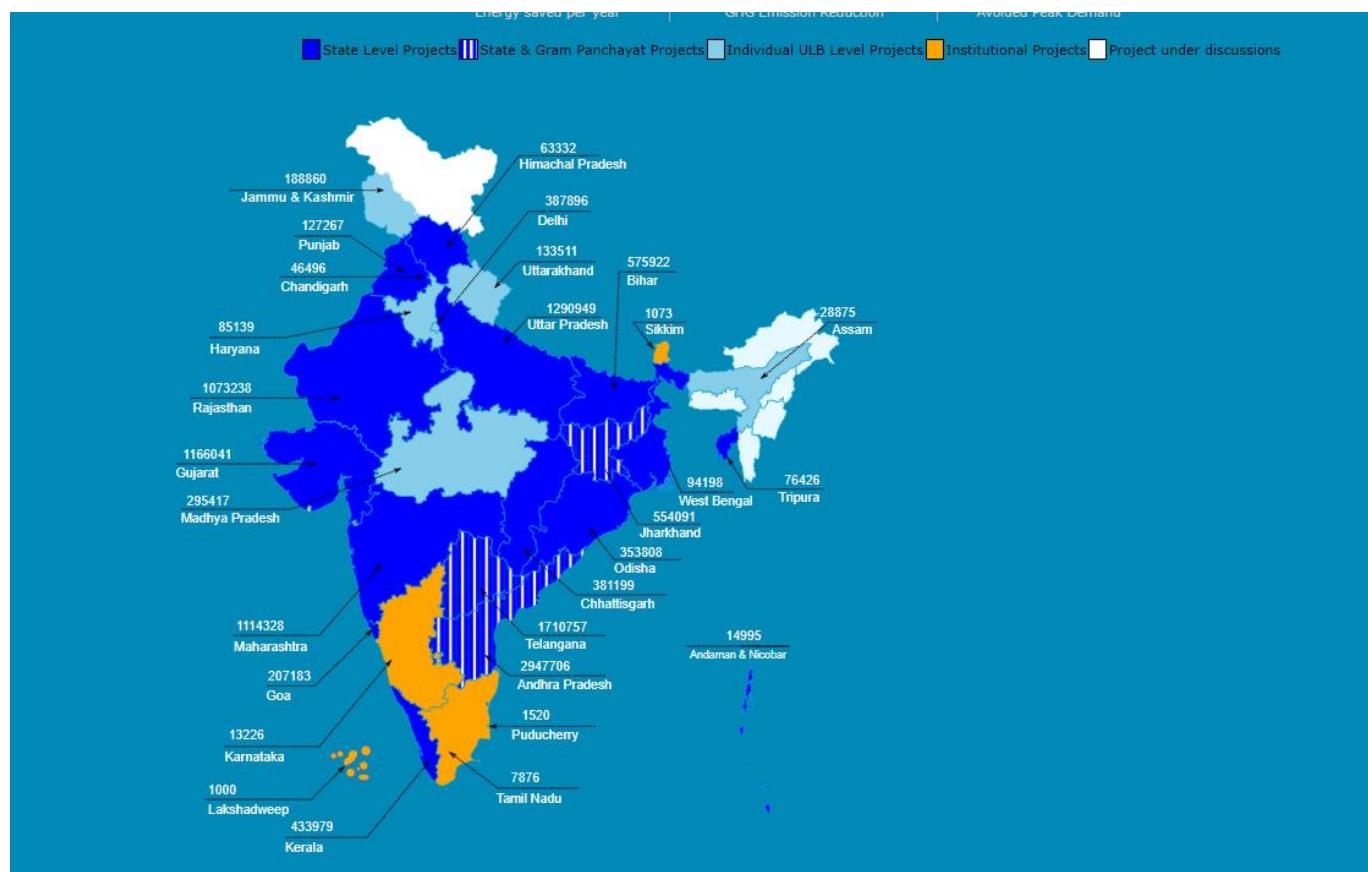
Providing street lighting is one the most important and expensive responsibilities of a city: Lighting can account for 10–38% of the total energy bill in typical cities worldwide (NYCGP 2009). Street lighting is a particularly critical concern for public authorities in developing countries because of its strategic importance for economic and social stability. Inefficient lighting wastes significant financial resources each year, and poor lighting creates unsafe conditions. Energy efficient technologies and design can cut street lighting costs dramatically (often by 25–60%); these savings can eliminate or reduce the need for new generating plants and provide the capital for alternative energy solutions for populations in remote areas. These cost savings can also enable municipalities to expand street lighting to additional areas, increasing access to lighting in low-income and other underserved areas. In addition, improvements in lighting quality and expansion in services can improve safety conditions for both vehicle traffic and pedestrians.

Street lighting infrastructure in most parts of India was observed outdated and its inefficient operation placed a heavy burden not only on municipal budgets but also on utility grid capacity and reliability. To better the situation, the government launched Street Light National Program (SLNP). Under the program, Under SLNP programme, Energy Efficiency Services Limited (EESL) is working across India, to replace the conventional streetlights with energy efficient streetlights. EESL is a joint venture of Public Sector Undertakings (PSUs) under the Ministry of Power, Government of India.

SLNP is the world's largest streetlight replacement programme. Till July 2024, EESL has installed over 13 million LED streetlights in Urban Local Bodies (ULBs) and Gram Panchayats across India. This has resulted in estimated energy savings of over 8.9 billion kWh per year.

Under SLNP, 1,576 ULBs have been enrolled, out of these ULBs, work has been completed in 1060 ULBs. EESL is also implementing LED Street lighting projects in Gram Panchayats on the same service model as the SLNP for municipalities with the objective of promoting the use of efficient lighting in rural areas.

**Figure 58: State-wise installation of LED under SLNP**



Source: EESL, CRISIL MI&A Consulting

## **Smart city mission has a key focus area in form of street lighting and smart poles**

The Government of India has launched the Smart Cities Mission on 25 June 2015. The objective is to promote cities that provide core infrastructure and give a decent quality of life to its citizens, a clean and sustainable environment and application of ‘Smart’ Solutions. The focus is on sustainable and inclusive development and the idea is to look at compact areas, create a replicable model which will act like a light house to other aspiring cities. Accordingly, the purpose of the Smart Cities Mission is to drive economic growth and improve the quality of life of people by enabling local area development and harnessing technology, especially technology that leads to Smart outcomes. Area-based development will transform existing areas (retrofit and redevelop), including slums, into better planned ones, thereby improving livability of the whole city. New areas (greenfield) are expected to develop around cities in order to accommodate the expanding population in urban areas.

One of the crucial components of a smart city is intelligence and connected lighting. With an appropriate illumination system, the possibilities of connecting light points to the available communication technology as well as to back-end software becomes possible. Though a number of cities in the country lack proper street lighting systems, the concept of smart streetlights to change the cityscape is gradually gaining prominence. In the upcoming smart cities in particular, the installation of smart streetlights is a key focus area. Several cities have already started work on the installation of smart poles and have tendered projects on a public private partnership (PPP) basis.

### **Competitive landscape in T&D, civil construction, and pole & lighting sector**

#### **T&D Segment**

For peer comparison of Transrail Lighting Ltd., CRISIL has considered Tata Projects Ltd., KEC International Ltd., and Kalpataru Projects International Ltd. along with global players like Chubu Electric Power, NextEra Energy Inc., and E.ON. However, for the purpose of financial analysis, only publicly listed Indian Companies are considered. The competitors are indicative and not an exhaustive list for comparison.

Various financial parameters, such as operating income, EBITDA, profitability margins, net worth, return ratios, EPS, NAV, working capital, etc. have been considered for the comparison.

**Table 32: Operational overview of the peer group**

Company	Headquarters	About the company	Operational segments
Transrail Lighting Limited	Mumbai, India	<ul style="list-style-type: none"> <li>Incorporated in 1984, Transrail Lighting is the one of the leading Indian EPC companies with integrated manufacturing facilities for lattice structures, conductors, and monopoles.</li> <li>At present, the company operates in T&amp;D (engineering, testing, and manufacturing), substation (design and material supply), railways (earthwork, tunnelling, bridges, electrification, signaling and telecom), civil construction (bridges and tunnel) and poles &amp; lighting solutions (products and manufacturing).</li> <li>The company has a footprint in more than 50 countries in Asia, the Americas, Europe, and Africa.</li> <li>D.C. Bagde is the chairman of the company.</li> </ul>	Power transmission & distribution, substation, railways, civil construction, poles & lighting solutions
Tata Projects Limited	Hyderabad, India	<ul style="list-style-type: none"> <li>TPL was founded in 1979 is one of the leading EPC in the country operates in energy &amp; industrial infrastructure, urban Infrastructure and services groups while providing turnkey end-to-end project implementing services for complex infrastructure projects under these verticals.</li> <li>The company has commissioned over 13,000 ckm of transmission lines across multiple voltage levels, in addition to various substations across the country.</li> <li>TPL has a global presence in over 40 countries, along with more than 220 projects sites across Asia Pacific and Africa.</li> </ul>	Power generation T&D, urban infrastructure, oil & gas, space & nuclear, transportation, metals & minerals, and water
KEC International Limited	Mumbai, India	<ul style="list-style-type: none"> <li>KEC was founded in 1945 with ~52% of the company's shareholding lying with the promoters as on fiscal 2024.</li> <li>It is a major player in power T&amp;D EPC with a diversified presence in over 70 countries. KEC provides integrated solutions on a turnkey basis for transmission lines up to 1,200 kV, large size substations, and underground cabling up to 220 kV. It has three manufacturing plants in India located in Maharashtra, Madhya Pradesh and Rajasthan, along with international facilities in Brazil, Dubai and Mexico.</li> <li>The company has executed 2,624 km of transmission lines and built 268 substation bays as of March 2023.</li> </ul>	Power transmission & distribution, railways, civil, urban infrastructure, solar, oil & gas pipelines, and cables.
Kalpataru Projects International Limited	Mumbai, India	<ul style="list-style-type: none"> <li>Established in 1981 by Mr. Mofatraj P Munot, KPIL undertakes turnkey contracts for setting up transmission lines and substations for extra high voltage power transmission, providing end-to-end solutions from in-house designs, testing, procurement, fabrication, erection, installation, and</li> </ul>	EPC for power transmission & distribution, buildings & factories, water supply & irrigation, railways, oil & gas pipelines, urban

Company	Headquarters	About the company	Operational segments
		<p>commissioning of power transmission lines. It has diversified into civil contracts, railways and oil &amp; gas pipeline construction.</p> <ul style="list-style-type: none"> <li>The company has an annual production capacity of ~240,000 MT of transmission towers at its manufacturing facilities in India in addition to an ultra-modern tower testing facility.</li> <li>KPIL has a presence in 63 countries across 5 continents</li> </ul>	mobility, highways and airports
Skipper Ltd.	Kolkata India	<ul style="list-style-type: none"> <li>Established in 1981, Skipper Ltd. has today evolved into one of the world's leading manufacturers for Transmission &amp; Distribution Structures (Towers &amp; Poles) in its Engineering Products segment</li> <li>Skipper's market reach spans across 40+ countries around the globe from South America, Europe, Africa, the Middle East, South and Southeast Asia and Australia.</li> <li>With an installed T&amp;D Structure capacity of over 265,000 MTPA, Skipper has the unique advantage of producing 100% of its prime raw material - Mild Steel &amp; High Tensile Angles in-house.</li> <li>The Company is also engaged in EPC Projects in Power Transmission &amp; Distribution, Telecom infra and Railway Structures in various parts of the country along with other geographies.</li> </ul>	Transmission towers, Angles, Fasteners Monopoles, Telecommunication, Towers and Railway Infrastructure Structures, PVC Pipes
Bajel Projects Ltd.	Mumbai, India	<ul style="list-style-type: none"> <li>Bajel Projects Ltd. (BPL), incorporated in January 2022, is a wholly owned subsidiary of Bajaj Electricals Ltd (BEL). The EPC business operated under BEL is transferred to BPL as a part of a scheme of demerger announced by BEL. Post demerger, BPL is listed on stock exchanges.</li> <li>BPL is leading company in the Engineering, Procurement and Construction (EPC) business.</li> <li>The company operates through its four business verticals - Power Transmission, Power Distribution, Monopoles, International EPC and has its own manufacturing facility with state-of-the-art machineries at Ranjangaon MIDC, Pune.</li> </ul>	Power Transmission, Power Distribution, Monopoles, International EPC
Chubu Electric Power	Nagoya, Japan	<ul style="list-style-type: none"> <li>Established in 1951, Chubu Electric Power (Chuden) is in the business of generating, transmitting, distributing, and selling electricity, as well as supplying gas.</li> <li>The T&amp;D segment spans across Asia and Europe. The current renewable energy capacity of Chuden stands at 740 MW with plans to expand to 3.2 GW by 2030</li> </ul>	Renewable energy, nuclear power, community support infrastructure
NextEra Energy, Inc.	Florida, United States	<ul style="list-style-type: none"> <li>NEE is a key electric power and energy infrastructure company in North America. Its energy infrastructure business is involved in the development, construction, and operation of long-term contracted assets with a focus on clean energy in US and Canada.</li> <li>The company has a total power generation capacity of 57,634 MW along with over 1,000 substations and ~5147,126 ckm of transmission lines.</li> </ul>	Power generation, T&D, battery storage
E.ON	Essen, Germany	<ul style="list-style-type: none"> <li>E.ON Group is one of Europe's largest operators of energy networks and energy infrastructure and a provider of innovative customer solutions.</li> <li>The company's energy network spans across Germany, Sweden and East-Central Europe comprising Turkey, Czech Republic, Hungary, Romania, Poland, Croatia, and Slovakia. The company operates over 800,000 km of electricity and gas grids in Germany alone.</li> </ul>	Power transmission & distribution, customer solutions

### Credit ratings of the peers

For Transrail Lighting, on April 04, 2024, CRISIL Ratings accorded long-term rating of CRISIL A for Rs 300 million and for working capital demand loan of Rs.1290 million.

**Table 33: Credit rating of the peers**

Companies	Credit rating		Amount (Rs Mn)		Date	Rating agency
	Long term	Short term	Long term	Short term		
Transrail Lighting	CRISIL A	CRISIL A1	3,584	50,116	4-April-2024	CRISIL Ratings
Tata Projects	IND AA	IND A1+	300	2,47,030	05-Jun-2024	India Ratings & Research
KEC International Ltd	ICRA A+	ICRA A1+	1,91,650	26,850	2-July-2024	ICRA
Kalpataru Projects International Ltd	CRISIL AA	CRISIL A1+	7,000	2,500	07-Sept-23	CRISIL Ratings
Skipper Limited	ACUITE A-	ACUITE A2+	7,750	1,37,500	02-Aug-2023	Acuite

Source: Company reports, CRISIL M&A Consulting

### Civil construction

For peer comparison, CRISIL has considered Transrail Lighting Ltd, SPL Infrastructure, Tata Projects Ltd, AFCONS Infrastructure Ltd, Patel Engineering Ltd & SP Singla Constructions Pvt Ltd. However, for the purpose of financial analysis, only publicly listed Indian Companies are considered. The competitors are indicative and not an exhaustive list for comparison. Various financial parameters, such as operating income, EBITA, profitability margins, net worth, return ratios, EPS, NAV, working capital, etc. have been considered for the comparison.

**Table 34: Operational overview of the peer group**

Company	Headquarters	About the company	Operational segments
Transrail Lighting	Mumbai, Maharashtra	<ul style="list-style-type: none"> <li>Incorporated in 1984, Transrail is an EPC company with over three decades of experience in providing comprehensive solutions on a turnkey basis globally.</li> <li>At present, the company operates in <b>T&amp;D</b> (engineering, testing and manufacturing), <b>substation</b> (design and material supply), <b>railways</b> (earthwork, tunnelling, bridges, electrification, signaling and telecom), <b>civil construction</b> (bridges and tunnel) and <b>poles &amp; lighting solutions</b> (products and manufacturing)</li> <li>The company has presence in more than 50 countries across four continents (the Americas, Europe, Africa, and Asia)</li> <li>D C Bagde is the chairman of the company</li> </ul>	Power transmission & distribution, substation, railways, civil construction, poles & lighting solutions
SPL Infrastructure	Chennai, Tamil Nadu	<ul style="list-style-type: none"> <li>Established in 1984 and based in Chennai, SPL Infrastructure undertakes civil construction, primarily of roads and bridges</li> <li>The company operates mainly on EPC contracts</li> <li>The operations are managed by SP Lakshmanan (founding Chairman)</li> <li>The company has executed several key infrastructure projects in the past including steel bridges at Marthandam (Tamil Nadu) and Parvathipuram (Tamil Nadu), two of the longest steel bridges in southern India</li> </ul>	Roads and flyovers
Tata Projects	Mumbai, Maharashtra	<ul style="list-style-type: none"> <li>Incorporated in 1979, Tata Projects is an EPC company. It operates through three strategic business groups: Energy and industrial infrastructure, urban infrastructure, and services</li> <li>The company has a presence in power, water, oil &amp; gas, metals &amp; minerals, space &amp; nuclear, transportation, urban infrastructure and industrial sectors</li> <li>Dr. Praveer Sinha is the chairman</li> </ul>	Energy & Industrial Infrastructure, Urban Infrastructure
AFCONS Infrastructure	Mumbai, Maharashtra	<ul style="list-style-type: none"> <li>Incorporated in 1976, AFCONS Infrastructure is part of the Shapoorji Pallonji Group. It operates in segments such as marine works (including construction of jetties and dry docks), offshore oil and gas, bridges and flyovers, road construction, hydro and tunnelling, pipe laying and general civil engineering works</li> <li>The company has presence in 28 countries across three continents</li> <li>Shapoor Pallonji Mistry is the chairman of the company and K Subramanian is the executive vice-chairman of the company.</li> </ul>	Urban infrastructure, construction, oil & gas, surface transport, marine & industrial

Company	Headquarters	About the company	Operational segments
Patel Engineering	Mumbai, Maharashtra	<ul style="list-style-type: none"> <li>Incorporated in 1949, Patel Engineering has operations in sectors of the infrastructure industry such as dams, tunnels, micro-runnel, hydroelectric projects, irrigation projects, highways, roads, bridges, railways, refineries to real estates and townships</li> <li>It has presence in the roads, railways, and utility projects sectors</li> <li>Pravin Patel is chairman emeritus of the company and Rupen Patel is the chairman of the company</li> </ul>	Construction, hydro power, transport, water works, micro-tunnelling, urban structures, real estate
SP Singla Constructions	Singla Delhi	<ul style="list-style-type: none"> <li>SP Singla Constructions Pvt Limited was incorporated 1996</li> <li>Activities include investigative work, designing, engineering and constructing bridges over rivers. It also constructs roads over and under bridges at railway crossings, flyovers, underpasses, and grade-separators across cities in India.</li> <li>Sat Paul Singla is the chairman of the company</li> </ul>	Civil construction

Source: Company website, company annual reports, CRISIL MI&A Consulting

### Credit ratings of the peers

For Transrail Lighting, on April 4, 2024, CRISIL Ratings accorded long-term rating of CRISIL A and short-term rating of CRISIL A1 for Rs 3,584 million and Rs 50,116 million, respectively.

**Table 35: Credit rating for players**

Companies	Long term	Short term	Amount (Rs Mn.)	Date	Rating agency
			Long term	Short term	
Transrail Lighting	CRISIL A	CRISIL A1	3,584	50,116	4-April-2024
SPL Infrastructure	CRISIL BBB+	CRISIL A2	410	2,390	16-Jul-2024
Tata Projects	IND AA	IND A1+	-	20,000	05-Jun-2024
AFCONS Infrastructure	ICRA A+	ICRA A1	203,600	25,000	27-Mar-2024
Patel Engineering	IND BBB+	IND A2+	3,000	0.0	04-Jul-2024
SP Singla Constructions	CRISIL A+	CRISIL A1	4,700	27,800	14-Feb-2024

Source: Company website, Credit rating rationale reports, CRISIL MI&A Consulting

### Pole and lighting sector

For peer comparison, CRISIL has considered Transrail Lighting, Utkarsh India Ltd, Valmont Structures Pvt Ltd and Skipper Ltd. However, for the purpose of financial analysis, only publicly listed Indian Companies are considered. The competitors are indicative and not an exhaustive list for comparison. Various financial parameters, such as operating income, EBITA, profitability margins, net worth, return ratios, EPS, NAV, working capital, etc. have been considered for the comparison.

**Table 36: Operational overview of the peer group**

Company	Head quarters	About company	Operational segments
Transrail Lighting	Mumbai, Maharashtra	<ul style="list-style-type: none"> <li>Incorporated in 1984, Transrail is an EPC company with over three decades of experience in providing comprehensive solutions on a turnkey basis globally.</li> <li>At present, the company operates in <b>T&amp;D</b> (engineering, testing and manufacturing), <b>substation</b> (design and material supply), <b>railways</b> (earthwork, tunnelling, bridges, electrification, signaling and telecom), <b>civil construction</b> (bridges and tunnel) and <b>poles &amp; lighting solutions</b> (products and manufacturing)</li> <li>The company has presence in more than 50 countries across four continents (the Americas, Europe, Africa, and Asia)</li> <li>D C Bagde is the chairman of the company</li> </ul>	Power transmission & distribution, substation, railways, civil construction, poles & lighting solutions
Utkarsh India	Kolkata, West Bengal	<ul style="list-style-type: none"> <li>Utkarsh India Limited is a leading manufacturer and supplier of high-end engineering products and services in the infrastructure, agriculture and domestic water piping industry.</li> </ul>	Road safety system, area lighting illumination, telecommunications, Power transmission & distribution, smart City application, water transportation, industrial application

Company	Head quarters	About company	Operational segments
Valmont Structures	Pune, Maharashtra	<ul style="list-style-type: none"> <li>The company manufactures galvanized steel structures for <b>road safety, illumination, power transmission and distribution, telecom, railway electrification</b> and various other structural applications</li> <li>It is also present in the domestic &amp; agricultural pipes &amp; fittings segment in the eastern India</li> <li>It has a presence in 27 countries; Sunil Bansal is its chairman</li> <li>Valmont Structures is a wholly owned subsidiary of Valmont Inc. The company designs, manufactures and supplies poles for three broad segments — lighting, telecom and utility</li> <li>The company began its operations in 2006</li> <li>It also manufactures metal Beam crash barrier systems, more commonly known as guardrails, under the highway safety segment, and lattice structures for telecom and utility</li> <li>Rajinder Singh Kaushal is the whole-time director</li> </ul>	Lighting, telecom, utility, highway Safety, smart solutions and metal coatings
Skipper Limited	Kolkata, West Bengal	<ul style="list-style-type: none"> <li>Skipper Ltd was established in the year 1981, Skipper Ltd manufacturers Transmission &amp; Distribution Structures (Towers &amp; Poles) in its Engineering Products segment,</li> <li>Company also has presence in the Polymer sector as well as capabilities in Infrastructure EPC projects.</li> <li>Sajan Kumar Bansal is the managing director of the company</li> </ul>	Engineering (transmission and telecom towers, poles, Railway electrification, plumbing and sewage

Source: Company website, company annual reports, CRISIL MI&A Consulting

**Table 37: Key offerings of the peers**

Company name	Key offerings in Lighting and pole segment
Transrail Lighting	Flag mast, Decorative Street lighting pole, T&D monopoles, Street lighting pole, High mast, Surveillance and traffic poles, Sports lighting, Signage and gantry structure, Oil and gas structures, telecom monopoles, solar
Utkarsh India	Street and road lighting, Street light pole, Street tubular poles, solar street lighting, stadium & sports lighting, large area & yard lighting
Valmont Structures	Street Light Poles, High Masts, Stadium masts, Signage masts, Smart poles, flag masts, traffic & VMS gantry, Cast iron pole, Decorative pole & access, T&D poles,
Skipper Limited	Lighting poles, distribution poles, Monopoles

Note: The list above is an indicative list and not an exhaustive list

Source: Company website, company annual reports, CRISIL MI&A Consulting

#### Credit ratings of the peers

For Transrail Lighting, on April 4, 2024, CRISIL Ratings accorded long-term rating of CRISIL A and short-term rating of CRISIL A1 for Rs 3,584 million and Rs 50,116 million, respectively.

**Table 38: Credit rating of the peers considered**

Company name	Long term	Short term	Amount (Rs Mn.)	Date	Rating agency
			Long term	Short term	
Transrail Lighting	CRISIL A	CRISIL A1	3,584	50,116	4-April-2024
Utkarsh India	ACUITE A	ACUITE A1	4,271	6,833	17-Jan-2024
Skipper Limited	ACUITE A-	ACUITE A2+	7,750	21,550	09-Oct-2023

Source: Company website, company rating rationale reports, CRISIL MI&A Consulting

#### Peer financial comparison-Consolidated

Following tables summarizes the various financial parameters considered for peer financial comparison. For the purpose of financial analysis, only publicly listed Indian Companies are considered.

**Table 39: Financial Information on Revenue from Operations of Major Companies (Consolidated FY22 to FY24)**

Company Name	Revenue from Operations (Rs. Crores)			Y-o-y growth for FY2024 over FY2023	Revenue from Operations CAGR, FY2022 – FY2024
	FY2022	FY2023	FY2024		
Transrail Lighting*	2,350	3,152	4,077	29.9%	31.7%
Kalpataru Projects	14,777	16,361	19,626	20.0%	15.2%
KEC International	13,742	17,282	19,914	15.2%	20.4%
TATA Projects	13,679	16,948	17,761	4.8%	13.9%
Skipper Ltd	1,707	1,980	3,282	65.7%	38.7%
Patel Engineering	3,380	4,202	4,544	8.1%	15.9%
Bajel Projects Ltd.	-	664	1,169	76.2%	NM

Note: Bajel Projects Limited is a newly incorporated entity and its past Audited figures are not available; Bajel Projects is a standalone entity, and consolidated accounts are not available, hence, standalone figures have been considered for the purpose of comparison.

Source: \*Restated financials, Company website, company annual reports, CRISIL MI&A Consulting

**Table 40: Financial Information on EBITDA of Major Companies (Consolidated FY22 to FY24)**

Company Name	EBITDA (Rs. Crores)			EBITDA Margin (%)			EBITDA CAGR, FY2022 – FY2024
	FY2022	FY2023	FY2024	FY2022	FY2023	FY2024	
Transrail Lighting*	206	294	478	8.8%	9.3%	11.7%	52.4%
Kalpataru Projects	1,093	1,108	1,219	7.4%	6.8%	6.2%	5.6%
KEC International	904	830	1,215	6.6%	4.8%	6.1%	15.9%
TATA Projects	-108	-372	638	-0.8%	-2.2%	3.6%	NM
Skipper Ltd	164	195	326	9.6%	9.9%	9.9%	40.9%
Patel Engineering	497	624	776	14.7%	14.9%	17.1%	24.9%
Bajel Projects Ltd.	-	-41	3	-	-6.2%	0.2%	NM

Note: Bajel Projects Limited is a newly incorporated entity and its past Audited figures are not available; Bajel Projects is a standalone entity, and consolidated accounts are not available, hence, standalone figures have been considered for the purpose of comparison.

Source: \*Restated financials, Company website, company annual reports, CRISIL MI&A Consulting

**Table 41: Financial Information on PAT of Major Companies (Consolidated FY22 to FY24)**

Company Name	PAT (Rs. Crores)			PAT Margin (%)			PAT CAGR, FY2022 – FY2024
	FY2022	FY2023	FY2024	FY2022	FY2023	FY2024	
Transrail Lighting*	65	108	233	2.8%	3.4%	5.7%	89.8%
Kalpataru Projects	535	435	516	3.6%	2.7%	2.6%	-1.8%
KEC International	332	176	347	2.4%	1.0%	1.7%	2.2%
TATA Projects	-620	-852	82	-4.5%	-5.0%	0.5%	NM
Skipper Ltd	25	36	82	1.5%	1.8%	2.5%	80.2%
Patel Engineering	72	183	302	2.1%	4.4%	6.6%	104.5%
Bajel Projects Ltd.	-	-2	4	-0.2%	0.4%	-	NM

Note: Bajel Projects Limited is a newly incorporated entity and its past Audited figures are not available; Bajel Projects is a standalone entity, and consolidated accounts are not available, hence, standalone figures have been considered for the purpose of comparison.

Source: \*Restated financials, Company website, company annual reports, CRISIL MI&A Consulting

**Table 42: Financial Information on Earnings per Share (EPS) of Major Companies (Consolidated FY22 to FY24)**

Company Name	EPS-Basic (Rs.)			EPS-Diluted (Rs.)			
	FY2022	FY2023	FY2024	FY2022	FY2023	FY2024	
Transrail Lighting*	11.62	9.45	19.59	11.62	9.45	19.59	
Kalpataru Projects	35.93	28.68	31.76	35.93	28.68	31.76	
KEC International	12.92	6.85	13.49	12.92	6.85	13.49	
TATA Projects	-50.92	-51.36	3.21	-50.92	-51.36	3.21	
Skipper Ltd	2.45	3.46	7.66	2.45	3.46	7.14	
Patel Engineering	1.52	3.50	3.64	1.05	2.08	3.54	
Bajel Projects Ltd.	-	-0.14	0.37	-	-0.14	0.37	

Note: Bajel Projects Limited is a newly incorporated entity and its past Audited figures are not available; Bajel Projects is a standalone entity, and consolidated accounts are not available, hence, standalone figures have been considered for the purpose of comparison.

Source: \*Restated financials, Company website, company annual reports, CRISIL MI&A Consulting

**Table 43: Financial Information on Net Worth and Net Asset Value (NAV) per Share of Major Companies (Consolidated FY22 to FY24)**

Company Name	Net Worth (Rs. Crores)			NAV per share (Rs.)			NAV per Share (Diluted)
	FY2022	FY2023	FY2024	FY2022	FY2023	FY2024	FY2024
Transrail Lighting*	663	771	1,139	595	339	92	92
Kalpataru Projects	4,279	4,721	5,138	287	291	316	316
KEC International	3,620	3,771	4,096	141	147	159	159
TATA Projects	2,018	2,800	2,852	166	169	112	112
Skipper Ltd	732	767	898	71	75	84	84
Patel Engineering	2,384	2,888	3,154	50	37	38	38
Bajel Projects Ltd.	-	565	566	-	-	49	49

Note: Bajel Projects Limited is a newly incorporated entity and its past Audited figures are not available; Bajel Projects is a standalone entity, and consolidated accounts are not available, hence, standalone figures have been considered for the purpose of comparison.

Source: \*Restated financials, Company website, company annual reports, CRISIL MI&A Consulting

**Table 44: Financial Information on Net Debt, Debt Equity Ratio and Net Debt/EBITDA of Major Companies (Consolidated FY22 to FY24)**

Company Name	Net Debt (Rs. Crores)			Debt Equity Ratio			Net Debt/ EBITDA		
	FY2022	FY2023	FY2024	FY2022	FY2023	FY2024	FY2022	FY2023	FY2024
Transrail Lighting*	412	480	533	0.62	0.62	0.47	2.00	1.63	1.12
Kalpataru Projects	2,650	2,731	3,206	0.60	0.58	0.63	2.42	2.46	2.63
KEC International	2,869	3,124	3,391	0.79	0.83	0.83	3.18	3.76	2.79
TATA Projects	2,074	2,243	4,511	1.04	0.86	1.58	-19.22	-6.03	7.07
Skipper Ltd	566	482	442	0.77	0.63	0.49	3.44	2.47	1.36
Patel Engineering	2,001	1,541	1,547	0.82	0.52	0.49	4.02	2.47	1.99
Bajel Projects Ltd.	NA	NA	NA	NA	NA	NA	NA	NA	NA

Note: Bajel Projects Limited is a newly incorporated entity and its past Audited figures are not available; Bajel Projects is a standalone entity, and consolidated accounts are not available, hence, standalone figures have been considered for the purpose of comparison.

NA: Not applicable as Bajel projects is a debt free company.

Source: \*Restated financials, Company website, company annual reports, CRISIL MI&A Consulting

**Table 45: Financial Information on Return on Net Worth and capital employed of Major Companies (Consolidated FY22 to FY24)**

Company Name	Return on Net Worth			Return on capital employed		
	FY2022	FY2023	FY2024	FY2022	FY2023	FY2024
Transrail Lighting*	9.8%	13.9%	20.5%	20.8%	27.9%	37.0%
Kalpataru Projects	12.5%	9.2%	10.0%	11.8%	14.6%	16.8%
KEC International	9.2%	4.7%	8.5%	17.9%	15.7%	23.9%
TATA Projects	-30.7%	-30.4%	2.9%	-7.5%	-12.0%	13.2%
Skipper Ltd	3.4%	4.6%	9.1%	12.0%	13.8%	20.3%
Patel Engineering	3.02%	6.35%	9.56%	11.3%	13.1%	15.4%
Bajel Projects Ltd.	-	-0.3%	0.8%	-	1.25%	3.73%

Note: Bajel Projects Limited is a newly incorporated entity and its past Audited figures are not available; Bajel Projects is a standalone entity, and consolidated accounts are not available, hence, standalone figures have been considered for the purpose of comparison.

Source: \*Restated financials, Company website, company annual reports, CRISIL MI&A Consulting

**Table 46: Working Capital Days and working capital turnover ratio of Major Companies (Consolidated FY22 to FY24)**

Company Name	Working Capital Days (No. of days)			Working capital turnover ratio		
	FY2022	FY2023	FY2024	FY2022	FY2023	FY2024
Transrail Lighting*	131	53	73	2.79	6.83	5.03
Kalpataru Projects	83	70	65	4.37	5.19	5.62
KEC International	42	34	30	8.66	10.69	12.08
TATA Projects	46	47	63	7.90	7.75	5.82
Skipper Ltd	64	65	63	5.67	5.62	5.80
Patel Engineering	168	143	145	2.17	2.54	2.52
Bajel Projects Ltd.	-	233	110	-	1.56	3.31

Note: Bajel Projects Limited is a newly incorporated entity and its past Audited figures are not available; Bajel Projects is a standalone entity, and consolidated accounts are not available, hence, standalone figures have been considered for the purpose of comparison.

Source: \*Restated financials, Company website, company annual reports, CRISIL MI&A Consulting

Following table summarises the key financial parameters for Transrail for Q1 fiscal 2025

**Table 47: Key financials for the Company – Consolidated (Rs. Crore)**

Parameter	Transrail Lighting	
	FY2024	Q1FY2025
Operating revenue	4076.52	915.78
EBITDA	477.54	120.11
EBITDA Margin	11.7%	13.1%
Net worth	1,139.11	1,204.36
Equity share capital	24.79	24.79
Net debt	533.34	515.09
Return on net worth	20.47%	4.30%
Profit after tax	233.2	51.74
Net profit margin	5.7%	5.7%
RoCE	37.0%	9%
NAV per share (Rs.)	92	97
EPS (Rs.)	19.59	4.17

Source: Company restated financial statements, CRISIL MI&A Consulting

The formulae used in the computation of the financial ratios are as follows (for consolidated as well as standalone)

- EBITDA: Profit for the year before finance costs, tax, depreciation, amortisation, exceptional items and other income (Profit/(loss) before exceptional items and tax Less: Other Income Add: Interest/ Finance Cost Add: Depreciation)
- Basic earnings per share: Net Profit after Tax / Weighted Average number of Equity Shares
- Net worth: Equity Share capital Add: Other equity
- Return on net worth (in%): Net Profit after Tax/ Net worth at the end of the year
- Net asset value per equity share: Net worth at the end of the year / Number of Equity Shares outstanding at the end of the year
- Net debt: Total debt Less: cash and cash equivalent
- Return on Capital Employed: EBIT/Capital employed
- Working capital days: (Current assets Less: Current liabilities)/operating revenue \* 365
- Working capital turnover ratio: Operating Revenue/ (Current assets Less: Current liabilities)

#### Peer financial comparison-Standalone

Following tables summarizes the various financial parameters considered for peer financial comparison on standalone basis. For the purpose of financial analysis, only publicly listed Indian Companies are considered.

**Table 122: Financial Information on Revenue from Operations of Major Companies (Standalone FY22 to FY24)**

Company Name	Revenue from Operations (Rs. Crores)			Revenue from Operations CAGR, FY2022 – FY2024
	FY2022	FY2023	FY2024	
Transrail Lighting	2,350	3,152	4,077	31.7%
Kalpataru Projects	12,407	14,337	16,760	16.2%
KEC International	12,573	15,413	17,383	17.6%
TATA Projects	13,471	16,755	17,247	13.2%
Skipper Ltd	1,707	1,980	3,282	38.7%
Patel Engineering	3,030	3,817	4,412	20.7%
Bajel Projects Ltd.	-	664	169	NM

Note: Bajel Projects Limited is a newly incorporated entity and its past Audited figures are not available.

Source: Company website, company annual reports, CRISIL MI&A Consulting

**Table 123: Financial Information on EBITDA of Major Companies (Standalone FY22 to FY24)**

Company Name	EBITDA (Rs. Crores)			EBITDA Margin (%)			EBITDA CAGR, FY2022 – FY2024
	FY2022	FY2023	FY2024	FY2022	FY2023	FY2024	
Transrail Lighting	207	293	478	8.8%	9.3%	11.7%	51.9%
Kalpataru Projects	1,080	1,278	1,366	8.7%	8.9%	8.2%	12.5%
KEC International	1,129	850	848	9.0%	5.5%	4.9%	-13.4%
TATA Projects	-142	-404	596	-1.1%	-2.4%	3.5%	NM
Skipper Ltd	168	193	319	9.8%	9.7%	9.7%	38%
Patel Engineering	415	534	724	13.7%	14.0%	16.4%	32%
Bajel Projects Ltd.	-	-41	-3	-	6.2%	0.2%	NM

Note: Bajel Projects Limited is a newly incorporated entity and its past Audited figures are not available.

Source: Company website, company annual reports, CRISIL MI&A Consulting

**Table 124: Financial Information on PAT of Major Companies (Standalone FY22 to FY24)**

Company Name	PAT (Rs. Crores)			PAT Margin (%)			PAT CAGR, FY2022 – FY2024
	FY2022	FY2023	FY2024	FY2022	FY2023	FY2024	
Transrail Lighting	66	109	235	2.8%	3.5%	5.8%	87.9%
Kalpataru Projects	350	532	533	2.8%	3.7%	3.2%	23.4%
KEC International	434	180	148	3.5%	1.2%	0.8%	-41.7%
TATA Projects	-631	-860	139	-4.7%	-5.1%	0.8%	NM
Skipper Ltd	29	33	75	1.7%	1.7%	2.3%	61.6%
Patel Engineering	56	156	286	1.8%	4.1%	6.5%	126.8%
Bajel Projects Ltd.		-2	4		-0.2%	0.4%	NM

Note: Bajel Projects Limited is a newly incorporated entity and its past Audited figures are not available.

Source: Company website, company annual reports, CRISIL MI&A Consulting

**Table 125: Financial Information on Earnings per Share of Major Companies (Standalone FY22 to FY24)**

Company Name	EPS-Basic (Rs.)			EPS-Diluted (Rs.)			
	FY2022	FY2023	FY2024	FY2022	FY2023	FY2024	
Transrail Lighting	59.68	48.06	19.71	59.68	48.06	19.71	
Kalpataru Projects	21.55	32.75	32.81	21.55	32.75	32.81	
KEC International	16.90	7.01	5.74	16.90	7.01	5.74	
TATA Projects	-51.86	-51.82	5.55	-51.86	-51.82	5.55	
Skipper Ltd	2.79	3.19	7.00	2.79	3.19	6.53	
Patel Engineering	1.17	2.97	3.69	0.81	1.77	3.59	
Bajel Projects Ltd.	-	-0.14	0.37	-	-0.14	0.37	

Note: Bajel Projects Limited is a newly incorporated entity and its past Audited figures are not available.

Source: Company website, company annual reports, CRISIL MI&A Consulting

**Table 126: Financial Information on Net Worth and Net Asset Value (NAV) per Share of Major Companies (Standalone FY22 to FY24)**

Company Name	Net Worth (Rs. Crs)			NAV per share (Rs.)			NAV per Share (Diluted)
	FY2022	FY2023	FY2024	FY2022	FY2023	FY2024	
Transrail Lighting	670	781	1,164	601	343	94	94
Kalpataru Projects	4,937	5,320	5,750	304	327	354	354
KEC International	3,856	3,964	4,076	150	154	159	159
TATA Projects	2,029	2,801	2,893	167	169	115	115
Skipper Ltd	736	767	891	72	75	84	84
Patel Engineering	2,353	2,858	3,146	51	37	41	41
Bajel Projects Ltd.	-	565	566	-	49	49	49

Note: Bajel Projects Limited is a newly incorporated entity and its past Audited figures are not available.

Source: Company website, company annual reports, CRISIL MI&A Consulting

**Table 127: Financial Information on Net Debt, Debt Equity Ratio and Net Debt/EBITDA of Major Companies (Standalone FY22 to FY24)**

Company Name	Net Debt (Rs. Crs)			Debt Equity Ratio			Net Debt/ EBITDA		
	FY2022	FY2023	FY2024	FY2022	FY2023	FY2024	FY2022	FY2023	FY2024
Transrail Lighting	414	485	534	0.62	0.62	0.46	2.00	1.65	1.12
Kalpataru Projects	1,792	2,180	2,443	0.36	0.41	0.42	1.66	1.71	1.79
KEC International	2,329	2,634	3,122	0.60	0.66	0.77	2.06	3.10	3.68
TATA Projects	1,926	2,179	4,533	0.96	0.84	1.57	-13.61	-5.39	7.61
Skipper Ltd	566	482	342	0.77	0.63	0.38	3.37	2.50	1.07
Patel Engineering	1,799	1,372	1,541	0.76	0.48	0.49	4.21	3.02	2.44
Bajel Projects Ltd.	NA	NA	NA	NA	NA	NA	NA	NA	NA

Note: Bajel Projects Limited is a newly incorporated entity and its past Audited figures are not available.; Bajel Projects is a Debt free company.

Source: Company website, company annual reports, CRISIL MI&A Consulting

**Table 128: Financial Information on Return on Net Worth and Working Capital Days of Major Companies (Standalone FY22 to FY24)**

Company Name	Return on Net Worth			Return on Capital Employed			Working Capital Days (No. of days)		
	FY2022	FY2023	FY2024	FY2022	FY2023	FY2024	FY2022	FY2023	FY2024
Transrail Lighting	9.9%	14.0%	20.2%	15.5%	19.5%	27.1%	186	51	72
Kalpataru Projects	7.1%	10.0%	9.3%	12.5%	15.9%	14.8%	164	125	77
KEC International	11.3%	4.5%	3.6%	16.3%	11.4%	18.5%	109	94	26
TATA Projects	-31.1%	-30.7%	4.8%	-10.0%	-12.6%	13.8%	107	97	60
Skipper Ltd	3.9%	4.3%	8.4%	9.0%	12.0%	19.9%	140	119	63
Patel Engineering	2.4%	5.4%	9.1%	15.52%	19.48%	15.10%	297	237	140
Bajel Projects Ltd.	-	-0.3%	0.8%	-	1.25%	3.73%	-	233	110

Note: Bajel Projects Limited is a newly incorporated entity and its past Audited figures are not available.

Source: Company website, company annual reports, CRISIL MI&A Consulting

### Company comparables

Following table summarises the key financials for the fiscal 2024 of the comparable companies for Transrail India.

**Table 129: Key financials of the comparable – Standalone (Rs. Crore)**

Parameter	Transrail Lighting	Kalpataru Projects	KEC International	TATA Projects	Skipper Ltd	Bajel Projects
	FY2024	FY2024	FY2024	FY2024	FY2024	FY2024
Operating revenue	4,077	16,760	17,383	17,247	3,282	1,169
Net worth	1,164	5,750	4,076	2,893	891	566
Equity share capital	25	32	51	129	11	23
Net debt	534	2,443	3,122	4,533	342	0
Return on net worth	20.2%	9.3%	3.6%	4.8%	8.4%	0.8%
Revenue growth	29.3%	16.9%	12.8%	2.9%	65.7%	76.2%
Profit after tax	235	533	148	139	75	4
Net profit margin	5.8%	3.2%	0.8%	0.8%	2.3%	0.4%
RoCE	27.1%	14.8%	18.5%	13.8%	19.9%	3.7%
NAV per share (Rs.)	94	354	159	115	84	49
EPS (Rs.)	19.71	32.81	5.74	5.55	7.00	0.37

Source: Company website, company annual reports, CRISIL MI&A Consulting

From the above comparison, it can be observed that:

- Of the above companies, Transrail ranks 4<sup>th</sup> in terms of operating revenue.
- Transrail reported a significant revenue growth of 29.3% in fiscal 2024. Similarly, the net profit margins are higher than most of its peers indicating a stable profitability position.
- The company operates on a lower capital employed coupled with robust EBITDA levels resulting in a strong ROCE of 27.1% which is the highest amongst the companies disclosed above.
- Transrail commenced its T&D operations in January 2016 under the guidance of the new promoters. It has reported profits resulting in an increased net-worth on a year-on-year basis and has reached Rs.11,639 million in fiscal 2024.

- Transrail has three-decade-long experience of the management, and the integrated services offered by it along with healthy relationships with customers supports business risks. It is one of the most experienced and largest T&D players in the World.
- Transrail is also backward integrated through its manufacturing of towers, poles and conductors, which supports stronger operating margins.
- Transrail is one of the few companies across the globe to have 4 manufacturing facilities of transmission towers (1,01,000 TPA), conductors (60,000 TPA) and poles (25,000 TPA) and a state-of-the-art integrated tower testing station, design capabilities, and a well experienced team capable of erecting and commissioning transmission lines up to 1200kV, distribution lines, substations and railway electrification.
- Transrail has built first ever 500 kV transmission line in Afghanistan/Central Asia
- Transrail is constructing India's longest river bridge with a length of over 10 KM (Kosi River Bridge)
- In August 2023, CRISIL Ratings has revised its outlook on the long-term bank facilities of Transrail Lighting to 'Positive' from 'Stable' and reaffirmed the rating at 'CRISIL A'. The outlook revision reflects strong order book in the T&D segment, providing healthy revenue visibility over the medium term.

## OUR BUSINESS

Unless otherwise stated, references in this section to “we”, “our” or “us” (including in the context of any financial information) are to our Company along with our Subsidiaries, on a consolidated basis. To obtain a complete understanding of our Company and business, prospective investors should read this section in conjunction with “Risk Factors”, “Industry Overview”, “Financial Information” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on pages 31, 129, 269 and 340, respectively as well as financial and other information contained in this Red Herring Prospectus as a whole. Additionally, please refer to “Definitions and Abbreviations” beginning on page 1 for definition of certain terms used in this section.

The industry information contained in this section is derived from the industry report titled “Industry Assessment: Power, Civil Construction, Railways, and Poles & Lighting” dated September 13, 2024 (“CRISIL Report”), which is exclusively prepared for the purposes of the Offer, issued by CRISIL and is commissioned and paid for by our Company. We officially engaged CRISIL in connection with the preparation of the CRISIL Report pursuant to an engagement letter issued on July 10, 2023. We commissioned and paid for the CRISIL Report for the purposes of confirming our understanding of the industry specifically for the purposes of the Offer, as no report is publicly available which provides a comprehensive industry analysis, particularly for our Company’s products, that may be similar to the CRISIL Report.

Some of the information set out in this section, especially information with respect to our business plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read “Forward Looking Statements” beginning on page 29 for a discussion of the risks and uncertainties related to those statements and “Risk Factors” beginning on page 31 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, the financial information included herein is based on our Restated Consolidated Financial Information for the three months period ended June 30, 2024 and the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022, included in this Red Herring Prospectus. For further information, see “Restated Consolidated Financial Information” on page 269. We have, in this Red Herring Prospectus, included various operational and financial performance indicators, some of which may not be derived from our Restated Consolidated Financial Information. The manner in which such operational and financial performance indicators are calculated and presented, and the assumptions and estimates underlying, and used in such calculation, may vary from that used by other similarly placed companies in India and other jurisdictions. Investors are accordingly cautioned against placing undue reliance on such information in making an investment decision and are cautioned that they should consult their own advisors and evaluate such information in the context of the Restated Consolidated Financial Information and other information relating to our business and operations included in this Red Herring Prospectus.

Our financial year ends on March 31 of every year, so all references to a particular financial year are to the twelve-month period ended March 31 of that year.

## OVERVIEW

We are an Indian engineering, procurement and construction (“EPC”) company. Our Company primarily focuses on power transmission and distribution business and integrated manufacturing facilities for lattice structures, conductors, and monopoles. We have a track record of four decades in providing comprehensive solutions in the power transmission and distribution sector, on a turnkey basis globally and have been a trusted and longstanding partner. We have completed more than 200 projects in power transmission and distribution vertical since our inception, along with comprehensive and extensive project execution capabilities in terms of manpower, supply of materials (including self-manufactured products) and availability of world class machinery, both in India and internationally (majorly across Asia and Africa). Our position in the power transmission and distribution sector is owing to the following factors:

Having a footprint in 58 countries like Bangladesh, Kenya, Tanzania, Niger, Nigeria, Mali, Cameroon, Finland, Poland, Nicaragua etc. including turnkey EPCs or supply projects.

As of June 30, 2024, we have undertaken EPC of 34,654 circuit kilometers (“CKM”) transmission lines and 30,000 CKM distribution lines, domestically and internationally. We provide EPC services in relation to substations up to 765 kilovolts (“kV”).

Our Company has presence in all the power transmission and distribution segments and majorly in high voltage (“HV”) and extra high voltage (“EHV”) segments. For details, see “– Strengths” on page 199.

Other than the power transmission and distribution business, we have other business verticals, such as, civil construction, poles and lighting, and railways. The details of contribution to revenue from operations by each vertical is set out below:

Vertical	For the three months period ended June 30, 2024		For the Financial Year ended March 31, 2024		For the Financial Year ended March 31, 2023		For the Financial Year ended March 31, 2022		Financial 1 Year ended March 31, 2024-March 31, 2022 CAGR (%)
	Revenue of operation s generated	% of total revenue of operation s	Revenue of operation s generated	% of total revenue of operation s	Revenue of operation s generated	% of total revenue of operation s	Revenue of operation s generated	% of total revenue of operation s	
Power transmission and distribution	7,460.30	83.18	33,611.20	83.83	24,065.58	77.98	15,359.16	67.24	47.93
Civil construction	1,040.25	11.60	3,741.21	9.33	3,317.82	10.75	4,420.31	19.35	(8.00)
Railways	194.82	2.17	974.25	2.43	1,760.93	5.71	1,521.43	6.66	(19.98)
Poles and lighting	273.66	3.05	1,765.64	4.4	1,717.04	5.56	1,540.52	6.74	7.06
<b>Total</b>	<b>8,969.03</b>	<b>100.00</b>	<b>40,092.30</b>	<b>100.00</b>	<b>30,861.37</b>	<b>100.00</b>	<b>22,841.42</b>	<b>100.00</b>	<b>27.01</b>

Further the details for revenue generated from our business by geographical regions is set out below:

Geography of client	For the three months period ended June 30, 2024	For the Financial Year ended March 31, 2024	For the Financial Year ended March 31, 2023	For the Financial Year ended March 31, 2022
In India	4,494.59	16,619.17	14,388.38	14,170.34
Outside India	4,474.44	23,473.13	16,472.99	8,671.08
<b>Total</b>	<b>8,969.03</b>	<b>40,092.30</b>	<b>30,861.37</b>	<b>22,841.42</b>

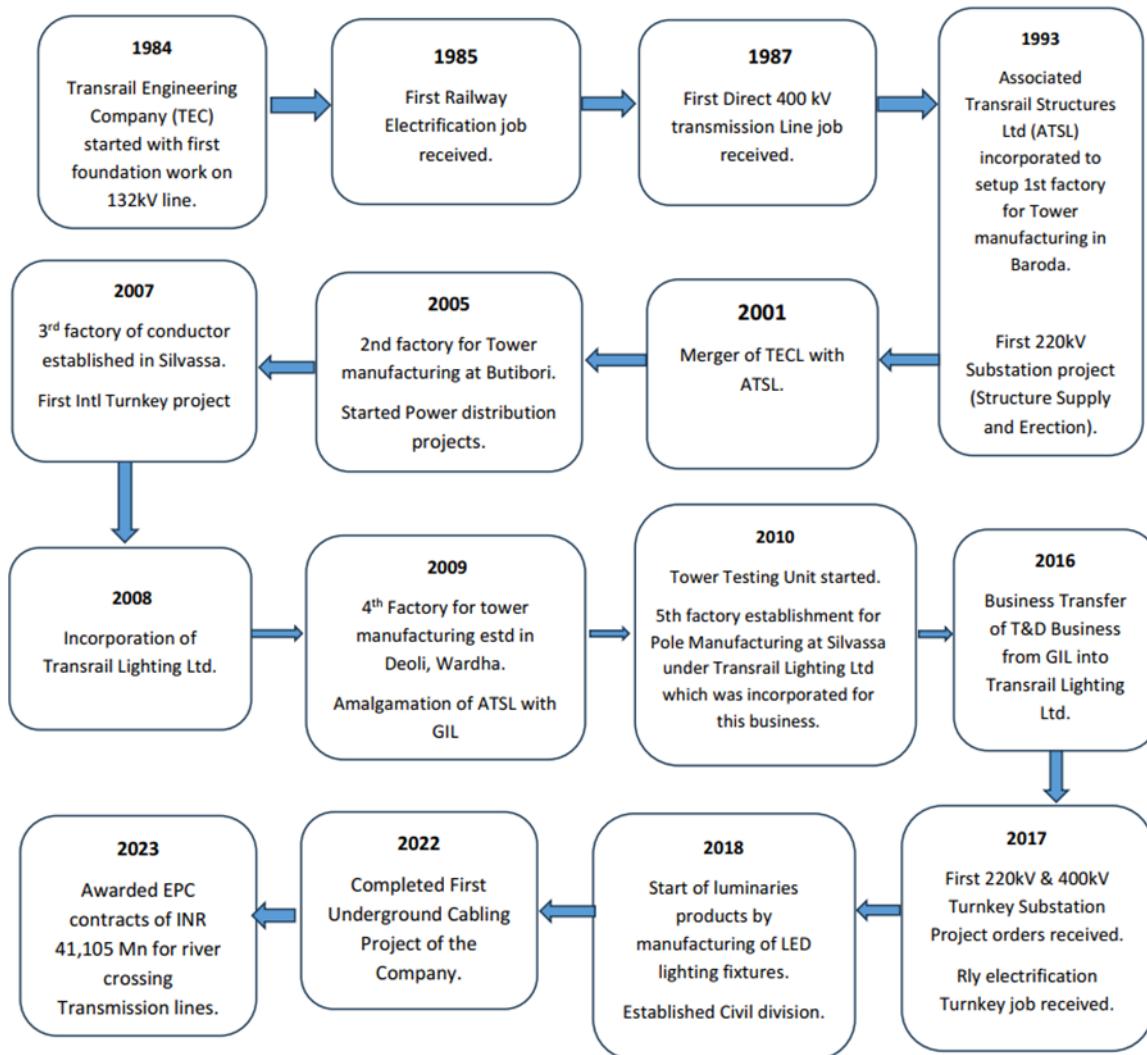
### Market opportunity

The power transmission and distribution system across India has expanded extensively. The total length of domestic transmission lines rose from 413,407 CKM in Financial Year ended March 31, 2019 to 485,544 CKM in Financial Year ended March 31, 2024. To service a large generation installed base, the estimated investment in the transmission sector is expected to cumulatively reach approximately ₹3.00 trillion for Financial Year 2025-2029. The distribution segment is expected to attract investments worth Rs 3-4 trillion over fiscals 2025 to 2029 vis-à-vis ~Rs 3.3 trillion between fiscal 2019-2024 led by the government's thrust on the Revamped Distribution Sector Scheme, improving access to electricity and providing 24x7 power to all. (*Source: CRISIL Report*) Further, internationally, the lack of access to electricity across the African region has influenced public and private investments in the deployment of new transmission and distribution networks across the region. For instance, at present, 43% of the total population in the African region, lack access to electricity, which displays the critical need for electrical infrastructure in Africa. Further, power sector investment in Latin America and the Caribbean is also expected to increase to meet rising electricity demand and to modernise and expand grid infrastructure. (*Source: CRISIL Report*)

### Our journey

One of our Promoters, Digambar Chunnilal Bagde, has experience of more than 40 years in the EPC industry and was at the helm of affairs of our Company from its inception. Digambar Chunnilal Bagde was also associated with Transrail Engineering.

Company Limited and Associated Transrail Structures Limited as promoter of such entities. A brief journey of our milestones is delineated below:



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 233.

As on the date of this Red Herring Prospectus, we have four operational manufacturing facilities including one tower testing facility. For details, see “*-Manufacturing Facilities*”. Our key services and significant projects include:

- Supply as well as design, engineering, procurement and construction of transmission lines and distribution lines** - As of June 30, 2024, we have designed, engineered, procured and constructed 34,654 CKM transmission lines and 30,000 CKM distribution lines, respectively, both domestically and internationally. Our Company operates as EPC service providers and as a supplier of engineered products in the power transmission and distribution segment. We also provide EPC services in relation to air insulated and gas insulated substations. The table below sets forth the orders procured by our Company during the three months period ended June 30, 2024 and the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022, in our domestic and international power transmission and distribution business:

Geography of the client	For the three months period ended June 30, 2024		For the Financial Year ended March 31, 2024		For the Financial Year ended March 31, 2023		For the Financial Year ended March 31, 2022	
	Amount (in ₹ million)	% of total orders procured in the power transmission and distribution business	Amount (in ₹ million)	% of total orders procured in the power transmission and distribution business	Amount (in ₹ million)	% of total orders procured in the power transmission and distribution business	Amount (in ₹ million)	% of total orders procured in the power transmission and distribution business
Domestic	525.52	6.21	20,003.25	51.06	16,847.30	26.19	6,693.72	25.12
International	7,943.57	93.79	19,175.23	48.94	47,487.73	73.81	19,951.66	74.88

Geography of the client	For the three months period ended June 30, 2024		For the Financial Year ended March 31, 2024		For the Financial Year ended March 31, 2023		For the Financial Year ended March 31, 2022	
	Amount (in ₹ million)	% of total orders procured in the power transmission and distribution business	Amount (in ₹ million)	% of total orders procured in the power transmission and distribution business	Amount (in ₹ million)	% of total orders procured in the power transmission and distribution business	Amount (in ₹ million)	% of total orders procured in the power transmission and distribution business
<b>Total</b>	<b>8,469.09</b>	<b>100.00</b>	<b>39,178.48</b>	<b>100.00</b>	<b>64,335.03</b>	<b>100.00</b>	<b>26,645.37</b>	<b>100.00</b>

- **Civil Construction** - We provide EPC services including design in relation to bridges, tunnels, elevated roads and cooling towers. We have been awarded with the Kosi bridge project which is the largest civil construction project currently being executed in India by us. We are constructing some of the tallest natural draft cooling towers (NDCT) in India. Our civil construction services are majorly provided domestically.
- **Poles and Lighting** - We have a diverse product manufacturing set-up, including high masts, street poles, luminaries, power transmission and distribution monopoles, stadium lighting, derrick structures, road gantries and signages, flag masts, solar streetlights, decorative poles etc. We operate as both manufacturers as well as supply, installation, testing and commissioning service providers in the poles and lighting segment. Our poles and lighting vertical primarily operates in the Indian markets with select projects internationally. Our products have been used in many landmark projects across India and have also been exported to many countries. A few examples include Mumbai Trans Harbour Link, M. Chinnaswamy cricket stadium in Bengaluru, Samruddhi Highway, LED traffic lights in Mumbai, Qatar's sports and decorative lightings, Zambia's Lusaka city de-congestion project etc. Recently, we have expanded our factory by adding a dedicated facility for signages.
- **Railway services** - We provide several services in relation to railways including overhead electrification, signaling and telecommunication services, earthwork, track linking and other composite works. Our manufacturing units have supplied railway portals and overhead contact rods. Our railways vertical has operations only in India. We have provided services to government undertaking and corporations of the Ministry of Railways in India, in this segment.

Over a period of time, we have steadily invested into backward integration by adding manufacturing units for towers, conductors and poles to our business and have developed the ability to provide comprehensive solutions including designing, manufacturing, procuring, testing and supplying of conductors, towers etc. for our EPC projects and also towards direct supplies. Generally, these products and services cover a substantial part of the EPC value in a typical transmission line project, which reduces our dependency on third-party suppliers.

We cater to a wide client base in India including central public sector undertakings under the Ministry of Power of India, state government run and private power transmission and distribution companies. Further, we have actively diversified and expanded our business across the globe with our overall footprint of supply and service in 58 countries. We generally take export orders which are either funded by multilateral funding agencies (which include organisations like World Bank, African Development Bank, Asian Development Bank etc) or backed by letters of credit. As on June 30, 2024, our Order Book comprises of international projects and domestic projects and is a healthy client mix with typically governmental authorities of various countries such as India, Bangladesh, Kenya, Tanzania, Niger, Nigeria, Mali, Cameroon, Philippines, Suriname, Nicaragua etc. Internationally, some of our biggest clients have been Power Grid Company of Bangladesh and Da Afghanistan Breshna Sherkat in Asia and Kenya Power and Lighting Company, West African Power Pool, Electricidade De Mocambique, E.P. Mozambique etc. in Africa. Further, in the three months period ended June 30, 2024 and the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022, our Company has completed more than 200 projects across the globe across power transmission and distribution business.

We have shown strong financial performance, which is evident from our growing revenues and increasing orders. Our total revenue increased to ₹41,299.99 million in Financial Year ended March 31, 2024 from ₹23,571.99 million in Financial Year ended March 31, 2022 at a CAGR of 32.37% while our profit for the year increased to ₹2,332.05 million in Financial Year ended March 31, 2024 from ₹647.07 million in Financial Year ended March 31, 2022 at a CAGR of 89.84%. Further our order intake and Unexecuted Order Book has shown stellar growth. Our Unexecuted Order Book has almost doubled to ₹1,01,004.74 million as on March 31, 2024, from ₹59,075.87 million as of March 31, 2022.

## STRENGTHS

We believe that the following competitive strengths have positioned us to benefit from the market dynamics and capture expected growth in the industry.

***Track record of established presence and growth in power transmission and distribution vertical through our implementation and execution skills***

We have completed more than 200 projects in power transmission and distribution vertical, along with comprehensive and extensive project execution capabilities in terms of manpower, supply of materials (including self-manufactured products) and availability of world class machinery, both in India and internationally. With our Company foraying into underground cabling and substations, we have a comprehensive execution profile for overhead transmission lines, monopole lines, underground cables, distribution networks as well as sub-stations. Additionally, we have developed extensive pre-qualifications in power transmission and distribution business owing to our extensive experience in the sector. As of June 30, 2024, we have constructed 34,654 CKM transmission lines (including more than 22,912 CKM of transmission lines which are above 220 kV thereby affirming our position as a reliable EPC partner in the ultra-high voltage (“UHV”) transmission lines sector. Our in-house tower testing facility has tested more than 486 towers of various configurations. We have constructed India’s first 1200 kV transmission lines that are currently charged at 400 kV. Further, we have also constructed distribution networks of 30,000 CKM including projects in India and Africa. Our Company has built substations of up to 400kV. We have also completed more than 396 track kilometers (“TKM”) of overhead electrification, 128 TKM of track laying and 35 locations in relation to signaling and telecommunications for railway projects in India.

### ***Established manufacturing facilities***

Our first manufacturing facility in Vadodara, Gujarat, where we manufacture galvanized lattice steel towers, was established in 1994. The manufacturing facility located in Deoli, Maharashtra, for manufacturing of galvanized steel towers was established in the year 2009. In parallel, we expanded our business by setting up two manufacturing facilities in Silvassa, Dadra and Nagar Haveli, in 2007 and 2010, for manufacturing conductors and poles, respectively. Our factories are fitted with advanced computer numerical control (“CNC”) machines, plasma / gas-cutting machines, shearing machines, welding facilities, large sized galvanizing baths, wire drawing machines and furnaces. As of June 30, 2024, we have supplied 1.3 million metric ton (“MMT”) of towers, 194,534 kilometer (“KM”) of conductors and 458,705 poles.

Further, our Company has an in-house tower testing facility located in Deoli, Maharashtra which houses our research and development team providing tower testing services with provisions for online viewing of the tower tests. For details, see “ – Properties” on page 222. Our tower testing facility can test towers with a maximum height of 85 meters and we have tested towers up to 1,200 kV in this facility. We have tested 486 towers in-house as on June 30, 2024. This totals to approximately 12,500 MT and includes various types of towers such as 414 of self-support, 11 guyed towers, 56 monopoles, 3 railway portals and 2 telecom masts. Out of the aforementioned towers, more than half are for foreign clients including those based out of Canada, Mexico, Malaysia, Philippines, Korea, Oman, Chile, Italy, Botswana, Nigeria, Ethiopia, Mozambique, Bangladesh, Cameroon, Liberia, etc. Some of the key customers are WAAP- West Africa and other central public sector undertakings under the Ministry of Power, state government run and private power transmission and distribution companies.

We also manufacture railway masts and copper rods for our railways vertical and poles and highmasts for our poles and lighting vertical. Our tower manufacturing and testing unit in Deoli, Maharashtra, pole manufacturing unit in Silvassa, Dadra and Nagar Haveli are CE certified and all our in-house testing facilities are NABL accredited. We also manufacture advanced high-tension low sag (“HTLS”) and high temperature conductors (“HTC”) at our conductor manufacturing unit in Silvassa, Dadra and Nagar Haveli. We aim to achieve full backward integration and our manufacturing facilities also have the capacity to manufacture the key components of towers, conductors and poles that we typically require in the construction of transmission lines. These manufacturing facilities help us reduce our dependence on third party suppliers for our key products.

We own specialized EPC equipment such as stringing machines, cranes, launching gantries and piling rigs. We have a workshop as well as central store house for machineries at Butibori, Nagpur, where we undertake major repair and maintenance of our EPC equipment ensuring reduced downtime for our operations.

### ***Strong and diversified Order Book***

Our Order Book has a healthy balance of international and domestic clients and has consistently witnessed growth over the past few years. We primarily focus on the quality of the products and services provided by us which helps us in honing our strong relationships with our clients. The following table sets forth a vertical wise summary of our Order Book as of June 30, 2024:

<b>Business vertical</b>	<b>Number of orders</b>	<b>Confirmed Unexecuted Order Book (in ₹ million)</b>	<b>% of the total Order Book value</b>
Power transmission and distribution	69	92,512.58	90.58
Civil construction	5	7,382.87	7.23
Railways	5	1,586.24	1.55
Poles and lighting	77	648.97	0.64
<b>Total</b>	<b>156</b>	<b>102,130.66</b>	<b>100.00</b>

Some of the leading projects secured by us in the three months period ended June 30, 2024 and Financial Year ended March 31, 2024 includes construction of transmission lines in Bangladesh, Tanzania, Cameroon and India. Further, we generally take export orders which are either funded by multilateral funding agencies (which include organisations like World Bank, African Development Bank, Asian Development Bank etc) or backed by letters of credit, which reduces our risks in relation to any defaults in payments to be received by our Company. As on June 30, 2024 such orders totalled to 99.99% of the total unexecuted Order Book. The breakdown of our Order Book based on the geography of our clients is set out below:

Geography of the client	As at June 30, 2024		As at March 31, 2024		As at March 31, 2023		As at March 31, 2022	
	Amount (in ₹ million)	% of the Order Book	Amount (in ₹ million)	% of the Order Book	Amount (in ₹ million)	% of the Order Book	Amount (in ₹ million)	% of the Order Book
India	36,290.82	35.53	39,331.57	38.94	33,770.10	35.11	28,615.14	48.44
International	65,839.84	64.47	61,673.17	61.06	62,422.69	64.89	30,460.73	51.56
<b>Total</b>	<b>102,130.66</b>	<b>100.00</b>	<b>1,01,004.74</b>	<b>100.00</b>	<b>96,192.79</b>	<b>100.00</b>	<b>59,075.87</b>	<b>100.00</b>

As of June 30, 2024, we had presence in various countries across the globe and in across various states in India as represented below:

# Our Global Footprint



At Transrail Lighting Limited, we have expanded our presence and reach across the lengths and breadths of the globe. We have emerged as a global player with a strong presence in **58 Countries** across the world. On the domestic front, we are pan-India Company, having executed projects in all corners of India.

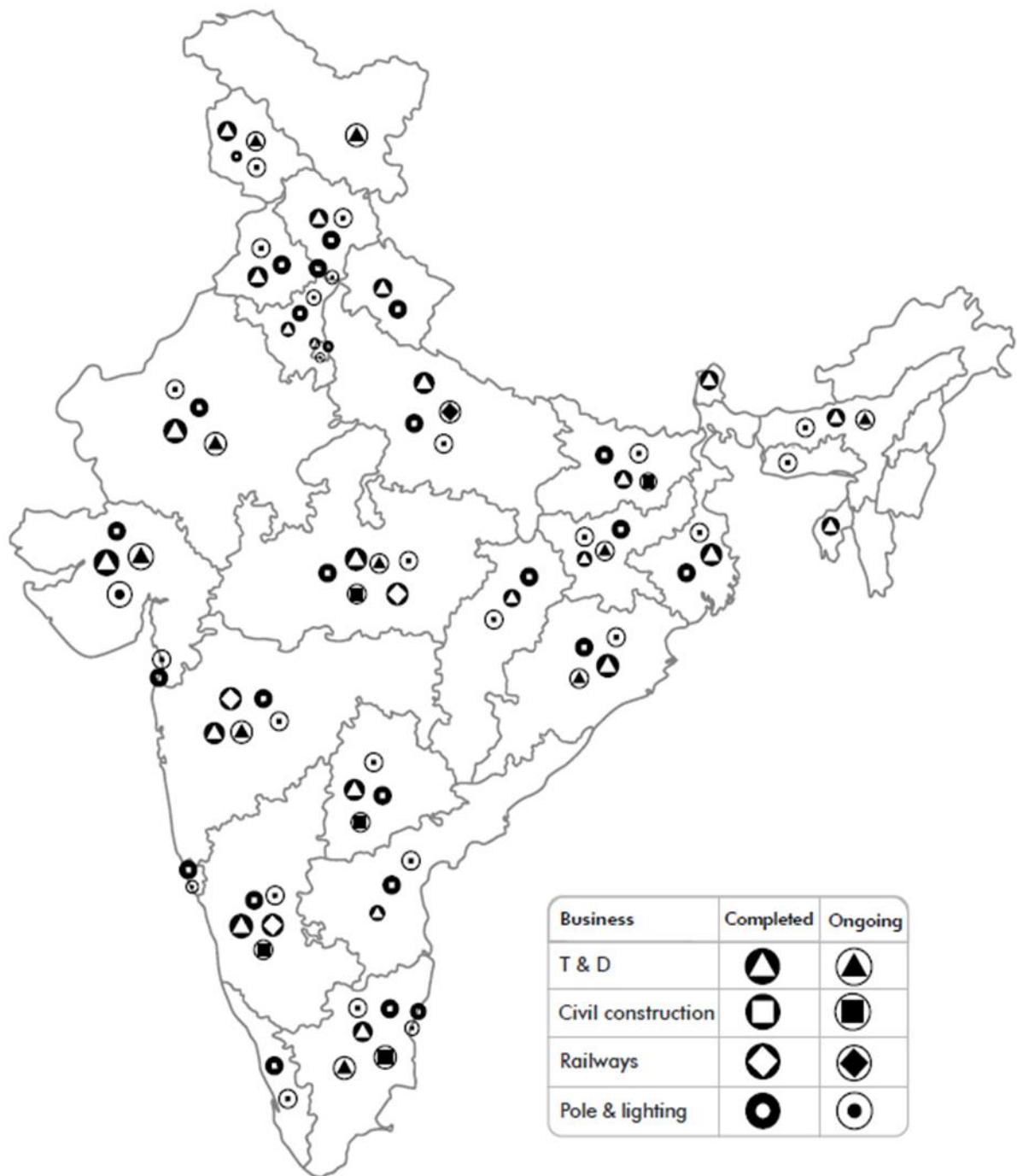
## O Ongoing

Bangladesh	Niger
Benin	Nigeria
Bhutan	Oman
Cameroon	Philippines
Eswatini	Sri lanka
India	Suriname
Kenya	Tanzania
Latvia	The Gambia
Mali	Thailand
Mozambique	Togo
Nicaragua	Burundi

## ● Completed

Bangladesh	Indonesia
Benin	Iraq
Bhutan	Ivory Cost
Afghanistan	India
Algeria	Jordan
Bolivia	Kenya
Botswana	Kuwait
Burkina faso	Liberia
Canada	Mozambique
Chile	Mexico
Colombia	Nepal
Dominican Republic	Namibia
Ecuador	Philippines
Egypt	Oman
Ethiopia	Poland
Finland	Qatar
Gabon	Rwanda
Ghana	South Koria
Guatemala	Srilanka
	Senegal
	Somalia
	Sweden
	Tanzania
	Togo
	UAE
	Uganda
	USA
	Zambia

## Our India Footprint



As one of the leading EPC players in the power transmission and distribution sector, we also leveraged our project management skills and other resources to expand our horizons and foray into other verticals, harnessing growth opportunities in such segments. We have longstanding relationship with some of our top clients such as Power Grid Company of Bangladesh, Kenya Power and Lighting Company etc.

Our global reach has also increased in the three months period ended June 30, 2024 and the last three Financial Years to 58 countries as of June 30, 2024 from 46 countries as of March 31, 2021, in four continents.

### ***Strong in-house designing and engineering***

We undertake our EPC business in an integrated manner. Our Company has developed key competencies and resources in-house to deliver a project from conceptualization until completion. We have an experienced team of 114 designers and engineers who are specialists in each segment of our business with a total cumulative experience of more than 17,000 man months. We also have access to industry leading software for design and engineering including software such as PLS Tower, PLS Poles, I tower, Bocad, Staad Pro, PLS Star, PLS CAAD, PLS Lit, DiLux, AGI 32, Autocad 3D, Solidworks etc.

Our Company provides leading-edge solutions in areas such as execution safety, workforce management and quality. One example of such leading-edge solution is the use of light detection and ranging (“LiDAR”) survey by our Company to survey the surface of the Earth in Niger, Benin and Cameroon. Our in-house integrated model includes a design and engineering team for each business vertical and has contributed to our ability to successfully complete projects on time, without compromising on quality and allowing us to capture a larger proportion of the value chain in the EPC business.

### ***Experienced promoter(s) with strong management team, technical expertise and business divisions with specialized domain knowledge***

We have seen robust business growth under the vision, leadership and guidance of one of our Promoters, Digambar Chunnilal Bagde, who has more than 40 years of experience in the EPC industry. In addition to our Promoters, we also have qualified and well-experienced Board of Directors, of which our Managing Director and CEO, Randeep Narang, has over 35 years of experience in the power transmission and distribution industry. We believe that our Promoter(s) and Board of Directors have played a key role in the development of our business and we benefit from their industry knowledge and expertise, vision and leadership.

Additionally, our Senior Management includes qualified, experienced and skilled professionals who have experience across various sectors. We have an in-house team of expert engineers specializing in civil, mechanical and electrical engineering, and a separate design team for each of our business vertical. Further, we have specialists in supply chain, quality assurance, EHS, information technology, finance and general management. As on June 30, 2024, we had 1,761 employees on board which mainly includes engineer and specialists working in various departments. We have respective subject matter experts for each segment of business, and we also have a hub and spoke model to cater to various geographies.

We believe the guidance of our Board and skillset and industrial experience of our Senior Management will enable us to continue to take advantage of future market opportunities and expand into newer markets. Our senior management team is able to leverage our market position with their collective experience and knowledge in the EPC industry, to execute our business strategies and drive our future growth. Our department heads have an average experience of over 23 years in various leadership roles. For further details relating to our Key Managerial Personnel and Senior Managerial Personnel, see “*Our Management – Key Managerial Personnel and Senior Managerial Personnel*” on page 255.

### ***Quality assurance***

Our facilities are ISO 9001:2015 certified organization for Quality Management System, ISO 14001:2015 certified for Environmental Management System, ISO 27001:13 certified for Communications Security and ISO 45001:2018 certified for Occupational Health and Safety Management System. We have also received certifications based on external inspections such as CE and NABL.

In addition to the inspections conducted by the external agencies, we also conduct internal inspection and incremental quality control of raw materials used for our projects in order to maintain quality assurance. We believe that strict procedures followed by us help us to ensure timely delivery and competitive prices of our products and services in the market.

Further, in order to derive better insights into the markets for raw materials we maintain strong relationships with our suppliers. This also helps us to manage our raw material supply chain and inventory, resulting in greater predictability of supply and, consequently, a greater ability to meet production schedules and achieve timely delivery of our products and services for our clients.

### ***Strong and consistent financial performance***

The significant growth of our business in the three months period ended June 30, 2024 and Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022 has contributed significantly to our financial strength. Our total revenue increased at a CAGR of 32.37% while our profit for the year increased at a CAGR of 89.84%. Our strong growth even during COVID-19 pandemic period is a strong testament to our resilience and efficiencies.

The table below sets forth certain key financial parameters on a consolidated basis for the periods indicated:

Particulars	As at / for the three months period ended June 30,	(in ₹ million, except where specified otherwise)		
		As at / for the Financial Year ended March 31,		
		2024	2023	2022
Revenue from Operation (including	9,157.78	40,765.25	31,521.56	23,500.15

Particulars	As at / for the three months period ended June 30,	As at / for the Financial Year ended March 31,		
		2024	2024	2023
and other operating Revenue)				
Revenue growth	N.A.	29.32%	34.13%	7.53%
EBITDA\$	1,201.05	4,775.58	2,939.35	2,056.68
EBITDA Margin (in %)	13.12	11.71	9.32	8.75
Profit After Tax	517.44	2,332.05	1,075.68	647.07
Return on Capital Employed (in %) <sup>#</sup>	6.02 <sup>#</sup>	24.33	18.27	14.94
Working capital days	83	73	53	61
Debt equity ratio	0.50	0.56	0.78	0.71
Net Debt to EBITDA	4.29	1.12	1.63	2.00

# Not annualised

\$EBITDA: Profit for the year plus tax expenses plus finance cost plus depreciation and amortization expense less other income

#Return on Capital Employed: Earning before interest and tax/ Capital Employed.

Our Company has continuously satisfied the minimum financial eligibility criteria for bidding in EPC projects for most of the tenders, which generally comprises of financial parameters such as net worth and profitability. We believe that we have been able to maintain our growth, due to our in-house integrated model, efficient project execution and our prudent bidding strategy. We strive to maintain a robust financial position with emphasis on having a strong balance sheet. Our balance sheet enables us to fund our strategic initiatives, pursue opportunities for growth and better manage unanticipated cash flow variations. Our financial strength enables us to access bank guarantees and letters of credit at reasonable terms.

We have been able to maintain comparatively better margins in the industry because of our self-dependency for major components of power transmission and distribution projects like towers, monopoles and conductors coupled with our frugal and efficient operational practices.

Our Company has received the following credit ratings:

Facilities	Long term rating	Short term rating	Amount (in ₹ million)
CRISIL Ratings Limited	A / Positive	A1	53,700
India Ratings and Research	A+ / Stable	A1 +	4,700

## STRATEGIES

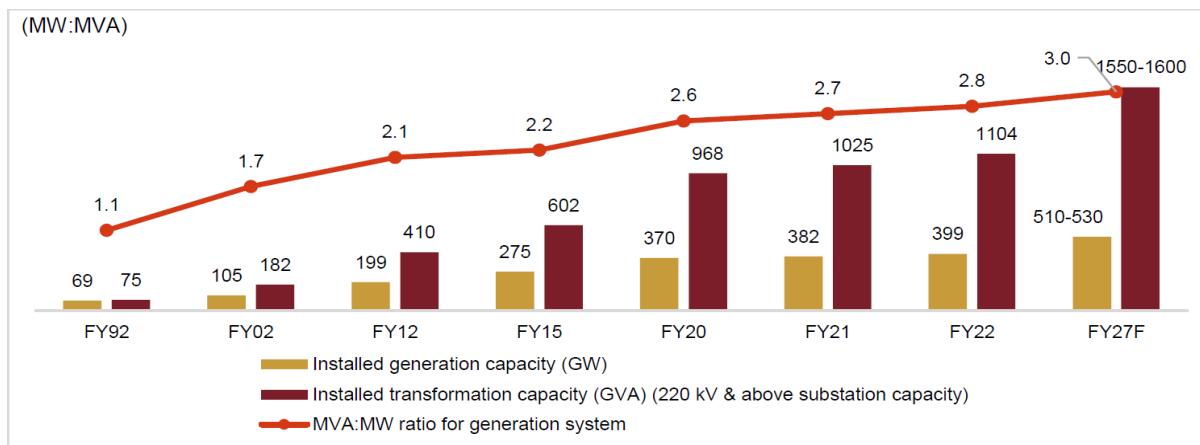
We intend to strengthen our position as one of the leading infrastructure turnkey solutions provider in the EPC space in India and internationally by implementing the following strategies:

**Leverage our technical expertise, specialized domain knowledge and experience to expand our core competencies in power transmission and distribution segment, both domestic and international.**

Our focus has been streamlined on the engineering, procurement and construction in power transmission and distribution vertical of our business. The power transmission and distribution business vertical contributed approximately 83.18% and 83.83% to our total revenue from operations in the three months period ended June 30, 2024 and the Financial Year ended March 31, 2024, respectively. This is supported by backward integration of establishing own manufacturing units for towers, conductors and monopoles.

Robust generation capacity addition over the years and government's focus on 100% rural electrification through last mile connectivity has led to extensive expansion of the power transmission and distribution system across India. The total length of domestic transmission lines rose from 413,407 CKM in Financial Year ended March 31, 2019 to 485,544 CKM in Financial Year ended March 31, 2024. The total transmission line length (above 220 kV) has increased at 3.3% CAGR from Financial Year ended March 31, 2019 to Financial Year ended March 31, 2024. This increase can also be attributed to an increase in the commissioning of the 765 kV lines, growing at a CAGR of approximately 6% over the same period. Further, the growth in substation capacities have majorly seen traction in 220 kV, 400 kV and 765 kV segments, contributing to 32%, 41% and 24% of the incremental additions between Financial Year 2019 and Financial Year ended March 31, 2024. (Source: CRISIL Report)

With the government's focus on alleviating congestion, transmission capacities are expected to witness growth in transformation capacity additions. The figure below shows the growth in the transformation capacity in comparison to the generation capacity in India. (Source: CRISIL Report)



Source: CRISIL Report

#### Planned transmission capacity till the year 2030

Transmission system type/ voltage class	Unit	Capacity additions till 2030
(a) ± 800 kV	ckm	6,200
(b) ± 350 kV	ckm	1,920
(c) 765 kV	ckm	25,960
(d) 400 kV	ckm	15,758
(e) 220 kV cable	ckm	1,052
<b>Total transmission lines</b>	<b>ckm</b>	<b>50,890</b>
(a) ± 800 kV	MVA	20,000
(b) ± 350 kV	MVA	5,000
(c) 765 kV	MVA	274,500
(d) 400 kV	MVA	134,075
(e) 220 kV cable	MVA	0
<b>Total substations</b>	<b>MVA</b>	<b>433,575</b>

Source: CEA, CRISIL Consulting

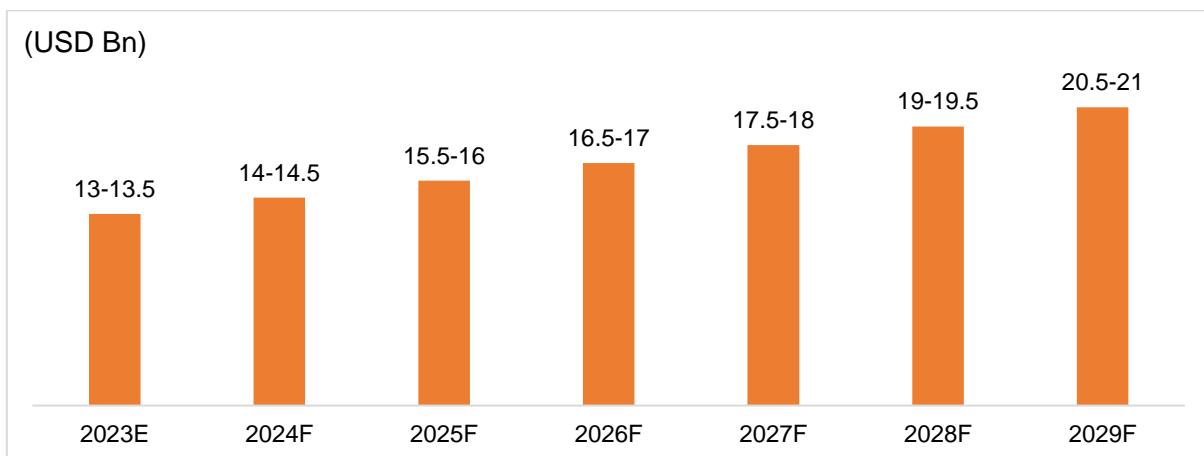
The CEA has published a report on the broad transmission system roadmap for reliable integration of 537 GW RE capacity by the year 2030. As per the report the inter-regional capacity addition till the year 2030 in India will be as follows: (Source: CRISIL Report)

Inter-regional capacity	Capacity additions till 2030 (MW)
West – East	22,790
West – North	62,720
West – South	28,120
North – East	22,530
South – East	7,830
East – Northeast	2,860
Northeast – North	3,000
<b>Total</b>	<b>149,850</b>

Source: CRISIL Report

With significant investments expected in the power transmission and distribution sector in India from Financial Year ended March 31, 2024 to Financial Year ended March 31, 2029, the market for EPC for power transmission and distribution will also improve. The cost breakup of a power transmission and distribution infrastructure including EPC vary depending on size, complexity, no. of lines, substations, location, topography of land and prevailing market conditions. Generally, equipment costs account for approximately 50-60% of total cost. Design and engineering contributes to around 5-10% of the total cost. Civil construction including labor, material and erection work account for around 15-20% of the total cost. Apart from these costs, other costs such as land acquisition, administrative expenses, project management, approvals/clearance, compensations contribute to 15-20% of the total cost. Considering the expected investment in power transmission and distribution segment, Indian power transmission and distribution EPC market is estimated at around USD 20.5-21 billion by the year 2029. The Indian power transmission and distribution EPC market is expected to experience significant growth in the coming years driven by increasing electricity demand, government initiatives, strong thrust on sustainability and rising adoption of smart grid technologies. (Source: CRISIL Report)

## Expected power transmission and distribution EPC Market for India



Source: CRISIL Report

We intend to continue our focus on EPC projects of power transmission and distribution lines including supplies of power transmission and distribution segment products. We intend to continue to expand our product and service portfolio in this segment and add new geographies. We will also further strengthen our substation and underground cabling businesses. The extensive experience of domestic power transmission and distribution projects helped us to expand internationally.

### ***Expand our EPC portfolio into other allied/ancillary infrastructure sectors***

We continue to maintain and strengthen our market position of our EPC business in India and internationally. Government of India has been clearly focused on development of infrastructure in the country and we intend to harness such opportunities and expand the scope of EPC civil services to focus on projects from the Government of India and other programmes for bridges, tunnels and other transmission solutions.

With the government increasing the target for investments in national highways over the next five years, construction of bridges and elevated roads is also expected to rise substantially, supported by road capex in north-east region, safety and traffic regulation concerns for village/ town intersection, and robust connectivity between national highways.

Over the next few years, we will continue to focus on existing projects while seeking opportunities to expand our portfolio into other allied/ancillary infrastructure sectors. We are proposing to acquire BH business of Gammon Engineers and Contractors Private Limited, in order to expand our scope to hydro power projects as well. Further, we are also planning to expand our footprint in the solar EPC industry by including turnkey projects in relation to installation of solar rooftops, solar streetlights, ground mounted solar projects etc. We intend to draw on our experience, asset base, market position and ability to execute and manage multiple projects across various geographies to further grow our portfolio of EPC projects.

In-house integration has been an integral part of our growth over the years, and we seek to focus on further enhancing our in-house competencies by expanding into various functional aspects of our projects thereby eliminating dependence on third parties. Depending on the nature of projects that we may bid for and win in future, we shall continue to invest in developing our design and engineering capabilities. With experience gained through working and supplying our products in 58 countries for our power transmission and distribution vertical, we are poised for leveraging this expertise to take our other business verticals international. All our other verticals like civil construction, poles and lighting and railways have business prospects internationally and through our network and existing set-up in close to 22 countries we will be able to take the other verticals international.

### ***Focusing on expanding the market for our conductors and to leverage our new age HTLS conductors***

We have successfully supplied conductors from our Silvassa factory to various projects around the world. We not only manufacture a very wide range of conventional overhead power conductors but have also successfully enhanced our offerings by adding high temperature conductors (“HTC”) and HTLS conductors as new products.

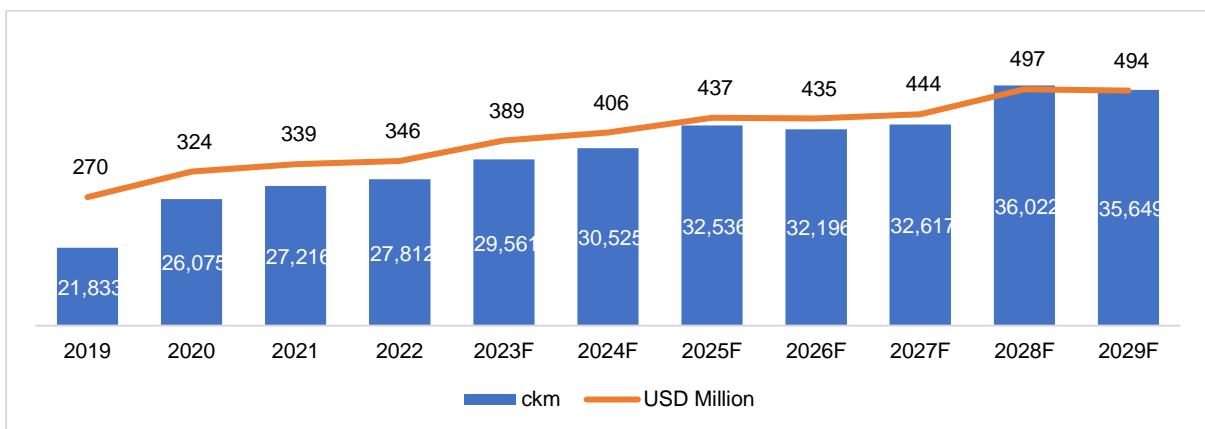
The market trend for HTCs has been experiencing significant growth and interest in recent years. As electricity demand continues to rise and power transmission networks face increasing challenges, there is a growing need for conductors that can handle higher electrical loads and offer enhanced efficiency. Moreover, as the world transitions to a cleaner and more sustainable energy mix, HTCs play a crucial role in supporting the integration of renewable energy sources into the grid, ensuring efficient power transfer from remote generation sites to population centers. Governments and utilities are increasingly investing in upgrading transmission infrastructure with HTCs, making it one of the key drivers of innovation and modernization in the power transmission and distribution industry. (Source: CRISIL Report)

The figure below indicates the Indian HTLS forecast for Financial Year ended March 31, 2019 to Financial Year ended March 31, 2029:



Source: CRISIL Report

#### Global HTLS forecast for FY 2019 to 2029 (length and investments)



Source: CRISIL Consulting

In different parts of the world, various grid owners are finding the use of these conductors more efficient in the long term due to the many advantages they offer over the conventional ones. Their current carrying capacity is higher which makes it useful in cases where only by replacing the conductors and using the same towers and right of way (“RoW”), the transmission line can be upgraded to carry more current. The power losses are also lesser in most cases and hence many new lines are using such conductors. While they are a costly alternative when seen in isolation, in comparison with conventional conductors, on an overall basis and in longer term such conductors are generally more efficient. Overall, these are regarded as greener alternative.

Our Company intends to harness the growth opportunity in this segment by successfully manufacturing various kinds of HTC and HTLS conductors like high voltage composite reinforced conductors, solid carbon core product (patented by Epsilon Composite), gap-type aluminium conductor steel reinforced gap conductors, aluminium conductor steel supported etc.

#### ***Expanding our international business***

We wish to strengthen our presence in selected countries such as West Africa, East Africa, South Asian Association for Regional Cooperation (“SAARC”) and Southeast Asia by securing more orders and achieving economies of scale. Further, we wish to expand our Company’s footprint in current and new international markets by leveraging the resources and experiences achieved by us in the past in similar geographies. These would also include Latin American countries and Middle East and North African countries.

According to CRISIL Report, the market trend of increasing power transmission and distribution lines across the globe has been characterized by significant growth and development along with certain key factors including the rising electricity demand, renewable energy integration, interconnection projects, government initiatives and investments, and technological advancements, among others. Regions including Asia Pacific and Africa have experienced robust economic growth and rapid urbanization, leading to the increasing demand for electricity. China is planning to invest over \$1 trillion in new transmission lines by 2025. India is planning to invest over \$200 billion in new transmission lines by 2027. In Philippines, the Department of Energy and the National Transmission Corporation are targeting to complete a smart and green grid plan aimed at ensuring the seamless integration of additional renewable energy capacity to the grid in the coming years. Electricity Generating Authority of Thailand has planned number of transmission system development and expansion projects for bulk power supply, power purchase from IPPs, transmission system renovation and expansion etc. for a green energy future. Vietnam’s National Power Transmission Corporation has started eleven 220-500kV transmission power grid projects and energized eleven projects. In February 2023, the Government of Kenya entered into a public-private partnership with Power Grid Corporation of India Limited to build a 237 KM transmission line under the pan-African investment firm, Africa50. This line will lead to the formation of Kenya’s first privately-owned electricity transmission line, which will be built on an investment of approximately USD 298 million. (Source: CRISIL Report)

We are also exploring developed markets like Australia for our products like towers, conductors and monopoles.

We believe that geographical diversification of our projects will reduce our reliance on particular countries and allow us to capitalise on different growth trends across the globe. We believe that our strategy of focusing on further developing our existing markets as well as expanding into new markets with high growth potential will enable us to effectively target growth opportunities, widen our revenue base, as well as reduce the risk of volatile market conditions and price fluctuations resulting from concentration of resources in a particular geographic region.

We are developing policies and inculcating best practices to ensure business sustainability. We have also increased our focus on environmental and social governance (“**ESG**”) in the recent past.

In order to be closer to the customer, faster execution and decision making, business development for new opportunities, we have created a Hub Structure where we are creating centres for each region and placing our senior resources for faster and decentralized mode of working. Further, we shall continue to leverage our domestic strength including the qualification experiences, to further participate in international markets.

#### ***Enhancing the Company’s pole and lighting business in various product categories***

We plan to further strengthen our product portfolio and more importantly increase our geographical footprint for the pole and lighting business vertical of our Company. We have been successful in getting good traction in our newly launched products like traffic lights, signage etc., which we will continue to focus on. Further, we want to take our solar street lighting product range global. We will also focus on adding architectural illumination segment to our already existing poles and lighting business vertical.

### **DESCRIPTION OF OUR BUSINESS AND OPERATIONS**

We provide a comprehensive range of service offerings in the EPC space for a diversified portfolio of businesses like power transmission and distribution including substation projects, specialised civil projects, poles and lighting, and railway projects. Our primary focus is on the power transmission and distribution space. For further details, see “- *Overview*” on page 196.

Owing to the confidentiality restrictions involved in disclosing such clients in this Red Herring Prospectus, the names of our top 10 clients have not been included in this Red Herring Prospectus even though they contribute to more than 50% to our revenue. The key projects completed by us in the last five years for each of our business verticals, based on the project value, are set out below:

Sr. No.	Description of project	Date of commencement	Date of completion	Project value (in ₹ million)
<b><i>Power Transmission and Distribution</i></b>				
1.	Rural electrification projects under the last mile connectivity program) in Kenya	September 21, 2018	January 24, 2022	2,715.69
2.	Transmission Line Package TL03 for: (i) Khetri-Jhatikara 765kV D/C line; and (ii) Khetri-Sikar(PG) 400kV D/C line (AL59); associated with transmission system	September 4, 2019	October 4, 2021	4,989.50
3.	500 kV S/C Aquina to Sheberghan overhead transmission line and 220 kV D/C OHL Sheberghan to Mazar-e-Sharif overhead transmission line (Afghanistan)	September 22, 2016	November 20, 2020	4,196.00
4.	400 kV D/C Punatsangchu-I to Lhamoizingkha transmission line (Bhutan) (Package B)	August 12, 2010	November 5, 2019	3,029.20
5.	765kV DC transmission line from Ariyalur to Thiruvalam and LILO of Pugalur-Kalivanthapattu 400 kV DC line	September 24, 2016	August 30, 2019	9,425.70
6.	10 numbers of 400 kV and 765 kV lines in Central India region	May 25, 2017	March 31, 2019	8,977.80
<b><i>Civil Construction</i></b>				
1.	Tunnel project in Jammu and Kashmir	June 1, 2020	December 30, 2021	1,974.40
<b><i>Poles and Lighting</i></b>				
1.	Signages for Mumbai-Nagpur Samruddhi Expressway	October 1, 2020	April 10, 2023	108.00
2.	Solar street lighting for Lusaka City decongestion roads	September 30, 2019	April 22, 2021	330.00
3.	Highmast Pole and Lighting for Udaipur-Chittorgarh road	October 16, 2019 (Lot-1) and October 22, 2019 (Lot-2)	November 2, 2022	176.00
<b><i>Railways</i></b>				
1.	Raiway Electrification (Solapur Hodgi)	January 24, 2020	March 8, 2022	294.78
2.	Railway Electrification (Katni Shingrauli)	September 18, 2017	February 28, 2021	765.80

#### ***Our Order Book***

Our Company’s Order Book as of a particular date comprises the estimated revenues from the unexecuted portions of our existing contracts. Further, our Company’s Order Book as of a particular date is calculated on the basis of the aggregate contract value of our ongoing projects as of such date reduced by the value of work executed by us until such date, as certified by the

relevant client. The manner in which we calculate and present our Company's Order Book information may vary from the manner in which such information is calculated and presented by other companies, including our competitors. For further details, see "*Risk Factors – Our Order Book is subject to cancellation, modification or delay which may materially and adversely affect our business, future prospects, reputation, financial condition and results of operation.*" on page 31.

Our diversified portfolio spreads across the following focus areas:

#### Power Transmission and Distribution

Our power transmission and distribution portfolio includes a wide range of services such as designing, manufacturing, testing, installation and supply of galvanized steel structures for power transmission and distribution. Further, our substation projects are also executed under our power transmission and distribution vertical.

The following table shows our major ongoing domestic and international projects in relation to our power transmission and distribution business including substation projects basis Unexecuted Order Book value:

Sr. No.	Description of the project	Location	Agreed date of completion*	Expected date of completion	Unexecuted Order Book value (in ₹ million)
<b>Domestic Projects</b>					
1.	Transmission Line Package TL01 for Neemrana-II-Bareilly (PG) 765kV D/C line (96 Kms)	Rajasthan	November 12, 2025	November 12, 2025	3,524
2.	765 kV D/C Khavda-Halvad-144 Km	Gujarat	December 19, 2024	December 19, 2024	3,238
3.	Construction of 400 kV double circuit transmission line of approximately 30 KM from Kishtwar (GIS) pooling station to Kiru HE Project in Jammu and Kashmir using our own make of HTLS conductors	Jammu and Kashmir	November 3, 2025	November 3, 2025	2,470
4.	Construction of 765 kV double circuit transmission line of 72 KM from Virudhunagar to Coimbatore (Tamil Nadu)	Tamil Nadu	November 30, 2025	November 30, 2025	2,082
5.	Transmission Line Package TL01: Koppal-II PS – Narendra (New) 765 kV D/c line- Part-I associated with "Transmission Scheme for integration of Renewable Energy Zone (Phase-II) in Koppal-II (Phase-A) and Gadag-II (Phase- A)" through tariff based competitive bidding (TBCB) route	Karnataka	December 11, 2025	December 11, 2025	1,828
<b>International Projects</b>					
1.	Turnkey EPC of 400kV double circuit River Crossing transmission lines - Rooppur Dhaka and Rooppur Gopalganj with a length of 8.99 KM involving 15 Towers locations	Bangladesh	June 28, 2026	June 28, 2026	16,727
2.	Turnkey EPC of 230 kV double circuit River Crossing Transmission Lines - Rooppur Dhamrai with a length of 7 KM involving 11 Towers locations	Bangladesh	August 8, 2026	August 8, 2026	15,609
3.	Design, supply and erection of HV lines for the 225 Kv interconnection between the RIS and RIN networks lot 3: design, supply and assembly of the 225 kv line between tibati and wouro soua – 194 km Cameroon and Chad power grid interconnection project (Pirect)	Cameroon	February 4, 2026	February 4, 2026	5,986
4.	400kv Kisada-Mbeya TL Lot-2 in Tanzania	Tanzania	December 31, 2025	December 31, 2025	4,674
5.	Turnkey EPC of 400 kV double circuit quad bundle River Crossing Transmission Line over Jamuna River (8.25 KM) involving 14 towers locations	Bangladesh	April 24, 2026	April 24, 2026	4,305

\*Agreed date of completion is the date of completion for which time extension has been applied by the Company as per the provisions of the contract.

#### Civil Construction

The civil construction vertical of the Company is focused on construction of bridges, tunnels, elevated roads, and other civil infrastructure projects. Over the years, we have aligned ourselves to contribute towards nation building by bringing in vast project management experience, pool of resources and a passion to create advanced and long- lasting engineering assets. Under the prestigious Bharatmala project, NHAI has awarded construction of India's longest river bridge on the river Kosi in Bihar, to our Company. This project involves construction of 10 km of the river bridge which will reduce traffic time within important cities of Bihar by 90 minutes.

The following table shows some of our major ongoing projects in relation to our civil construction business basis value of the projects:

Sr. No.	Civil projects	Location	Agreed date of completion*	Expected date of completion	Unexecuted Order Book value (in ₹ million)
1.	Turnkey EPC of a 10.2 KM long two -lane bridge over Kosi River in the state of Bihar on the NH-527A	Bihar	September 4, 2026	September 4, 2026	3,242
2.	PWD Bridge Construction Zone, Bhopal	Madhya Pradesh	October 7, 2026	October 7, 2026	2,071
3.	Turnkey EPC of four lane elevated road of 4.255 KM at Begusrai, Bihar	Bihar	August 16, 2025	August 16, 2025	1,326
4.	Turnkey EPC of 2 NDCT (Natural Draft Cooling Towers) at STPP in Udanguri, Tamil Nadu	Tamil Nadu	February 15, 2025	February 15, 2025	521
5.	Turnkey EPC of 2 NDCT (Natural Draft Cooling Towers) at STPP in Yadadri, Telangana	Telangana	May 31, 2025	May 31, 2025	224

\*Agreed date of completion is the date of completion for which time extension has been applied by the Company as per the provisions of the contract.

#### Poles and Lighting

Our Company entered into the lighting solutions business with a vision to be at the forefront of innovation. We manufacture pole structures for various applications such as high masts, streetlights, solar streetlights, distribution monopoles and stadium masts, transmission monopoles amongst others. These poles are structurally designed to stringent specifications that meet or exceed global standards. In Financial Year ended March 31, 2022, we also introduced products such as decorative cast iron and cast aluminium poles, fiber reinforced polymer poles (“FRP Poles”), glass reinforced polymer poles (“GRP Poles”) and increased the family of light-emitting diode (“LED”) luminaires in our product line-up. We receive significant export orders to supply poles and lighting solutions from various countries in Africa and Middle East. A few examples of our projects include Mumbai Trans Harbour Link, M. Chinnaswammy cricket stadium in Bengaluru, Jagdishpur-Faizabad Highway leading to Ayodhya, Samruddhi Highway, LED traffic lights in Mumbai, Qatar’s sports and decorative lightings, Zambia’s Lusaka city de-congestion project etc. The gestation period of such projects received by our poles and lighting vertical is very short as a result none of our projects in our poles and lighting vertical have long term agreements. Over the years, we have strengthened our focus on the supply, installation, testing and commissioning business in the highway lighting portfolio and solar projects. We have a manufacturing tie-up with a luminary manufacturer (small-scale industry) based in India which undertakes contract manufacturing of the luminary portion of the lighting solutions under our brand name.

#### Railways

We have implemented railway projects involving electrification, earthwork, signalling, and telecommunications, amongst others. Our offerings cater to the civil and electrical needs of railway industry. We have successfully delivered an overhead equipment project and implemented various signaling and telecommunication works. Our recent orders include orders from central public sector undertakings under the Ministry of Railways which will help us to strengthen our reach in the railways business.

The following table shows some of our ongoing projects in relation to our railways business basis value of projects:

Sr. No.	Name of the project	Location	Agreed date of completion*	Expected date of completion	Unexecuted Order Book value (in ₹ million)
1.	Chennai Division Electricals - Southern Railway	Tamil Nadu	February 22, 2026	February 22, 2026	749
2.	Thiruvarur to Karaikkudi Railway project	Tamil Nadu	December 5, 2025	December 5, 2025	704
3.	Azamgarh – Shaganj: S and T, OHE work for 55.25 TKM	Uttar Pradesh	December 31, 2025	December 31, 2025	99

\*Agreed date of completion is the date of completion for which time extension has been applied by the Company as per the provisions of the contract.

As of June 30, 2024, we had presence in the railways sector across 4 states in India i.e. Uttar Pradesh, Tamil Nadu, Andhra Pradesh and Madhya Pradesh.

#### ***Key highlights of our completed projects in the power transmission and distribution sector***

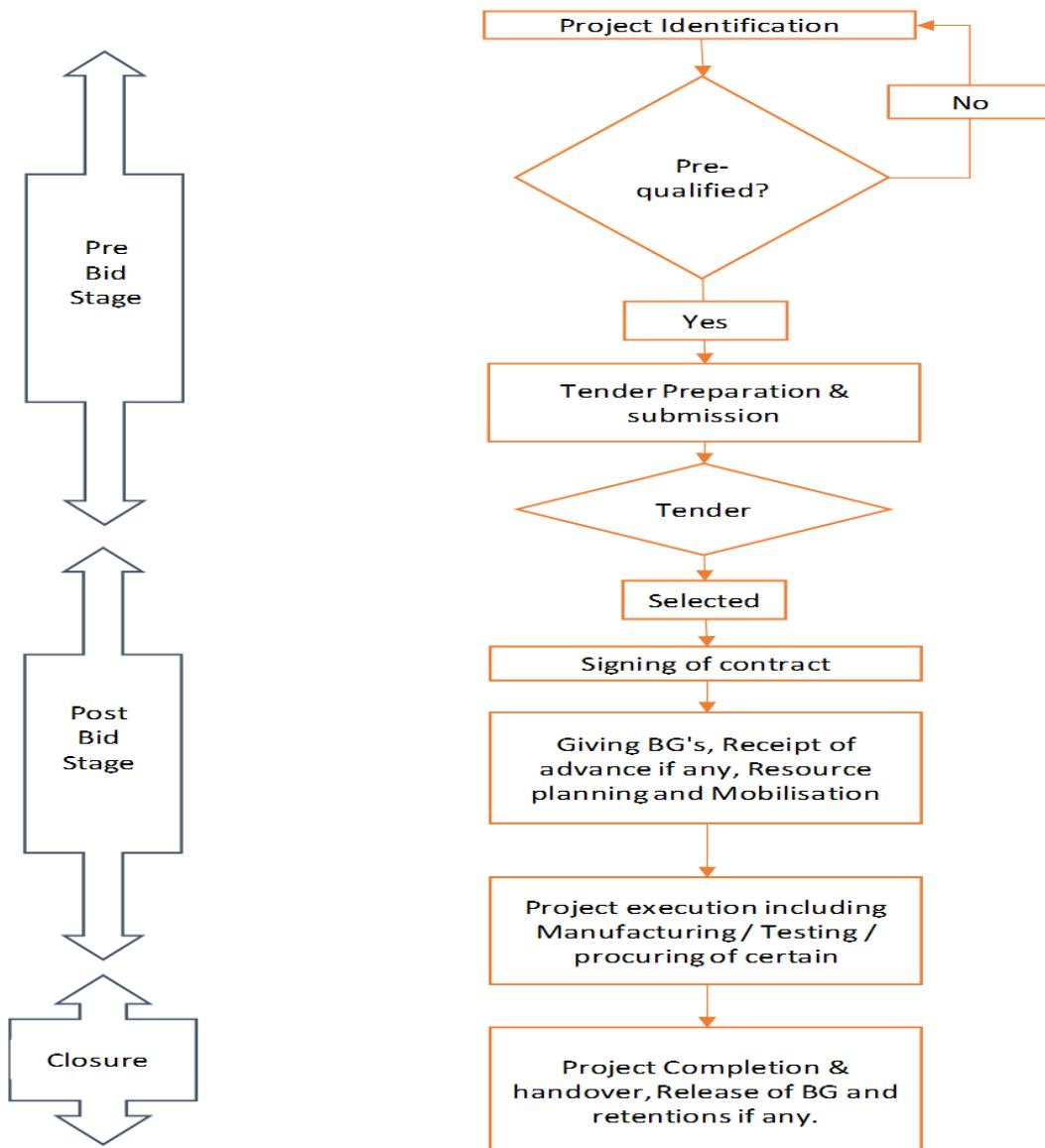
The details of a few of our completed projects in the power transmission and distribution sector as on the date of this Red Herring Prospectus is as below:

Name of client	Scope of project	Location	Outperformance by our Company
Da Afghanistan Breshna Sherkat	Procurement of plant design, supply and install 500kV S/C OHL Aquina to Sheberghan and	Afghanistan	Our Company finished this project to the client's satisfaction and in compliance with the contract. We overcame all the challenges by proper planning, agile teams, focused approach to finish the project faster, including regular site visits from our head office. Our Company was awarded safety certificates in relation to this project.

Name of client	Scope of project	Location	Outperformance by our Company
	220kV D/C OHL Sheberghan to Mazar-e-Sharif		
Kenya Power and Lighting Company	Rural electrification projects under the last mile connectivity program) in Kenya phase I and II	Kenya	Our Company, through our meticulous planning not only completed the phase I of the last mile connectivity project but was also awarded other lots of the project by Kenya Power and Lighting Company in phase II of the project, based on the competencies of our Company. We mobilized many engineers from India and also hired many locals to ensure this widespread project is completed as per the contractual requirements.

### ***Project Cycle***

The various steps involved in the life cycle of a typical project is described below:



### **Pre-bid Stage**

Initial Evaluation	Initial survey and design	Technical and Financial bid
✓ Study of the Tender documents.	Site visit to assess:	Technical proposal as per the site survey and design team's inputs and considering the tender requirements.
✓ Country risk assessment	✓ Terrain,	
✓ Size of the project.	✓ Soil strata,	

<b>Initial Evaluation</b>	<b>Initial survey and design</b>	<b>Technical and Financial bid</b>
✓ Potential bottlenecks.	✓ Resource availability.	Financial bid preparation including assessment of
✓ Past experience	✓ Statutory compliances	✓ Manufacturing cost
✓ Cash flow assessment	✓ Pre-bid meetings	✓ Procurement cost
✓ Qualification criteria	Basic design workings for cost inputs.	✓ Logistics costs ✓ Construction costs ✓ Overhead costs ✓ Financial costs etc.
		Total bid price assessment after accounting for profitability, contingency buffer and anticipation of competition.

Our Company has a dedicated and focused tender department that is responsible for bidding and pre-qualifications. The tender department is responsible for, *inter alia*, evaluating our Company's credentials in light of the stipulated eligibility criteria. While we endeavor to meet eligibility criteria for projects on our own, in the event we are unable to meet the criteria, we look to form project specific consortiums/ joint venture with other qualified contractors in some cases and strengthen our chances of pre-qualifying and winning the bid for the project.

We secure our EPC projects primarily through a competitive bidding process. Our prospective clients typically publish tenders/advertise for potential projects. Accordingly, our tender department regularly reviews and scans the request for proposals released by our potential clients, in order to identify projects that could be viable for us. After such projects are identified, the tender department seeks necessary approvals of the respective business heads of our Company for the same, which is dependent upon various factors such as the funding quality of the project, geographic location and the degree of complexity in executing the project in such location, the likelihood of additional work, the project cost and profitability estimates and our competitive advantage relative to other likely bidders. Thereafter, we submit bids for the projects that have been identified and approved by our business heads.

Notices inviting bids may either involve a single stage bid or a two-stage bid.

- *Single-stage bid process:* In this process, the client may choose to invite bids through a post-qualification process wherein the contractor is required to submit the financial bid along with the information mentioned above in two separate envelopes. In such a situation, the client typically evaluates the technical bid or pre-qualification application initially and then opens the financial bids only to those contractors who meet the stipulated criteria.
- *Two-stage bid process:* In this process, the contractors who meet the pre-qualifications are shortlisted after due process and then only those who are eligible to bid among the pre-qualified contractors proceed for bidding for the project. The first stage of the two-stage bid process includes obtaining pre-qualification by the contractors such as experience, technical ability and performance, reputation for quality, safety record, financial strength, bonding capacity and size of previous contracts in similar projects. The second stage requires us to submit a financial bid for which our Company typically conducts an in-depth study of the proposed project, which *inter alia* includes, (i) study of the technical and commercial conditions and requirements of the project; (ii) a site visit to determine the site conditions by studying the terrain and access to the site; (iii) local market survey to determine availability and prices of key construction material, labour, and specialist sub-contractors, as the need may arise; and (iv) analysis of the incidence and rates of local taxes and levies (if any) at the project site. This, in addition to the information gathered from the local market survey, is utilized to arrive at the cost of items in the bill of quantities ("BOQ"). This estimate is then marked-up to arrive at the bid price which is based on overheads, expenditure and profitability benchmark as per our policies.

#### Post-bid Stage

<b>Site survey, Design and Budgeting</b>	<b>Procurement plan and mobilization</b>	<b>Project execution and monitoring</b>
✓ Detailed site survey is undertaken which gives inputs for Design and Engineering of the project.	✓ Detailed procurement plan is made including manufacturing plan (in case of Tower / conductors if TL project and if being supplied from our factories) depending on the execution plan.	✓ Based on construction methodology, the on ground project team initiates the project execution.
✓ In case of transmission line ("TL") projects tower and foundation designs are engineered and applied for testing / approvals. Route	✓ Key Site team is mobilized.	✓ We have a Central Planning and Monitoring Group (CPMG) based at respective business headquarters

Site survey, Design and Budgeting	Procurement plan and mobilization	Project execution and monitoring
<p>alignment is also worked client, so the foundation and tower types are finalised and the final BOQ is prepared.</p> <p>✓ Detailed execution plan is made for various activities and accordingly resource planning is done.</p> <p>✓ Zero base budgeting is done based on costing of raw material, subcontractor requirement, manpower and overhead costs.</p>	<p>✓ In case of new foreign sites, required statutory registrations are completed and bank accounts are opened.</p> <p>✓ Hiring of sub-contractors is planned and negotiated.</p> <p>✓ Equipment requirement is assessed and mobilized or new assets are purchased as per the plan.</p>	<p>✓ to report and monitor and course correct.</p> <p>The senior management follows a hands-on approach during the entire project execution reviews the projects extensively including site visits.</p>

We also offer engineering and design services to the clients which award the projects to us on the basis of the tender. In case of projects pertaining to transmission lines, the clients may also require tower testing prior to installation, which is also provided by our Company.

Materials cost form a major part of the total project cost. Therefore, the ability of our supply chain management (“SCM”) team to ensure adequate and timely supply of the required materials at competitive prices during the tenure of the contract, plays a very important role in overall execution of the contract and profitability for our company. The issuance of a letter of acceptance or letter of intent by the client signifies that we have been awarded the contract. Upon award of a contract, the SCM team is provided with the project details along with the budgeted rates for material, services, cost of logistic, manpower and equipment, post which the SCM team begins procurement discussions with the various vendors. Further, we mobilize manpower and equipment resources and set-up site offices, stores and other ancillary facilities.

Construction activity typically commences once the client approves working designs and construction methodology. The project team immediately identifies and works with the SCM team to procure the key construction materials and services required to commence construction. Based on the contract documents, a detailed schedule of construction activities is prepared. We have a multi-tiered project management system that helps us track the physical and financial progress of work *vis-a-vis* the project schedule. Additionally, the senior management of our Company follow a hands-on approach with respect to the project execution.

#### Contract closure

Upon completion of a project, typically the client and/or the project management consultant appointed by the client carries out an inspection for the project and certifies the work completed and issues a completion certificate. In some cases where the project is substantially completed, we may get a provisional completion certificate with a punch list of items to be completed. Depending on the terms of the contract, the retention money, which is a portion of the contract money retained by our client either till the end of the project or till the end of the defect liability period, if any is released either immediately or on completion of the defects’ liability period. Thereafter, we demobilize the site and reallocate the resources as per our plan and the performance guarantees are released on such EPC contracts as per the terms of the contract.

#### Defects liability period

Projects usually have a defect liability period which is valid for twelve months from the completion of construction work or eighteen months from supply of materials, whichever is earlier. However, this period can vary from project to project based on client requirement as specified in the contract. During this period the contractor is liable for free of cost repair and replacement of the damages due to workmanship of the materials or construction work.

#### **Summary of our EPC Contracts**

Generally, construction contracts that we have entered into in the past fall within the following categories:

- **Design and Build Lumpsum Contracts** - Design and build contracts provide for a single price for the total amount of work, subject to variations pursuant to changes in the client’s project requirements. In design and build contracts, the client supplies conceptual information pertaining to the project and spells out the project requirements and specifications. We are required to (i) design the proposed structure, (ii) estimate the quantities of various items that would be needed to complete the project based on the designs and drawings prepared by our design and engineering team, and (iii) prepare our own BOQ to arrive at the price to be quoted. We are responsible for the execution of the project based on the information provided and technical stipulations laid down by the client at our quoted price. These contracts may have clauses in relation to retention of a part of the contract money until the completion of the contract or until the end of the defect liability period. Escalation clauses might exist in some cases to cover, at least partially, cost overruns.

- **Item Rate Contracts** - Under item rate contracts, we are required to quote rates for individual items of work on the basis of a schedule of quantities furnished by our client. The design and drawings are provided by the client. Typically, our risk is lower in item rate contracts as, other than escalation in the rates of items quoted by us to the client, we are paid according to the actual amount of work on the basis of the per-unit price quoted. Item rate contracts typically contain price variation or escalation clauses that provide for either reimbursement by the client in the event of a variation in the prices of key materials or a formula that splits the contract into pre-defined components for materials, labour and fuel and links the escalation in amounts payable by the client.

Additionally, under an EPC contract, we are required to provide a guarantee (generally in the form of bank guarantee or insurance bond in some cases) equal to a fixed percentage of the contract price as performance security. During the construction period as well as the defect liability period after the completion of construction, we are required to cure construction defects at our own risk and costs.

#### ***Integrated In-house Model***

We undertake our EPC business in an integrated manner as we have the key competencies and in-house resources to deliver a project from its conceptualization to completion. Our in-house integrated model includes a design and engineering team, manufacturing facilities for processing of raw materials and construction of the project. The details of our model have been set out below:

##### A. **Design and Engineering team**

As of June 30, 2024, we have 114 employees in our design and engineering team. Our design and engineering team undertakes designing and testing of a wide range of power transmission and distribution lattice and monopole structures. We have a well-equipped design facility and a talented team of experienced design engineers and detailers. Our design engineers carry out the following activities for the in-house projects and external clients:

###### *Transmission Lines:*

- Surveying using latest technologies (GPS, DGPS and total stations);
- Routing using GPS technology, satellite maps and online application;
- Tower spotting using latest technologies to determine route profile and optimal distribution of transmission towers on route profile;
- Review of geotechnical soil investigation;
- Civil – Design of optimum foundation design;
- Design of self-support structures or guyed structures; and
- Electrical – Grounding, clearance, and sag analysis.

###### *Pole and Lighting Solutions:*

- Review of geotechnical soil investigation;
- Civil – Design of optimum foundation design;
- Design of high mast or pole structures; and
- Lighting design and optimum lux output to cater to requirements.

###### *Substations:*

- Electrical Engineering: Single line diagram, general layout and relevant sections, control and protection, cables calculation, equipment analysis and selection;
- Mechanical Engineering: Gantry and support design structures; and
- Civil Engineering: Equipment foundations and cable trenches and building.

###### *Civil Construction:*

- Analysis and design of enabling structures, formwork systems, falsework or scaffolding, shoring works, floating caissons and barges, temporary service bridges;
- Construction methods and planning;

- Technical and commercial evaluation of bought out “bridge deck erection systems” (overhead and underslung launching gantries, segment lifters, form travellers, precast segment moulds, gantry cranes etc.);
- Technical and commercial evaluation of bought out “system formworks”;
- Precast construction yard planning, design and mobilization support; and
- Temporary works coordination.

*Railways:*

- In-house design expert teams for overhead electrification, traction substations, signalling and telecommunication for outdoor and indoor installation including electronic interlocking.
- Civil infrastructure engineering including railway over bridge, bridges, tunnels and platforms.
- We are equipped with latest software providing computerized engineering solutions, 3D analysis.

The design and engineering team uses the latest software like PLS CADD, PLS Pole, PLS Tower, STAAD Pro, Auto CAD, BOCAD and i-Tower to design lattice towers and monopoles. PLS-CADD is used for tower spotting, while Method-4 is used to optimise quantity estimation. The design drawing data are automatically transferred to CNC machines at the factory.

Our design and engineering team has the competency to design towers compliant to most of the applicable international standards. Some of their latest achievements include successfully designing extra high river crossing towers as well as towers up to 1200 kV. The core expertise lies in conducting voltage upgrade studies through structural analysis of towers/poles in existing lines as well as strengthening for higher voltages and re-conducting. We have successfully designed and tested towers for all geographic and climatic conditions ranging from deserts, hilly terrains, river crossings, valleys, swamps, snow, forests, urban lands, and villages.

*B. Manufacturing Facilities*

We own and operate four integrated manufacturing facilities including one tower testing facility, across India. We procure most of our machinery from countries such as Italy and United Kingdom.

Our primary raw materials include steel angles, steel plates, steel coils, steel wires, zinc and aluminum ingots. We manufacture lattice transmission towers, conductors, steel monopoles for power transmission and distribution, streetlight poles, high mast, railway electrification mast, stadium mast, conductors, traffic light poles, derrick structures, solar streetlights, etc. in our facilities. Our cost of materials consumed in the three months period ended June 30, 2024 and the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022 amounted to ₹ 4,488.75 million, ₹22,083.16 million, ₹18,132.03 million, and ₹11,881.52 million, respectively.

While we manufacture towers and conductors which are generally around 60% of our transmission line project values, we procure our remaining raw material and ancillary materials from third parties as bought out items which account for almost 10% of our project costs. We source our raw materials from suppliers in India and other countries such as China. We have agreements with several suppliers for aluminum and steel.

We usually buy project specific raw materials (especially steel and aluminum) which once received is usually consumed within 30-45 days. With advanced planning and good working relations with our major suppliers, we are able to source the required raw materials in due time.

While for certain international projects funded by multilateral agencies we are required to source materials based on the approved list of suppliers of our clients. The details of the same are given hereunder:

(₹ in million)

Source	Total Purchase (Net of discount)			
	Three months period ended June 30, 2024	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023	Financial Year ended March 31, 2022
China	19.69	564.58	295.96	34.05
India	4,849.76	20,612.45	16,979.46	12,057.67
Others	437.42	1,437.56	1,117.48	267.24
<b>Total</b>	<b>5,306.87</b>	<b>22,614.59</b>	<b>18,392.90</b>	<b>12,358.96</b>

The following table sets forth the installed production capacity of our manufacturing facilities and the capacity utilization for the three months period ended June 30, 2024 and the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022:

Manufacturing Facilities	Three months period ended June 30, 2024			Financial Year ended								
				March 31, 2024			March 31, 2023			March 31, 2022		
	Average Estimate d Quarterl y Available Installed Capacity	Actual Productio n	Capacity Utilisatio n	Average Estimate d Annual Available Installed Capacity	Actual Productio n	Capacity Utilisatio n	Average Estimate d Annual Available Installed Capacity	Actual Productio n	Capacity Utilisatio n	Average Estimate d Annual Available Installed Capacity	Actual Productio n	Capacity Utilisatio n
	(MT)	(MT)	(%)	(MT)	(MT)	(%)	(MT)	(MT)	(%)	(MT)	(MT)	(%)
Deoli, Maharashtra <sup>#</sup>	12,500%	12,274	98.19%	50,000%	48,628	97.26	50,000%	47,455	94.91	50,000%	44,016	88.03
Vadodara, Gujarat <sup>#</sup>	7,500 <sup>\$\$</sup>	7,312	97.49%	30,000 <sup>\$\$</sup>	28,746	95.82	30,000 <sup>\$\$</sup>	28,200	94.00	30,000 <sup>\$\$</sup>	24,443	81.47
Silvassa (Pole), Dadra and Nagar Haveli	3,000 <sup>@@</sup>	2,380	79.33%	12,000 <sup>@</sup>	9,728	81.07	12,000 <sup>@</sup>	7,799	64.99	12,000 <sup>@</sup>	9,684	80.70
Silvassa (Conductor), Dadra and Nagar Haveli <sup>\$</sup>	12,000 <sup>@</sup>	10,032	83.6%	48,000 <sup>@</sup>	47,718	99.41	48,000 <sup>@</sup>	23,750	49.47	48,000 <sup>@</sup>	5,266	10.97 <sup>**</sup>

As certified by the Independent Chartered Engineer vide their certificate dated September 24, 2024.

<sup>#</sup> Average estimated annual installed capacity shown above is in terms of 400 kV and above voltage towers fabrication. Actual production shown above is converted in terms of 400 kV and above towers fabrication.

<sup>\$</sup> Average estimated annual installed capacity shown above is in terms of ACSR Moose conductor. Actual production shown above is converted in terms of ACSR Moose Conductor

<sup>\*\*</sup>For Financial Year ended March 31, 2022 capacity utilization was low due to low order booked position.

<sup>\$\$</sup>Approved capacity as per GPCS consent is 42,000 MT/ year with effect from July 24, 2018.

<sup>%</sup>Approved capacity as per MPCB consent is 68,400 MT/ year with effect from May 22, 2023.

<sup>@</sup>Approved capacity as per PCC- D&D and DNH Consent is 28000 MT / year with effect from March 9, 2021 with product mix of various types of conductors. The equivalent approved capacity in terms of ACSR Moose Conductor is 48000 MT.

<sup>@@</sup>Approved capacity as per PCC- D&D and DNH consent is 50,000 MT/ year with effect from December 29,2022.

#### (i) Vadodara, Gujarat ("Vadodara Facility")

We commenced operations at our Vadodara Facility in the year 1994. The Vadodara Facility is spread over 11 acres of land and has a capacity of approximately 30,000 MTPA. We manufacture galvanized steel towers at our Vadodara Facility. The Vadodara Facility sources power from Madhya Gujarat Vij Company Limited. We source our water from Central Ground Water Authority, Gujarat.

#### (ii) Deoli, Maharashtra ("Deoli Facility")

We commenced operations at our Deoli Facility in the year 2010. The Deoli Facility along with the tower testing facility is spread over 40 acres of land and has a capacity of approximately 50,000 MTPA. We manufacture galvanized lattice towers for transmission lines and test UHV towers / poles up to at our Deoli tower testing unit. It has a capacity to test towers up to height of 85 m, base width up to 30 m and multiple loading combinations. The Deoli Facility is an advanced facility fitted with modern plants, CNC machines and India's largest galvanizing plant and is CE certified for manufacturing products which are supplied to Europe. It is equipped with latest design software of international repute like PLS CADD, PLS Pole, PLS Towers, AutoBocad and i-Tower. Further, the Deoli Facility is also equipped with SCADA software technology. The Deoli Facility sources power from Maharashtra State Electricity Distribution Company Limited. We source our water from Maharashtra Industrial Development Corporation.

#### (iii) Silvassa, Dadra and Nagar Haveli ("Silvassa Facility (Conductor)" and "Silvassa Facility (Pole)", collectively the "Silvassa Facilities")

We commenced operations at our Silvassa Facility (Conductor) in the year 2007 and Silvassa Facility (Pole) in the year 2010, respectively. Silvassa Facility (Conductor) is spread over 16 acres of land and has a capacity of approximately 28,000 MTPA and Silvassa Facility (Pole) is spread over 21 acres of land and has a capacity of approximately 12,000 MTPA. We manufacture all aluminium alloy conductors, aluminium conductor steel reinforced, aluminium conductor aluminium alloy reinforced, high conductivity alloy conductors, ACSR/TW (Trapezoidal) at our Silvassa Facility (Conductor) and high mast, streetlights, stadium mast and derrick structures etc. at our Silvassa Facility (Pole). We have successfully manufactured 91 strand conductor in our Silvassa Facility (Conductor). The Silvassa Facilities sources power from DNH DD Power Distribution Corporation Limited. We source our water from Central Ground Water Authority.

#### Our Clients

We have a diverse client base comprising public sector undertakings, governmental authorities and private parties. Our clients are from a range of industries including power transmission and distribution, civil construction, railways and poles and lighting.

The table below sets forth a breakup of our domestic operations by amount of revenue from operations and percentage of revenue from operations for the three months period ended June 30, 2024 and the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022, on a consolidated basis.

Category of client	Three months period ended June 30, 2024		Financial Year ended March 31, 2024		Financial Year ended March 31, 2023		Financial Year ended March 31, 2022	
	Amount of revenue from operations (in ₹ million)	Percentage of revenue from operations (%)	Amount of revenue from operations (in ₹ million)	Percentage of revenue from operations (%)	Amount of revenue from operations (in ₹ million)	Percentage of revenue from operations (%)	Amount of revenue from operations (in ₹ million)	Percentage of revenue from operation (%)
Central PSU	2,581.93	57.45	13,480.38	81.11	9,120.46	63.39	8,477.45	59.83
Private parties	1,504.39	33.47	2,978.85	17.92	4,408.92	30.64	3,888.41	27.44
State boards	408.27	9.08	159.93	0.96	859.00	5.97	1,804.48	12.73
<b>Total revenue from operations generated in India</b>	<b>4,494.59</b>	<b>100.00</b>	<b>16,619.17</b>	<b>100.00</b>	<b>14,388.38</b>	<b>100.00</b>	<b>14,170.34</b>	<b>100.00</b>

The table below sets forth a breakup of our international operations by amount of revenue from operations and percentage of revenue from operations for the three months period ended June 30, 2024 and the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022, on a consolidated basis.

Geographical location of client	Three months period ended June 30, 2024		Financial Year ended March 31, 2024		Financial Year ended March 31, 2023		Financial Year ended March 31, 2022	
	Amount of revenue from operations (in ₹ million)	Percentage of revenue from operations (%)	Amount of revenue from operations (in ₹ million)	Percentage of revenue from operations (%)	Amount of revenue from operations (in ₹ million)	Percentage of revenue from operations (%)	Amount of revenue from operations (in ₹ million)	Percentage of revenue from operation (%)
Asia (other than SAARC)	876.12	19.58	994.11	4.24	500.37	3.04	1,014.83	11.70
Africa	1,664.20	37.19	10,581.36	45.08	6,508.06	39.51	1,822.66	21.02
Americas	77.64	1.74	573.54	2.44	151.74	0.92	82.29	0.95
Europe	8.28	0.18	184.67	0.79	734.73	4.46	691.21	7.97
SAARC	1,848.20	41.31	11,139.45	47.46	8,578.09	52.07	5,060.08	58.36
<b>Total revenue from operation generated outside India</b>	<b>4,474.44</b>	<b>100.00</b>	<b>23,473.13</b>	<b>100.00</b>	<b>16,472.99</b>	<b>100.00</b>	<b>8,671.07</b>	<b>100.00</b>

The table below sets for a breakup of our revenue from operations generated in India and outside India for the three months period ended June 30, 2024 and the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022, on a consolidated basis.

Particulars	Three months period ended June 30, 2024		Financial Year ended March 31, 2024		Financial Year ended March 31, 2023		Financial Year ended March 31, 2022	
	Amount of revenue from operations (in ₹ million)	Percentage of revenue from operations (%)	Amount of revenue from operations (in ₹ million)	Percentage of revenue from operations (%)	Amount of revenue from operations (in ₹ million)	Percentage of revenue from operations (%)	Amount of revenue from operations (in ₹ million)	Percentage of revenue from operation (%)
India	4,494.59	50.11	16,619.17	41.45	14,388.38	46.62	14,170.34	62.04
Outside India	4,474.44	49.89	23,473.13	58.55	16,472.99	53.38	8,671.08	37.96
<b>Total revenue from operations</b>	<b>8,969.03</b>	<b>100.00</b>	<b>40,092.30</b>	<b>100.00</b>	<b>30,861.37</b>	<b>100.00</b>	<b>22,841.42</b>	<b>100.00</b>

#### Intellectual Property

We have registered trademarks under the Trade Marks Act, 1999 with the Trade Marks Registry, Mumbai. The details of our registered trademarks are as follows:

Particulars of trademark	Category	Class
	Logo	11, 37, 40, 42

Particulars of trademark	Category	Class
"TRANSRAIL"	Name	11, 37, 40, 42

### ***Quality control, process safety and regulatory inspections***

Our business success depends on the quality of our products and services, and we believe we have invested in robust manufacturing and documentation practices. We have developed systems to ensure product quality and client satisfaction, which are focused on providing products conforming to applicable standards, meeting client requirements, and minimizing risks and ensuring the safety of our products. We have internal inspections for quality testing at all our facilities. We also have dedicated teams focusing on Field Quality Assurance at our project sites to ensure the quality of our construction. We have established labs for our civil business wherein the labs verify and conduct test for various parameters to ensure and optimize quality.

As of June 30, 2024, our internal quality control team consisted of 114 employees. The members of our quality team conduct stringent quality checks on a periodic basis. In addition, our employees periodically undergo thorough training programs designed to update them on the latest quality norms and standards.

We aim to ensure that our manufacturing facilities are in compliance with applicable regulatory standards. Our facilities are subject to periodic inspections from various regulatory agencies that have issued certifications. The following table sets forth the certifications obtained by us for compliance with quality standards:

Manufacturing facility	Certifications
Vadodara Facility	ISO 9001:2015, ISO 14001:2015, ISO 45001:2018
Deoli Facility	EN 1090-1:2009/A1:2011, ISO 3834-2:2005, ISO 14001: 2015, ISO 45001:2018, ISO 9001:2015, ISO/IEC 17025/ ISO 3824-2: 2021
Silvassa Facility (Conductor)	ISO 14001: 2015, ISO 45001:2018, ISO 9001:2015, ISO/ IEC 17025:2017
Silvassa Facility (Pole)	ISO 3834-2:2005, CWB Certificate for CSA Standard W47.1, ISO 14001: 2015, ISO 45001:2018, ISO 9001:2015, ISO/ IEC 17025:2017

### ***Environmental, health and safety and sustainability initiatives***

We aim to comply with applicable health and safety regulations and other requirements in our operations. We aim to minimize the adverse impact of our products and activities on the environment, maintain ecological balance and protect the biodiversity near our manufacturing facilities and our project sites. Further, we continue to and aim to comply with the legislative requirements, requirements of our licenses, approvals, and various certifications and ensure the safety of our employees and people working in our manufacturing facilities or under our management. For further details, see "*Government and Other Approvals*" on page 377. We have an integrated management system policy which is our commitment to protect the environment and prevent pollution, provide safe and healthy working conditions for prevention of work related injury and ill health, eliminate hazards etc. Additionally, our steering committee and executive committee regularly review our environmental, health and safety plans. We have a steering committee for each business vertical and health, safety and environment matters are discussed on a monthly basis in these steering committee meetings.

### ***Awards and accreditations***

Over the years we have won several awards and accolades. On December 8, 2023, our Executive Chairman, Digambar Chunnilal Bagde, was felicitated with the 'Award of Excellence in recognition of his achievements in civil and structural engineering' by the Society of Power Engineers, Vadodara Chapter. For further details, see "*History and Certain Corporate Matters – Awards, accreditations and recognitions received by our Company*" on page 232.

### ***Insurance***

Our operations are subject to various risks inherent to the EPC industry, as well as natural disasters, spread of communicable diseases, fire, burglary, acts of terrorism and other unforeseen events. Accordingly, we have obtained insurance policies in relation to erection, testing and commissioning of plant and equipment for construction, fire, burglary, motor vehicles, employee's compensation, keyman insurance, directors' liability and marine cargo.

See "*Risk Factors – Our insurance coverage may not be sufficient to cover all risks or losses and failure to recover any damages or indemnity due to us under our contracts, could have a negative impact on our financial condition and results of operations*" on page 58.

### ***Employees***

We employed 1,761, 1,643, 1,525, and 1,509 personnel as of June 30, 2024, March 31, 2024, March 31, 2023, and March 31, 2022. In addition to our full-time employees, we frequently hire workers on a contractual basis, largely at our manufacturing facility. The breakdown of our Company's permanent employees in different functionalities as of June 30, 2024, has been provided below:

Sr. No.	Particulars	Engineers		Technicians		Others		Total	
		Permanent employee	Contract workers						
1.	Projects sites	454	12	156	467	342	5,910	952	6,389
2.	Factories	116	0	125	38	100	1,857	341	1,895
3.	Office	222	1	20	11	226	44	468	56
4.	<b>Total</b>	<b>792</b>	<b>13</b>	<b>301</b>	<b>516</b>	<b>668</b>	<b>7,811</b>	<b>1,761</b>	<b>8,340</b>

We train our employees on a regular basis to upgrade the level of operational excellence, improve productivity and maintain compliance standards on quality and safety. Our teams include subject matter experts for various business areas who have relevant experience and skill sets.

We engage independent contractors through whom we engage contract labor for operating at our manufacturing facilities. Such contract laborers provided by the independent contractors, carry our variety of functions at our manufacturing facilities, such as production, loading, packing and security services. Our employees on a regular basis, typically carry out supervisory functions in relation to the work carried out by the contract laborers, at our manufacturing facilities. The contracts with the contractors are typically for a fixed term and allow for renewal and termination and include particular clauses which require the contractors to adhere to various compliance matters. We further collect evidence in support of such compliances on the contract workers provided by each contractor to ensure that they satisfy the requirements of local labor laws.

The table below sets forth the details of the statutory dues paid by our Company, employees covered under such statutory dues and payment of statutory dues that have been delayed in relation to its employees for the periods indicated below:

Particulars	For the period				
	Three months period ended June 30, 2024	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023	Financial Year ended March 31, 2022	
Employee provident fund	Statutory dues paid (₹ million) (including amount delayed as provided below)	28.42	105.63	93.70	84.53
	Number of employees covered	1,847.00	1,780.00	1,714.00	1,662.00
	Amount delayed (₹ million)	-	0.08	0.20	48.76
	Number of instances of delay	-	6.00	12.00	29.00
Employees' state insurance corporation contribution	Statutory dues paid (₹ million) (including amount delayed as provided below)	0.08	0.40	0.59	0.81
	Number of employees covered	38.00	55.00	84.00	126.00
	Amount delayed (₹ million)	-	0.06	0.25	0.63
	Number of instances of delay	-	2.00	11.00	27.00
Tax deducted at source (on salaries of employees)	Statutory dues paid (₹ million) (including amount delayed as provided below)	27.29	189.83	179.52	151.02
	Number of employees covered	664.00	836.00	706.00	620.00
	Amount delayed (₹ million)	-	-	9.98	52.93
	Number of instances of delay	-	-	1.00	4.00
Tax deducted at source (other than salaries of employees)	Statutory dues paid (₹ million) (including amount delayed as provided below)	48.37	225.88	160.06	125.05
	Amount delayed (₹ million)	-	3.55	4.85	32.05

Particulars	For the period				
	Three months period ended June 30, 2024	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023	Financial Year ended March 31, 2022	
	Number of instances of delay	-	1.00	5.00	35.00
Tax collected at source	Statutory dues paid (₹ million) (including amount delayed as provided below)	1.72	6.10	4.68	5.54
	Amount delayed (₹ million)	-	1.09	0.34	1.64
	Number of instances of delay	-	2.00	2.00	8.00
Professional tax	Statutory dues paid (₹ million) (including amount delayed as provided below)	0.77	2.98	2.88	2.94
	Number of employees covered	1,373.00	1,461.00	1,444.00	1,412.00
	Amount delayed (₹ million)	-	0.02	0.02	0.04
	Number of instances of delay	-	1.00	1.00	2.00

### ***Competition***

The EPC industry is very competitive. We secure our projects through a competitive bidding process. In order to bid for a project, we are also required to meet certain pre-qualification criteria. For further details, see “- Project Cycle”, “Industry Overview” and “Risk Factors - We face certain 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 pages 212, 129 and 52, respectively.

Our competition depends on various factors, such as the type of project, total contract value, potential margins, complexity, location of the project and risks relating to revenue generation. While service quality, technical ability, performance record, experience, health and safety records and the availability of skilled personnel and even company brand image and past experience are key factors in client decisions among competitors, price often is the deciding factor in most tender awards.

### ***Information Technology***

We have also invested in software and technological tools which are used by our design and engineering team. The details in relation to the specific uses of each of the software and technological tools are as follows:

Sr. No.	Software	Utility/Application
1.	PLS TOWER	Used for tower analysis / design
2.	PLS POLE	Used for pole analysis / design
3.	PLS CADD	Used for tower spotting and profiling
4.	PLS CADD / LITE	Used for tower loadings for PLS
5.	BOCAD	Used for tower drawing and detailing
6.	STAAD PRO	Used for structural analysis / design
7.	iTOWER	Used for tower analysis / design
8.	Global Mapper	Used for survey data collection (ground points)
9.	Autocad Lt	Used for preparation of towers / pole drawings
10.	Autocad	Used for preparation of tower / pole drawings
11.	SAP	SAP software is used to control all types of critical business functions. By integrating and automating key processes, SAP helps organisations to run faster and more efficiently. By storing data centrally, SAP software provides multiple business functions with real-time and accurate insight into operations
12.	Windows	The primary function of the Windows operating system is to manage and organize computer resources such as CPU, RAM, and hard disk. The Windows operating system will complete various tasks such as opening applications, accessing the internet, and printing documents using these resources
13.	Office 2013	Office 2013 is more cloud-based than previous versions; a domain login, Office 365 account, or Microsoft account can now be used to sync Office application settings (including recent documents) between devices, and users can also save documents directly to their OneDrive account

Sr. No.	Software	Utility/Application
14.	Office 365	Office 365 allows for seamless collaboration and communication, with tools like Microsoft Teams and SharePoint. Additionally, the platform offers cloud storage and security features to keep data safe and easily accessible. With Microsoft 365, businesses can work efficiently and effectively, no matter where they are
15.	MS Project	Used to assist a project manager in developing a schedule, assigning resources to tasks, tracking progress, managing the budget, and analyzing workloads and identification of critical paths

### **Corporate social responsibility initiatives**

We have adopted a corporate social responsibility (“CSR”) policy in compliance with the requirements of the Companies Act, 2013 and the Companies (Corporate Social Responsibility) Rules, 2014. Our CSR initiatives are part of our overall strategy of developing communities and environmental sustainability, as well as creating a protected future for the generations to come. In order to achieve this, our CSR initiatives are aimed towards healthcare and vocational training. In Financial Year ended March 31, 2024, our Company incurred ₹25.20 million towards CSR activities constituting and has further transferred ₹15.42 million into the unspent CSR account pertaining to the ongoing CSR projects. For the three months period ended June 30, 2024, our Company incurred ₹0.07 million. Some of the key CSR initiatives undertaken by us include:

- (i) Transrail Aarogya – Healthcare initiative to promote healthcare facilities for marginalized communities. Under this initiative our Company strengthened community health centers with medical equipment and ambulance services for promoting quality healthcare facilities to vulnerable and marginalized communities across eight states of India, including Maharashtra, Bihar, Gujarat, Rajasthan, Uttar Pradesh, Karnataka, Tamil Nadu and Dadar and Nagar Haveli; and
- (ii) Saksharta – Education initiative to provide quality education and supportive classes for children. Our Company has promoted quality education under this initiative by strengthening rural schools and supporting children to upgrade their academic level in the Wardha district of Maharashtra.

### **Properties**

Our Registered Office is located at Fortune 2000, A-wing, 5<sup>th</sup> Floor, Bandra Kurla Complex, Mumbai 400051, Maharashtra, India. Our Registered Office is on a leave and license basis for a period of 60 months starting from April 1, 2023. We also have an office in Nagpur which is held by us on a leave and license basis for a period of 5 years starting from July 1, 2022.

As on the date of this Red Herring Prospectus, the following table sets forth the details of properties for our manufacturing facilities:

Manufacturing Facility	Address	Area admeasuring	Leased/ Owned	Lease start (Month/Year)	Lease term in Years
<b>Vadodara Facility</b>	Vadadala, Jarod – Samlaya Road, aluka – Savali, Vadodara - 391520	(i) Survey number 114/1 with a total area admeasuring 12,849 square meters (ii) Survey numbers 114/2 with a total area admeasuring 31,489.93 square meters	Owned	N.A.	N.A.
<b>Silvassa Facility (Pole)</b>	Survey No.-227/1, 227/2 228/2, 228/3, 228/4, 228, Khanvel – Kherdi Road, Silvassa, Dadara Nagar Haveli	95,800 square meters	Owned	N.A.	N.A.
<b>Silvassa Facility (Conductor)</b>	Survey No. 178, 179/1 179/2, 180/1/6, 181, 182/1/2/1, 182/1/2/2, 182/2, 182/3 Village – Amboli Silvassa – 396230 Dadara Nagar Haveli	68,600 square meters	Owned	N.A.	N.A.
<b>Deoli Facility</b>	B – 1/1, MIDC Growth Centre, Deoli, Wardha - 442101	160,000 square meters	Leased	September 1, 2008	95

We also have a central workshop and warehouse for our major tools and equipment in Butibori District of Nagpur on a leave and license basis for a period of 95 years starting from April 1, 2004. We also have 19 branches across 19 nations through which we run our projects in those nations.

## KEY REGULATIONS AND POLICIES

The following description is a summary of certain key statutes, rules, regulations, notifications, memorandums, circulars and policies which are applicable to the business and operations of our Company. For details of government approvals obtained by our Company, see "Government and Other Approvals" on 377.

The information detailed in this section, is based on the current provisions of applicable statutes, rules, regulations, notifications, memorandums, circulars and policies which are subject to amendments, changes and/or modifications by subsequent legislative, regulatory, administrative or judicial decisions. The information in this section has been obtained from publications available in the public domain. The description of the applicable regulations as given below has been provided in a manner to provide general information to the investors and may not be exhaustive and is neither designed nor intended to be a substitute for professional legal advice.

### Key Legislations Applicable to our Company

#### **The Electricity Act, 2003**

The Electricity Act, 2003 (the "**Electricity Act**") is the central legislation which covers, amongst others, generation, transmission, distribution, trading and use of electricity. The Electricity Act lays down the measures for the development of the electricity industry and power system. These include promoting competition, protecting interests of consumers and the supply of electricity to all areas, rationalization of electricity tariffs, ensuring transparent policies regarding subsidies, promotion of efficient and environmentally friendly policies, the constitution of the Central Electricity Authority and regulatory commissions and the establishment of an appellate tribunal. The Central Electricity Authority's functions include, inter alia, (a) specifying technical standards for construction of electrical plants, electric lines and connectivity to the grid; (b) specifying grid standards for operation and maintenance of transmission lines; (c) advising the Central Government on matters relating to the National Electricity Policy; and (d) advising the appropriate government and commission on all technical matters relating to the generation, transmission and distribution of electricity. The Electricity Act also provides for a Central Electricity Regulatory Commission ("CERC") and a State Electricity Regulatory Commission ("SERC") for each state. Among other functions, the CERC is responsible for: (a) regulating of interstate transmission of electricity; (b) determining of tariff for inter-state transmission of electricity; (c) issuing of licenses to function as a transmission licensee with respect to inter-state operations; and (d) specifying and enforcing standards with respect to the quality, continuity and reliability of service by a licensee. SERCs perform similar such functions at the state level.

Under the Electricity Act, the appropriate commission also oversees promotion of co-generation and generation of electricity from renewable sources of energy. The SERCs under the Electricity Act are also required to promote co-generation and generation of electricity from renewable sources of energy by providing suitable measures for connectivity with the grid and sale of electricity to any person, and also specify, for purchase of electricity from such sources, a percentage of the total consumption of electricity in the area of a distribution license. Pursuant to the powers granted under the Electricity Act, various regulations and guidelines have been framed by the CERC for determination of tariff, which include, among others, the Central Electricity Regulatory Commission (Terms and Conditions for Tariff Determination from Renewable Energy Sources) Regulations, 2017 for determination of tariff for renewable power producers.

The Electricity (Amendment) Bill, 2022 (the "**Bill**") was introduced in the Lok Sabha in August 2022. The Bill proposes radical changes in the power distribution sector, by enabling competition, strengthening payment security and providing more powers to regulatory commissions. Further, the Bill provides for minimum tariff ceilings to avoid predatory pricing by power distribution companies as well as a maximum price to protect consumers.

#### **Electricity Rules, 2005**

The Electricity Rules, 2005 (the "**Rules**"), as amended, were framed under the Electricity Act and provide the requirements in respect of captive generating plants and generating stations. The authorities constituted under the Rules may give appropriate directions for maintaining the availability of the transmission system of a transmission licensee.

#### **National Electricity Policy, 2005**

The GoI notified the National Electricity Policy ("**NEP**") on February 12, 2005, under Section 3 of the Electricity Act. The key objectives of the NEP are amongst other things stipulating guidelines for accelerated development of the power sector, providing supply of electricity to all areas and protecting interests of consumers and other stakeholders. The NEP vests the Central Transmission Utility ("**CTU**") and the State Transmission Utilities ("**STUs**") with the responsibility for transmission system planning and development on the national and regional and the intra-state levels, respectively, and requires the CTU to coordinate with the STUs for eliminating transmission constraints in a cost-effective manner. The NEP provides that the network expansion be planned and implemented keeping in view anticipated transmission needs that would be incident on the system in the open access regime. The NEP encourages private investment in the transmission sector, and states that prior agreement with Beneficiaries would not be a pre-condition for network expansion and the CTU and STUs should undertake network expansion after identifying requirements in consultation with stakeholders and obtaining due regulatory approvals.

As per Section 3 of the Electricity Act 2003, Central Electricity Authority has been entrusted with the responsibility of preparing the National Electricity Plan in accordance with the NEP and to notify such plan once in five years.

### **National Tariff Policy**

National Tariff Policy (“NTP”) was notified and became effective from January 28, 2016. Among others, NTP seeks to ensure availability of electricity to consumers at reasonable and competitive rates, financial viability of the sector and attract investments and promote generation of electricity from renewable sources. NTP mandates that SERCs must reserve a minimum percentage for purchase of solar and wind energy. Further, NTP also provides exemption of inter-state transmission charges and losses for electricity generated from solar and wind energy sources.

### **Bureau of Indian Standards Act, 2016 (“Bureau of Indian Standards Act”)**

The Bureau of Indian Standards Act establishes, publishes and regulates national standards to ensure conformity assessment, standardisation, and quality assurance of goods, articles, processes, systems and services. The Bureau of Indian Standards Act provides for the establishment of a bureau for the standardization, marking and quality certification of goods. The Bureau of Indian Standards Act provides for the functions of the bureau which include, among others (a) adopting as Indian standard, any standard established for any goods, article, process, system or service by any other institution in India or elsewhere; (b) specifying a standard mark to be called the Bureau of Indian Standards Certification Mark which shall be of such design and contain such particulars as may be prescribed to represent a particular Indian standard; and (c) making such inspection and taking such samples of any material or substance as may be necessary to see whether any goods, article, process, system or service in relation to which the standard mark has been used conforms to the relevant standard or whether the standard mark has been properly used in relation to any goods, article, process, system or service with or without a license. Further, the Bureau of Indian Standards Act sets out, *inter alia*, liability for use of standard mark on products that do not conform to the relevant Indian Standard.

### **Bureau of Indian Standards Rules, 2018 (“Bureau of Indian Standards Rules”)**

The Bureau of Indian Standards Rules have been notified, in supersession of the Bureau of Indian Standards Rules, 1987, in so far as they relate to Chapter IV A of the said rules relating to registration of the articles notified by the Central Government, and in supersession of the Bureau of Indian Standards Rules, 2017 except in relation to things done or omitted to be done before such supersession. Under the Bureau of Indian Standards Rules, the bureau is required to establish Indian standards in relation to any goods, article, process, system or service and shall reaffirm, amend, revise or withdraw Indian standards so established as may be necessary.

### **Central Electricity Authority (Measures relating to Safety and Electric Supply) Regulations, 2010**

Central Electricity Authority (Measures relating to Safety and Electric Supply) Regulations, 2010 (the “**Safety and Electric Supply Regulations**”) lays down the regulations for safety requirements for electric supply lines and accessories. It requires all relevant specifications prescribed by the Bureau of Indian Standards or the International Electro-Technical Commission to be adhered to. These include all electric supply lines and accessories to: (a) have adequate power ratings and proper insulation; (b) be of adequate mechanical strength for the duty cycle; (c) have a switchgear installation in each conductor of every service line within a consumer’s premises; and (d) be encased in a fireproof receptacle.

### **The Railways Act, 1989 (“Railways Act”)**

The Railways Act was enacted to consolidate and amend the law relating to railways. The railway administration under Chapter IV of the Railways Act is empowered to, make or construct in or upon, across, under or over any road, railway, tramways, electric supply lines, or telegraph lines, such temporary or permanent inclined-planes, bridges, tunnels, etc. for the purposes of constructing or maintaining a railway, and to do all other acts necessary for making, maintaining, altering or repairing and using the railway. Chapter II-A of the Railways Act provides an institutional framework for development of railway land. Chapter IV-A empowers the Central Government to acquire land for execution of a special railway project for a public purpose, after declaring its intent.

### **Legal Metrology Act, 2009 (“Metrology Act”) and Legal Metrology (Packaged Commodities) Rules, 2011**

The Metrology Act was enacted with the objectives to establish and enforce standards of weights and measures, regulate trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure or number and for matters connected therewith or incidental thereto. The Metrology Act states that any transaction/contract relating to goods/class of goods or undertakings shall be as per the weight/measurement/numbers prescribed by the Metrology Act. The specifications with respect to the exact denomination of the weight of goods to be considered in transactions are contained in rules issued by each state.

The Legal Metrology (Packaged Commodities) Rules, 2011, framed under the Metrology Act lays down specific provisions applicable to packages intended for retail sale, wholesale packages and for export and import of packaged commodities and also provides for registration of manufacturers and packers. The said rules also lays down specific provisions for e-commerce transactions and online sale of packaged commodities.

## **Labour law legislations**

The employment of workers, depending on the nature of activity, is regulated by a wide variety of generally applicable labour laws. The following is an indicative list of labour laws which may be applicable to our Company due to the nature of our business activities:

### ***The Factories Act, 1948 ("Factories Act")***

The term 'factory', as defined under the Factories Act, includes any premises which employs or has employed on any day in the previous 12 months, 10 or more workers and in which any manufacturing process is carried on with the aid of power, or any premises wherein 20 or more workmen are employed at any day during the preceding 12 months and in which any manufacturing process is carried on without the aid of power or is ordinarily so carried on. State Governments have issued rules in respect of the prior submission of plans and their approval for the establishment of factories and registration and licensing of factories. The Factories Act mandates the 'occupier' of a factory to ensure the health, safety and welfare of all workers in the factory premises. Further, the 'occupier' of a factory is also required to ensure (i) the safety and proper maintenance of the factory such that it does not pose health risks to persons in the factory premises; (ii) the safe use, handling, storage and transport of factory articles and substances; (iii) provision of adequate instruction, training and supervision to ensure workers' health and safety; and (iv) cleanliness and safe working conditions in the factory premises. If there is a contravention of any of the provisions of the Factories Act or the rules framed thereunder, the occupier and manager of the factory may be punished with imprisonment or with a fine or with both.

### ***Other labour related legislations***

Depending upon the nature of the activity undertaken by us, the applicable labour enactments other than state-wise shops and establishments acts includes the following:

- The Apprentices Act, 1961;
- The Contract Labour (Regulation and Abolition) Act, 1970;
- The Employee's Compensation Act, 1923;
- The Employees' (Provident Funds and Miscellaneous Provisions) Act, 1952;
- Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979;
- The Payment of Gratuity Act, 1972;
- The Payment of Bonus Act, 1965;
- The Maternity Benefit Act, 1961;
- The Minimum Wages Act, 1948;
- The Employees' State Insurance Act, 1948;
- The Payment of Wages Act, 1936;
- The Industrial Disputes Act, 1947;
- The Trade Unions Act, 1926;
- Industrial Employment (Standing Orders) Act, 1946;
- Employment Exchange (Compulsory Notification of Vacancies) Act, 1959
- The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013;
- The Equal Remuneration Act, 1976; and
- The Child Labour (Prohibition and Regulation) Act, 1986.

In order to rationalize and reform labour laws in India, the Government of India has notified four labour codes which are yet to come into force as on the date of this Red Herring Prospectus, namely, (i) the Code on Wages, 2019 which will repeal the Payment of Bonus Act, 1965, Minimum Wages Act, 1948, Equal Remuneration Act, 1976 and the Payment of Wages Act, 1936, (ii) the Industrial Relations Code, 2020 which will repeal the Trade Unions Act, 1926, Industrial Employment (Standing Orders) Act, 1946 and Industrial Disputes Act, 1947, (iii) the Code on Social Security, 2020 which will repeal certain enactments including the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, Maternity Benefit Act, 1961, Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959 and the Payment of Gratuity Act, 1972 and (iv) the Occupational Safety, Health and

Working Conditions Code, 2020 which will repeal certain enactments including the Factories Act, 1948, Motor Transport Workers Act, 1961 and the Contract Labour (Regulation and Abolition) Act, 1970.

Certain portions of the Code on Wages, 2019, have come into force upon notification by the Ministry of Labour and Employment. The remaining provisions of these codes shall become effective as and when notified by the Government of India.

## **Environmental laws**

### ***The Environment (Protection) Act, 1986 (“EPA”)***

The EPA has been enacted for the protection and improvement of the environment. It stipulates that no person carrying on any industry, operation or process shall discharge or emit or permit the discharge or emission of any environmental pollutant in excess of such standards as may be prescribed. Further, no person shall handle or cause to be handled any hazardous substance except in accordance with such procedure and after complying with such safeguards as may be prescribed. EPA empowers the Central Government to take all measures necessary to protect and improve the environment such as laying down standards for emission or discharge of pollutants, providing for restrictions regarding areas where industries may operate and generally to curb environmental pollution.

### ***Water (Prevention and Control of Pollution) Act, 1974 (“Water Act”)***

The Water Act aims to prevent and control water pollution and to maintain or restore wholesomeness of water. The Water Act provides for one central pollution control board, as well as state pollution control boards, to be formed to implement its provisions, including enforcement of standards for factories discharging pollutants into water bodies. Any person intending to establish any industry, operation or process or any treatment and disposal system likely to discharge sewage or other pollution into a water body, is required to obtain the consent of the relevant state pollution control board by making an application.

### ***Air (Prevention and Control of Pollution) Act, 1981 (“Air Act”)***

The Air Act aims to prevent, control and abate air pollution, and stipulates that no person shall, without prior consent of the relevant state pollution control board, establish or operate any industrial plant which emits air pollutants in an air pollution control area. Such person also cannot discharge or cause or permit to be discharged the emission of any air pollutant in excess of the standards laid down by the State Boards. The central pollution control board and the state pollution control boards constituted under the Water Act perform similar functions under the Air Act as well. 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.

### ***Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 as amended by the Hazardous and Other Wastes (Management and Transboundary Movement) Amendment Rules, 2022 (Collectively, “Hazardous Waste Rules”)***

The Hazardous Waste Rules regulate the management, treatment, storage and disposal of hazardous waste by imposing an obligation on every occupier and operator of a facility generating hazardous waste to dispose of such waste without harming the environment. The term “*hazardous waste*” has been defined in the Hazardous Waste Rules and any person who has, control over the affairs of the factory or the premises or any person in possession of the hazardous waste has been defined as an “*occupier*”. Every occupier and operator of a facility generating hazardous waste must obtain authorization from the relevant state pollution control board. Further, the occupier, importer or exporter is liable for damages caused to the environment resulting from the improper handling and disposal of hazardous waste and must pay any financial penalty that may be levied by the respective state pollution control board.

In addition to the above-mentioned environmental laws, following is an indicative list of the environmental laws which may be applicable to our Company due to the nature of the business activities:

- Plastic Waste Management Rules, 2016;
- Bio-medical Waste management Rules, 2016;
- E-waste (Management) Rules, 2016;
- Ozone Depleting Substances (Regulation and Control) Rules, 2000;
- Noise Pollution (Regulation and Control) Rules, 2000, as amended; and
- Gas Cylinders Rules, 2016.

Further, the Ministry of Environment, Forest and Climate Change, Government of India has also notified the E-Waste (Management) Rules, 2022, which has come into effect on April 1, 2023.

## **Tax laws**

In addition to the aforementioned material legislations which are applicable to our Company, some of the tax legislations that may be applicable to the operations of our Company include:

- Income-tax Act 1961, the Income-tax Rules, 1962, as amended by the Finance Act in respective years;
- Central Goods and Services Tax Act, 2017, the Central Goods and Services Tax Rules, 2017 and various state-wise legislations made thereunder;
- The Integrated Goods and Services Tax Act, 2017 and rules thereof;
- Professional tax-related state-wise legislations;
- Indian Stamp Act, 1899 and various state-wise legislations made thereunder; and
- Customs Act, 1962.

## **Foreign Investment Laws**

### ***The Foreign Trade (Development and Regulation) Act, 1992 and the rules framed thereunder (“FTA”)***

The FTA is the main legislation concerning foreign trade in India. The FTA, read along with the Foreign Trade (Regulation) Rules, 1993, provides for the development and regulation of foreign trade by facilitating imports into, and augmenting exports from, India and for matters connected therewith or incidental thereto. It authorizes the government to formulate as well as announce the export and import policy and to keep amending the same on a timely basis. The government has also been given a wide power to prohibit, restrict and regulate the exports and imports in general as well as specified cases of foreign trade. The FTA read with the Foreign Trade Policy, 2023, prohibits anybody from undertaking any import or export except under an importer-exporter code (“IEC”) number granted by the Director General of Foreign Trade, Ministry of Commerce and Industry. Hence, every entity in India engaged in any activity involving import/export is required to obtain an IEC unless specifically exempted from doing so. The IEC shall be valid until it is cancelled by the issuing authority. An IEC number allotted to an applicant is valid for all its branches, divisions, units and factories. Failure to obtain the IEC number shall attract penalty under the FTA.

### ***The Foreign Exchange Management Act, 1999 (“FEMA”) and regulations framed thereunder***

Foreign investment in India is governed primarily by the provisions of the FEMA, and the rules, regulations and notifications thereunder, as issued by the RBI from time to time and the FEMA Rules and 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 the 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 has now been entrusted to the concerned administrative ministries/departments.

The FEMA Rules were enacted on October 17, 2019 in supersession of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, except for things done or omitted to be done before such supersession. The total holding by any individual NRI, on a repatriation basis, shall not exceed five percent of the total paid-up equity capital on a fully diluted basis or shall not exceed five percent of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10% may be raised to 24% percent if a special resolution to that effect is passed by the general body of the Indian company.

The total holding by each FPI or an investor group, shall be less than 10 percent of the total paid-up equity capital on a fully diluted basis or less than 10 percent 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 FPIs put together, including any other direct and indirect foreign investments in the Indian company permitted under these rules, shall not exceed 24 per cent of paid-up equity capital on a fully diluted basis or paid-up value of each series of debentures or preference shares or share warrants. The said limit of 10% and 24% shall be called the individual and aggregate limit, respectively.

With effect from April 1, 2020, the aggregate limit shall be the sectoral caps applicable to Indian companies as laid out in paragraph 3(b) of Schedule I of FEMA Rules, with respect to paid-up equity capital on fully diluted basis or such same sectoral cap percentage of paid-up value of each series of debentures or preference shares or share warrants. Further, in accordance with Press Note No. 4 (2020 Series), dated October 15, 2020 issued by the DPIIT, all investments 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, as prescribed in the Consolidated FDI Policy.

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 as specified by SEBI; and (iv) such other conditions as may be specified by SEBI from time to time.

### **Intellectual property laws**

Certain laws relating to intellectual property rights under the Trade Marks Act, 1999 are applicable to us.

#### ***Trade Marks Act, 1999 (“Trade Marks Act”)***

A trade mark 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. In India, trade marks enjoy protection under both statutory and common law. Registration of a trade mark grants the owner a right to exclusively use the trade mark as a mark of goods and services and prevents the fraudulent use of marks in India. The Trade Marks Act permits the registration of trade marks for goods and services. Certification trade marks and collective marks can also be registered under the Trade Marks Act. The registrar of Trade Marks is the authority responsible for, among other things, registration of trade marks, settling opposition proceedings and rectification of the register of trade marks. The Trade Marks (Amendment) Act, 2010 has been enacted to cover Indian nationals as well as foreign nationals to secure simultaneous protection of trade marks in other countries. The Trade Marks (Amendment) Rules, 2013 were enacted to give effect to the Trade Mark (Amendment) Act, 2010.

### **Other applicable laws**

In addition to the above, we are also governed by the provisions of the Companies Act and rules framed thereunder, fire-safety related laws, contract act, foreign trade laws and other applicable laws and regulation imposed by the Central Government and State Governments and other authorities for our day to day business, operations and administration.

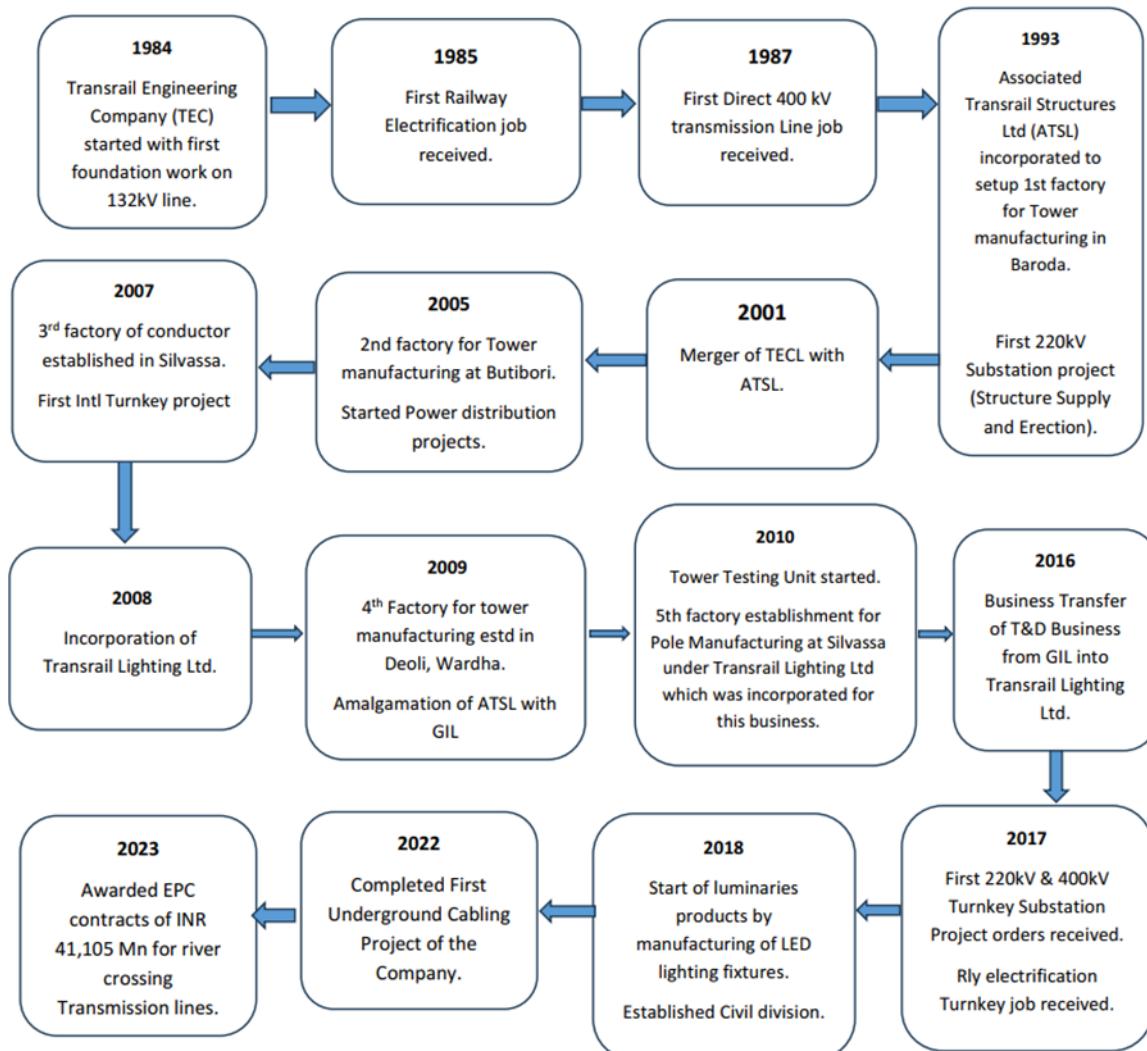
## HISTORY AND CERTAIN CORPORATE MATTERS

### Brief history of our Company

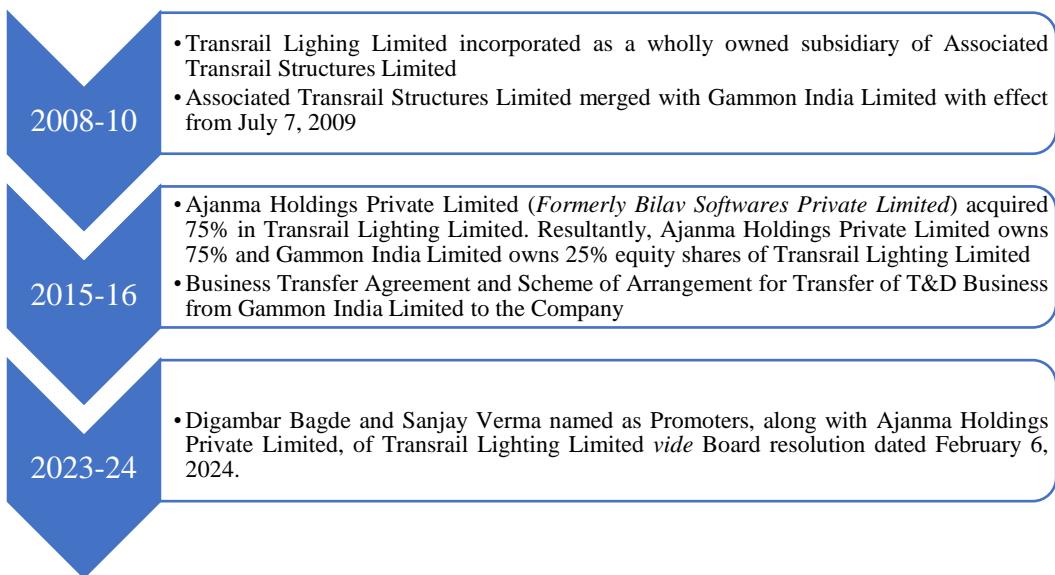
Our Company was originally incorporated as ‘Transrail Lighting Limited’ at Mumbai, Maharashtra as a public limited company under the Companies Act, 1956, pursuant to the certificate of incorporation dated February 18, 2008, issued by RoC and commenced operations pursuant to a certificate of commencement of business dated March 14, 2008.

### Our journey

One of our Promoters, Digambar Chunnilal Bagde, has experience of more than 40 years in the EPC industry and was at the helm of affairs of our Company from its inception. Digambar Chunnilal Bagde was also associated with Transrail Engineering Company Limited and Associated Transrail Structures Limited as promoter of such entities. A brief journey of our milestones is delineated below:



Please see below the diagrammatic representation of change in control of our Company since its incorporation:



### **Changes in our Registered Office**

The following table sets forth details of the change in the registered office of our Company since the date of its incorporation:

<b>Date of change</b>	<b>Details of the change in address of registered office</b>	<b>Reason</b>
March 27, 2013	The registered office of our Company was shifted from G-55, MIDC, Butibori, Nagpur 411 108, Maharashtra to R: F, 3 <sup>rd</sup> . W: P: 3/8, Hamilton House, J.N. Heredia Marg, Ballard Estate, Mumbai 400 038, Maharashtra	Administrative convenience
November 24, 2016	The registered office of our Company was shifted from R: F, 3 <sup>rd</sup> . W: P: 3/8, Hamilton House, J.N. Heredia Marg, Ballard Estate, Mumbai 400 038, Maharashtra to 501 A,B,C,E Fortune 2000, Block G, Bandra Kurla Complex, Bandra East, Mumbai 400 051, Maharashtra	Administrative convenience

### **Main objects of our Company**

The main objects contained in our Memorandum of Association are as follows:

1. *"To design, manufacture, test assemble, erect, commission, repair, buy, sell, import, export, hire, exchange, alter or improve or otherwise deal in all kinds of engineering goods such as high, medium and low tension power transmission line polygonal poles, AAC/ACSR/GI conductors, lighting poles-decorative, conical, octagonal or stepped type, fixed platform type High Mast lighting system with lantern carriage, headframes, lowering and raising winches, base hinged lowering and raising masts, and its manually or electrically operated and hydraulically powered counterbalances, mobile lighting masts with diesel genset, antenna masts, traffic light poles, sign poles, windmill masts, transmission lowers, lattice masts, T.V. lowers, railway electrification structures, electric substation structures, cable trays, electrical junction boxes of any type and instruments, equipments, apparatus, machinery and all articles, goods and material required for the purpose of area illumination and for floodlighting or in connection with generation, distribution, supply of electricity or for any other purpose whatsoever and to carry on the business of metal surface treatment of every type including hot dip galvanizing, anodizing, epoxy coating, painting, heat treatment.*
2. *To construct, execute, carry out, equip, improve, work, develop, manufacture, administer, manage or control works and conveniences of all kinds, whether for any Government, Public Body, Local Authority, company/or individual, including, but not restricted to railways, tramways, docks, harbours, piers, wharves, canals, reservoirs, embankments, irrigations, reclamation, improvement, sewage, drainage, sanitary, water, gas, electric light, telephonic, telegraphic, chimneys, cooling towers and power supply, works, and hotels, warehouses, markets, buildings, solar and/or any other renewable power plant and all other works or conveniences of public or private utility and generally to carry on the business of builders, contractors, EPC contractors, project consultants, reinforced concrete specialists, engineers, architects, surveyors, estimators and designers in all their respective branches either alone or jointly with other companies or persons, works of all descriptions, including plants of all descriptions, factories, mills, refineries, pipelines, gas works, electrical works, power plants, water works, water treatment plants and to undertake turnkey projects of every description and to undertake the supervision of any plant or factory and to invest in or acquire interest in companies carrying on the above business.*
3. *To manufacture, process, mine, extract, recycle, refine, alter, improve, trade, buy, sell, import, export and deal in any other way in nickel, copper, aluminium, cobalt, zinc, manganese, lead, gold, silver, brass, and all other ferrous and/or non-ferrous metals, alloys, ash, scrap, chemical compounds and minor metals.*

4. To manufacture, process, fabricate, draw, roll, re-roll, buy, sell import, export and deal in bars, rods, flats, rounds, ingots, strips, wire, plates, parts, components in all shapes made of ferrous and non-ferrous metals.
5. To act as engineering, technical, financial and management consultants and to advice and assist on all aspects of industrial management or activity and to make evaluations, feasibility studies, project reports, forecasts and surveys and to give expert advice and suggest ways and means for improving efficiency in power plants, chemical, petrochemical plants, steel and iron manufacturing and processing industries, plants, infrastructure projects of all other kinds, factories and industries of all kinds and supply to and to provide, maintain and operate service facilities, convenience, bureaus and the like for the benefit of any person, company, corporate body, firm, trust, association, society, government, organisation whatsoever and generally to act as service organisation or for providing generally engineering, administrative, advisory, commercial, management, consultancy, technical, quality control, and other services to persons, companies, corporate bodies, firms trusts, association society, government or organisations, whatsoever and to undertake the supervision of any business or organisation and to undertake turnkey projects and to invest or in acquire interest in companies carrying on above business.
6. To carry on the business as manufacturers, Exporters, Importers, Contractors, Sub-contractors, Sellers, Buyers, lessors or lessee and Agents for equipment for power generation, distribution & transmission for renewable and non-renewable energy plant etc., and to set up wind/solar Farms for the Company and/or for others either singly or jointly and also to generate, acquire by purchase in bulk, accumulate, sell, distribute and supply electricity and other power (subject to and in accordance with the policy / laws in force from time to time)."

The main objects as contained in our Memorandum of Association enable our Company to carry on the business presently being carried on and proposed to be carried on by our Company.

### **Amendments to our Memorandum of Association**

The following table set forth details of the amendments to our Memorandum of Association in the last 10 years preceding the date of this Red Herring Prospectus:

Date of Shareholders' resolution/Effective date	Details of the amendments
July 5, 2018	<p>Clause III(A) of the Memorandum of Association of our Company was amended to insert following sub-clause, after the existing sub-clause 1:</p> <p>"2. To construct, execute, carry out, equip, improve, work, develop, manufacture, administer, manage or control works and conveniences of all kinds, whether for any Government, Public Body, Local Authority, company/or individual, including, but not restricted to railways, tramways, docks, harbours, piers, wharves, canals, reservoirs, embankments, irrigations, reclamation, improvement, sewage, drainage, sanitary, water, gas, electric light, telephonic, telegraphic, chimneys, cooling towers and power supply, works, and hotels, warehouses, markets, buildings, solar and/or any other renewable power plant and all other works or conveniences of public or private utility and generally to carry on the business of builders, contractors, EPC contractors, project consultants, reinforced concrete specialists, engineers, architects, surveyors, estimators and designers in all their respective branches either alone or jointly with other companies or persons, works of all descriptions, including plants of all descriptions, factories, mills, refineries, pipelines, gas works, electrical works, power plants, water works, water treatment plants and to undertake turnkey projects of every description and to undertake the supervision of any plant or factory and to invest in or acquire interest in companies carrying on the above business.</p> <p>3. To manufacture, process, mine, extract, recycle, refine, alter, improve, trade, buy, sell, import, export and deal in any other way in nickel, copper, aluminium, cobalt, zinc, manganese, lead, gold, silver, brass, and all other ferrous and/or non-ferrous metals, alloys, ash, scrap, chemical compounds and minor metals.</p> <p>4. To manufacture, process, fabricate, draw, roll, re-roll, buy, sell import, export and deal in bars, rods, flats, rounds, ingots, strips, wire, plates, parts, components in all shapes made of ferrous and non-ferrous metals.</p> <p>5. To act as engineering, technical, financial and management consultants and to advice and assist on all aspects of industrial management or activity and to make evaluations, feasibility studies, project reports, forecasts and surveys and to give expert advice and suggest ways and means for improving efficiency in power plants, chemical, petrochemical plants, steel and iron manufacturing and processing industries, plants, infrastructure projects of all other kinds, factories and industries of all kinds and supply to and to provide, maintain and operate service facilities, convenience, bureaus and the like for the benefit of any person, company, corporate body, firm, trust, association, society, government, organisation whatsoever and generally to act as service organisation or for providing generally engineering, administrative, advisory, commercial, management, consultancy, technical, quality control, and other services to persons, companies, corporate bodies, firms trusts, association society, government or organisations, whatsoever and to undertake the supervision of any business or organisation and to undertake turnkey projects and to invest or in acquire interest in companies carrying on above business.</p> <p>6. To carry on the business as manufacturers, Exporters, Importers, Contractors, Sub-contractors, Sellers, Buyers, lessors or lessee and Agents for equipment for power generation, distribution &amp; transmission for renewable and non-renewable energy plant etc., and to set up wind/solar Farms for the Company and/or for others either singly or jointly and also to generate, acquire by purchase in</p>

Date of Shareholders' resolution/Effective date	Details of the amendments
	<i>bulk, accumulate, sell, distribute and supply electricity and other power (subject to and in accordance with the policy / laws in force from time to time)."</i>
February 12, 2024	Clause V of the Memorandum of Association was amended to reflect the sub-division of face value of equity shares from ₹10 to ₹2. The authorized share capital of our Company was amended from ₹350,000,000 divided into 35,000,000 equity shares of face value of ₹10 each to 175,000,000 Equity Shares of ₹2 each

### Major events and milestones in the history of our Company

The table below sets forth the key events and milestones in the history of our Company:

Financial Year	Particulars
2009	Established transmission tower testing facility in Deoli, Maharashtra
2011	Received a license for a factory engaged in the manufacture of fabrication and galvanising of transmission tower, high mast lighting poles, crash barriers and others at Silvassa, Dadra and Nagar Haveli
2012	Received a purchase order for manufacturing and supplying Derrick Structure Material and Fabrication and other fabrications
2016	Transfer of T&D business from Gammon India Limited to our Company that included: (i) amalgamation of tower manufacturing facility in Vadodara, Gujarat and Deoli, Maharashtra established in 1994 and 2010, respectively; (ii) division of conductor factory in Silvassa, Dadra and Nagar Haveli established in 2008; and (iii) transmission tower testing facility in Deoli, Maharashtra established in 2009
2016	Received purchase order for supplies of Aluminium Conductor Steel Reinforced conductors and Aluminium Alloy Conductor Steel Reinforced conductors
2017	Received letter of acceptance for construction of three 220/132/33 kV substations on turnkey basis in Dharsia, Kawardha and Dherdehi, Chhattisgarh. We also received letter of acceptance for construction of 400 kV, 220kV and 132kV substations and transmission lines on total turnkey basis under an inter-State transmission system project in India, Green Energy Corridor Phase I in Shajapur and Mandsaur, Madhya Pradesh
2017	Received letter of award for construction of 220 KV D/C transmission line from 220 KV GSS Basni (Jodhpur) to 220 KV GSS NPH (Jodhpur) in Rajasthan, in existing row using 220 KV towers, 220 KV tubular monopoles, 220 KV underground cable
2018	Entered into a supply agreement with consortium of companies in Poland to supply galvanized and painted steel structures
2018	Entered into an agreement to manufacture luminary products including LED lighting fixtures, LED lighting installations, LED luminaries etc. under our trademark
2019	Received a letter of acceptance to design, supply, installation, testing and commissioning of 25 kV, 50 Hz, AC single phase railway electrification work between Katni (excluding)-Bara (including) in Katni-Singrauli section of west central railway
2019	Awarded with a tender by National Highway Authority of India to construct two lane bridge across river Kosi with approach road from Bheja to Bakaur section of NH-527A in Bihar under Backward Area / Religious / Tourist places scheme of Bharatmala Pariyojana Phase-I
2022	Awarded contract under the Power Project Suriname – HV Cables for construction of Electricity System Upgrade and Expansion Project, 110 kV underground cable
2022	Entered into two agreements to design, supply, installation, testing and commissioning of 400kV and 230kV River Crossing Transmission Lines on Turnkey Basis Lot-1 and Lot-2, both dated August 17, 2022, for a consideration of USD 304.97 million and USD 219.274 million, respectively
2023	Entered into a memorandum of understanding to develop the composite High Temperature Low Sag conductors cable market in India and in other countries, including Bhutan, Nepal, Bangladesh, Sri Lanka, Africa, Middle East, Iraq and other nations

### Awards, accreditations and recognitions received by our Company

Calendar Year	Award
2014	Awarded the best construction performance special award by Power Grid Corporation of India Limited
2014	Awarded the special category in construction for the year 2014-15 by Power Grid Corporation of India Limited
2015	Awarded the best safety performance for the year 2015-16 by Power Grid Corporation of India Limited
2015	Awarded the best construction performance (Division II Maximum Volume of Work) for the year 2015-16 by Power Grid Corporation of India Limited
2016	Received appreciation for best performance in excise contribution and for extra ordinary contribution in excise by Chief Commissioner of Customs Central Excise and Service Tax, Nagpur Zone
2016	Awarded the best performance safety award for pole and conductor plant by Silvassa Industries Association
2017	Awarded the third position for its contribution in safety implementation for the year 2017-18 by Adani Energy Solutions Limited ( <i>formerly known as Adani Transmission Limited</i> )
2019	Awarded with consolation certificate for excellent work in the field of Industrial Safety and Health by Labour Department, Directorate Industrial Safety and Health for our plant in Wardha, Maharashtra
2019	Received appreciation for completion of 500 kV Transmission line from Aqina – Sheberghan (88 kms) and 220 kV Transmission line from Sheberghan-Mazar-E-Sharif (156 km) under DABS 011/ICB project from Da Afghanistan Breshna Sherkat in Afghanistan
2024	Received appreciation for commissioning the power evacuation from Neemuch REZ 400Kv D/C and 765Kv D/C Khetri-Jhatikara line and the 400 kV D/C Khetri-Sikar (PG) line by Power Grid Corporation of India Limited

<b>Calendar Year</b>	<b>Award</b>
2024	Deoli facility of our Company received an award for achieving ‘ <i>Lowest accident frequency rate and Longest accident free period</i> ’ in the heavy engineering industry group at the Maharashtra Safety Awards, 2023

### **Time and cost over-runs**

Other than in the ordinary course of business, there have been no time and cost over-runs in respect of setting up projects of the Company.

### **Defaults or re-scheduling, restructuring of borrowings with financial institutions or banks**

Other than in the ordinary course of business, there have been no defaults or rescheduling/restructuring of borrowings with financial institutions/ banks in respect of our Company’s borrowings, except as permitted under the applicable laws.

### **Significant financial and/or strategic partners**

Our Company does not have any significant financial and/or strategic partners as on the date of this Red Herring Prospectus.

### **Launch of key products or services, entry into new geographies or exit from existing markets, capacity/ facility creation or location of plants**

For details of key products or services launched by our Company, entry into new geographies or exit from existing markets, capacity/ facility creation, location of our manufacturing facilities, see “*Our Business*” on page 196.

### **Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years**

Except as given below, our Company has not acquired any business or undertaking and has not undertaken any merger, amalgamation, slump sale, or revaluation of assets in the last 10 years.

### ***Scheme of arrangement between Gammon India Limited (“Transferor Company”), our Company and the respective shareholders of the Transferor Company and our Company, and creditors as sanctioned by the National Company Law Tribunal, Mumbai Bench by way of its order dated April 18, 2017***

Our Company and the Transferor Company had filed an application dated April 10, 2017 before the National Company Law Tribunal, Mumbai Bench praying for, amongst other things, the sanction of a scheme of arrangement under Sections 391 to 394 of the Companies Act, 1956, read with Sections 100 to 103 of the Companies Act, 1956 and other applicable provisions of the Companies Act, 1956 and as amended, which was sanctioned by the National Company Law Tribunal, Mumbai Bench, by way of its order dated April 18, 2017 (“**Scheme of Arrangement**”). As per the Scheme of Arrangement, the Transferor Company transferred its engineering, procurement and construction business in the transmission and distribution sector, including the tower testing facility located at Deoli, Maharashtra and tower manufacturing facilities located at Baroda and Nagpur division of conductor factory at Silvassa, Dadra and Nagar Haveli, and the tower manufacturing facility at Deoli, Maharashtra, to our Company (“**T&D Business**”). T&D Business also included business received pursuant to amalgamation of Associated Transrail Structures Limited with the Transferor Company with effect from April 1, 2008. However, the scope of the T&D Business excluded undertakings of Transferor Company transferred to our Company pursuant to the business transfer agreement dated October 27, 2015 (“**BTA Undertaking**” and the T&D Business excluding BTA Undertaking is defined hereinafter as the “**Transferred Undertaking**”).

The Transferred Undertaking was transferred as a going concern with all properties, rights and powers and all debts, liabilities, duties and obligations of the Transferor Company comprised in and/ or pertaining to the Transferred Undertaking as on the appointed date (“**T&D Undertaking**”). The T&D Undertaking was transferred to and vested in our Company for issuance of 725,000 fully paid-up equity shares of ₹10 each to the Transferor Company. The Scheme of Arrangement became effective from April 20, 2017 (“**Effective Date**”).

Post the Effective Date, all the employees of the Transferor Company became employees of our Company. Further, all legal proceedings of whatsoever nature by or against Transferor Company pending and/ or arising prior to the Effective Date and relating to the T&D Undertaking, continued to be enforced against the Transferor Company.

### **Corporate profile of our Company**

For details in relation to our corporate profile including details of our business, profile, activities, services, market, growth, competition, technology, and managerial competence, see “*Our Business*”, “*Our Management*”, “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” and “*Risk Factors*” on pages 196, 241, 340 and 31, respectively.

### **Our holding company**

Ajanma Holdings Private Limited, one of our Promoters, is our holding company. For details, see “*Our Promoter and Promoter Group*” on page 258. Please see below the diagrammatic representation of change in control of Ajanma Holdings Private Limited since its incorporation:



• Godha Family acquired Ajanma Holdings Private Limited in October 2015

• Post further infusion of equity by the Godha Family and investment by Global Axe Investment Fund (*formerly known as Aviator Global Investments Fund*) in 2017, the shareholding of Ajanma Holdings Private Limited is as follows: Godha Family (51.00%) and Aviator Global Investments Fund (49.00%)

• By way of transfer of shares from erstwhile shareholders of Ajanma Holdings Private Limited to Freyssinet Prestressed Concrete Company Limited, and issue and allotment of shares through rights issue, As on date, the shareholding of Ajanma Holdings Private Limited is as follows: Aviator Global Investment Fund (46.98%), Freyssinet Prestressed Concrete Company Limited (5%) and Great International Tusker Fund (8.26%)  
 • Pursuant to a shareholder's agreement dated February 7, 2024 entered into between all the existing shareholders of Ajanma Holdings Private Limited, with the effective date being September 22, 2023, Freyssinet Prestressed Concrete Company Limited has control over the board of directors of Ajanma Holdings Private Limited, including control over the day to day operations and management of Ajanma Holdings Private Limited

## **Our subsidiaries**

As on the date of this Red Herring Prospectus, our Company has five Subsidiaries and none of them are material subsidiaries. The details of our Subsidiaries are set out below:

### ***Foreign Subsidiaries***

#### **1. Transrail International FZE**

##### ***Corporate information***

TIF was incorporated as a free zone establishment with limited liability pursuant to Emiri Decree No. 6 of 1995 of H.H. Sheik Dr. Sultan Bin Mohammad Al Qasimi, Ruler of Sharjah and rules and regulation issued under Hamriya Free Zone Authority on December 4, 2017. The registered office of TIF is situated at P2-ELOB Office no. E-11F-06, Hamriyah Free Zone – Sharjah, United Arab Emirates.

TIF is engaged in general trading and all local activities as per local rules and regulations in accordance with the license issued by the Hamriyah Free Zone Authority.

##### ***Capital structure***

The authorised, issued, subscribed and paid-up share capital of TIF is AED 200,000 divided into 200 equity shares having a face value of AED 1,000 each.

##### ***Shareholding pattern***

The shareholding pattern of TIF as on the date of this Red Herring Prospectus is as follows:

S. No.	Name of the shareholder	No. of shares of face value AED 1,000 each	Percentage of total equity share capital (%)
1.	Transrail Lighting Limited	200	100.00

##### ***Accumulated profits or losses***

As on the date of this Red Herring Prospectus, there are no accumulated profits or losses of TIF that have not been accounted for by our Company in the Restated Consolidated Financial Information.

#### **2. Transrail Lighting Malaysia SDN. BHD.**

##### ***Corporate information***

TLMSB was incorporated as a private company under the Companies Act, 2016 in Kuala Lumpur, Malaysia on July 26, 2018. The registered office of TLMSB is situated at Suite B13A-4, Tower-B, Lever 13A NorthPoint Offices, Mid Valley City No.1, Medan Syed Putra Utara 59200 Kuala Lumpur W.P. Kuala Lumpur, Malaysia.

TLMSB is engaged in tendering and entering into contracts with any person, firm, corporation, government or statutory, local or other authority and/or to design, manufacturing, test, assemble, erect, commission, repair, buy, sell, import, export, hire exchange, alter or improve or otherwise deal in all kinds of engineering works related to power transmission, distribution, electrification and other engineering, procurement and construction work and exploring new global business opportunities.

#### ***Capital structure***

The authorised, issued, subscribed and paid-up share capital of TLMSB is MYR 9,800 divided into 980 equity shares having a face value of MYR 10 each.

#### ***Shareholding pattern***

The shareholding pattern of TLMSB as on the date of this Red Herring Prospectus is as follows:

S. No.	Name of the shareholder	No. of shares of face value MYR 10 each	Percentage of total equity share capital (%)
1.	Transrail Lighting Limited	980	100.00

#### ***Accumulated profits or losses***

As on the date of this Red Herring Prospectus, there are no accumulated profits or losses of TLMSB that have not been accounted for by our Company in the Restated Consolidated Financial Information.

### **3. Transrail Lighting Nigeria Limited**

#### ***Corporate information***

TLNL was incorporated as a private limited company under the Companies and Allied Matters Act, 1990 of the Federal Republic of Nigeria on May 15, 2018. The registered office of TLNL is situated at Flat no. 6, 2<sup>nd</sup> Floor, 4346 Senega Street, Off Accra Street, Zone 5, Wuse, Abuja FCT, Abuja FCT, Abuja, Nigeria.

TLNL is engaged in electrical engineering and all business related thereto.

#### ***Capital structure***

The authorised, issued, subscribed and paid-up share capital of TLNL is NGN 10,000,000 divided into 10,000,000 equity shares having a face value of NGN 1 each.

#### ***Shareholding pattern***

The shareholding pattern of TLNL as on the date of this Red Herring Prospectus is as follows:

S. No.	Name of the shareholder	No. of shares of face value NGN 1 each	Percentage of total equity share capital (%)
1.	Rajesh Neelakantan*	25,000	0.25
2.	Transrail Lighting Limited	9,975,000	99.75

\* Rajesh Neelakantan holds 25,000 shares as a nominee of our Company.

#### ***Accumulated profits or losses***

As on the date of this Red Herring Prospectus, there are no accumulated profits or losses of TLNL that have not been accounted for by our Company in the Restated Consolidated Financial Information.

### **4. Transrail Structures America Inc.**

#### ***Corporate information***

TSAI was incorporated as a corporation incorporated in State of Delaware, pursuant to General Corporation Law of Delaware on October 2, 2018. The registered office of TSAI is situated at Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware 19801, U.S.

TSAI is engaged in any lawful act or activity for which corporations may be organised under the General Corporation Law of Delaware.

#### ***Capital structure***

The authorised, issued, subscribed and paid-up share capital of TSAI is USD 10,000 divided into 1,000 equity shares having a face value of USD 10 each.

### ***Shareholding pattern***

The shareholding pattern of TSAI as on the date of this Red Herring Prospectus is as follows:

S. No.	Name of the shareholder	No. of shares of face value USD 10 each	Percentage of total equity share capital (%)
1.	Transrail Lighting Limited	1,000	100.00

### ***Accumulated profits or losses***

As on the date of this Red Herring Prospectus, there are no accumulated profits or losses of TSAI that have not been accounted for by our Company in the Restated Consolidated Financial Information.

## **5. Transrail Contracting LLC**

### ***Corporate information***

TCLLC was incorporated as a corporation incorporated in Dubai, UAE on June 21, 2024. The registered office of TCLLC is situated at Arenco Office Building-3, Dubai Investment Park 1, Dubai, UAE.

TCLLC is engaged in any lawful act or activity for which corporations may be organised under the provisions of Federal Decree-Law No. (32) of 2021.

### ***Capital structure***

The authorised, issued, subscribed and paid-up share capital of TCLLC is AED 5,00,000 divided into 500 equity shares having a face value of AED 1,000 each.

### ***Shareholding pattern***

The shareholding pattern of TCLLC as on the date of this Red Herring Prospectus is as follows:

S. No.	Name of the shareholder	No. of shares of face value AED 1,000 each	Percentage of total equity share capital (%)
1.	Transrail Lighting Limited	500	100

### ***Accumulated profits or losses***

As on the date of this Red Herring Prospectus, there are no accumulated profits or losses of TCLCC that have not been accounted for by our Company in the Restated Consolidated Financial Information.

## **Joint Ventures**

Our Company, from time to time, enters into certain joint venture agreements for the purposes of bidding and execution of projects. These are business joint ventures 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 below, our Company does not have any joint ventures, as on the date of this Red Herring Prospectus:

S. No.	Name of the Joint Venture	Name of the partner(s) of the Joint Venture	Project	Company's share in the Joint Venture (%)	Date of the joint venture agreement	Absolute amount of profit/ (loss) share in the Financial Year ended March 31, 2024
1.	ITD Cementation India Limited and Transrail Lighting Joint Venture	ITD Cementation India Limited	Design, Supply, Installation, Testing & Commissioning of Jammu River Crossing Portion of Bogura-Kaliakair 400kV Double Circuit Transmission Line on Turnkey Basis (Package-01, Lot-03)	27.34	August 16, 2023	-
2.	Altis-Holding Corporation – Transrail Lighting Limited	Altis-Holding Corporation	Construction of 4-lane Elevated Section and at grade improvements at Bengusarai town section of NH-31 from design Chainage 221+047 to 225+302 in the State of Bihar Project	49.00	January 13, 2022	3.18

S. No.	Name of the Joint Venture	Name of the partner(s) of the Joint Venture	Project	Company's share in the Joint Venture (%)	Date of the joint venture agreement	Absolute amount of profit/ (loss) share in the Financial Year ended March 31, 2024
3.	Joint Venture Agreement between our Company, Metcon India Realty and Infrastructure Private Limited ("Metcon") and Pravesh Construction (Package-B2)	Metcon and Pravesh Construction	Supply of ballast, track installation & linking (excluding supply of rails and sleepers, thick web switches and special sleepers) S&T and OHE works from Azamgarh (Excluding) Km 44.50 to Shahgunj Km 99.75 Total 55.25 Km Package-B2 in connection with Mau – Shahganj 2 <sup>nd</sup> line Project of Varanasi Division of North Easter Railway in the state of Uttar Pradesh India.	60.00	April 8, 2021	1.34
4.	Joint Venture Agreement between our Company, Metcon India Realty and Infrastructure Private Limited ("Metcon") and Pravesh Construction (Package-A2)	Metcon and Pravesh Construction	Supply of ballast, track installation & linking (excluding supply of rails and sleepers, thick web switches and special sleepers) S&T and OHE works from Azamgarh (including) Km 44.50 to Shahgunj Km 99.75 Total 55.25 Km Package-A2 in connection with Mau – Shahganj 2 <sup>nd</sup> line Project of Varanasi Division of North Easter Railway in the state of Uttar Pradesh India.	60.00	April 8, 2021	
5.	Joint Venture Agreement between our Company, Metcon India Realty and Infrastructure Private Limited ("Metcon") and Pravesh Construction (Phephna-Indara)	Metcon and Pravesh Construction	Supply of ballast, track installation & linking (excluding supply of rails and sleepers, thick web switches and special sleepers) S&T and OHE works in connection with Phephna (including)- Indara (including) (50 km) on Varanasi Division of North Easter Railway in the state of Uttar Pradesh India.	60.00	April 8, 2021	
6.	Gammon Engineers and Contractors Private Limited – Transrail Lighting Limited	Gammon Engineers and Contractors Private Limited	Construction of 2 Lane Bridge across River Kosi along with approach road from Bheja to Bakaur section of NH-527 A (Design Chainage KM 0+000 to KM 13+300) under BRT scheme of Bharatmala Pariyojana Phase-I S.No-3 of annexure-III (c) of SoP dated 21.12.17 of Morth in the State of Bihar on EPC Mode Project.	95.00	February 26, 2019	2.02
7.	Railsys Engineers Private Limited – Transrail Lighting Limited	Railsys Engineers Private Limited	Supply of indoor and outdoor signaling and telecommunication materials, installation, testing and commissioning of works in connection with construction of 2 no.s of new crossing stations (excluding EI), interlocking of 6 manned level crossing gates and replacement of OFC & Quad cables at these locations, in Kanwar Region of Konkan Railways	49.00	December 11, 2018	0.44
8.	Transrail Lighting Limited - FCEP JV-Nigeria	First Capital Energy & Power Industries Limited	1. Benin North -Oshogbo 330KV DC transmission line with turn-in and out to new Akure Substattion (260 kilometers) 2. Kano – Katsina 330KV DC transmission line (180 kilometers)	30	December 17, 2010	(1.01)
9.	Transrail Lighting Limited – Hanbaek Company Limited consortium	Hanbaek Company Limited	Design Supply, assembly and commissioning work of the 220KV Kigoma (Rwanda) – Gitega (Burundi) transmission line and posts associates	100	December 6, 2021	1.43

S. No.	Name of the Joint Venture	Name of the partner(s) of the Joint Venture	Project	Company's share in the Joint Venture (%)	Date of the joint venture agreement	Absolute amount of profit/ (loss) share in the Financial Year ended March 31, 2024
10.	Transrail Lighting Limited – Altis-Holding Corporation JV	Altis-Holding Corporation	Construction of fly over bridge from Laukhedi Sewage Pump House to Nagar Nigan Visarjan Ghat Sant Hridaram Nagar (Bairagarh) in Bhopal city district, Bhopal, Madhya Pradesh	80.00	August 29, 2023	(0.12)
11.	Transrail Lighting Limited- Altis-Holding Corporation JV	Altis-Holding Corporation	Development of 6 lane green field (Package-II A) starts from design ch.23+325 to ch. 32+090 around Kanpur city, in state of Uttar Pradesh on EPC mode project	80.00	December 27, 2023	-
12.	Consortium of Transrail Lighting Limited and Universal Cable Limited	Universal Cable Limited	Power project Suriname – Electricity system upgrade and expansion project lot – 3 cables including design, supply and installation of 110kV, in Paramaribo section	100	January 11, 2021	-
13.	Undertaking by joint venture partners by Transrail Lighting Limited and Hyosung T&D India Private Limited	Hyosung T&D India Private Limited	Design manufacture, supply, erection, testing and commissioning of Equipment Materials stipulated in the Bidding documents under specification no. TBCB/ERSS-XXV & NERSS-XV/220KV GIS/G7 substation package for (i) extension of 400kV AIS switchgear and creation of 220kV GIS at 400/132kVBanka (POWERGRID) under eastern region strengthening scheme-XXV (ERSS-XXV), (ii) extension of 132kV AIS switchgear and upgradation of existing 132kV Namsai (POWERGRID) S/s to 220kV (with 220kV side as GIS) including 1x50MVAR, 245kV Bus Reactor under North Eastern Region Strengthening scheme-XV (NERSS-XV) and (iii) 2 no. of 220kV GIS line bays at Kathalguri (NEEPCO) switchyard under North Eastern Region Strengthening scheme-XV through tariff based competitive bidding route	100	November 2, 2021	-
14.	Consortium agreement between Jyoti Structures Limited and Transrail Lighting Limited	Jyoti Structures Limited	Supply and construction of 400 KV D/C Punatsanghhu 1-Sunkosh transmission line (Package -A) no. BPC/D&CD/PHPA/2010/contract - A&B)	50	October 8, 2009 and amended on June 8, 2017	-
15.	Transrail Lighting Limited SAE Consortium Benin	SAE Power Line SRL	Construction of Lot 1A – 330kV line at Benin, Lot 1C – 161 kV connecting lines at Togo, Lot 2A – double circuit line 161 kV Parakou – Onigbolo and Lot 2B – double circuit line 161 kV Sakete – Tanzoun (Porto-Nove)	N.A.*	May 15, 2017	-
<b>Total profit/(loss) share in the Financial Year ended March 31, 2024</b>						7.28

\*Pursuant to the agreement dated May 15, 2017 the entire balance scope of works was executed by our Company.

### Interest in our Company

None of our Subsidiaries or Joint Ventures have any interest in our Company's business other than as stated in "Our Business" and "Restated Consolidated Financial Information" on pages 196 and 269, respectively.

### Common pursuits

Our Subsidiaries are engaged in business similar to the business of our Company. Our Company would adopt necessary measures and practises as permitted by law and regulatory guidelines to address any conflict situation as and when they arise.

There is no conflict of interest between us and the lessor(s) of the immovable properties of our Company and/or our Subsidiaries or our Subsidiary's directors, which are on leasehold basis, crucial for operation of the Company.

There is no conflict of interest between us and any of the suppliers of the raw materials or third party service providers of our Company and/or our Subsidiaries, which are crucial for operations of the Company.

#### ***Details of shareholders' agreements***

Except as disclosed below, our Company does not have any subsisting shareholders' agreements among our Shareholders vis-a-vis our Company:

Except as disclosed below and in this Red Herring Prospectus, our Company has not entered into any material agreements which are prejudicial to the interests of public shareholders and other than in the ordinary course of business, carried on or intended to be carried on by our Company.

Except as disclosed below, there are no material covenants in any agreements or arrangements (specifically in relation to primary or secondary transactions of the securities of our Company or financial arrangements relating to our Company) that we are a party to.

#### ***Summary of key agreements***

##### ***Key terms of the shareholders' agreements***

***Share Subscription cum Shareholders' Agreement dated September 26, 2023 ("SSSHA") entered into by and among our Company, Asiana Alternative Investment Fund – Scheme: Asiana Fund I ("Asiana") and Ajanma Holdings Private Limited (together, the "SSA Parties") read with the amendment agreement dated February 9, 2024 to SSSHA ("First Amendment to SSSHA") and amendment agreement dated June 24, 2024 to SSSHA ("Second Amendment to SSSHA")***

The SSSHA was entered into by and among our Company, Asiana and Ajanma Holdings Private Limited to record terms and conditions for the subscription of 1,994,302 equity shares of face value of ₹ 10 each, on a preferential basis at a price of ₹702.00 per equity share constituting 8.04% of the issued and paid-up equity share capital, for an aggregate amount of ₹1,400 million. As per the terms of the SSSHA, Asiana has, *inter alia*, (a) a right to nominate and appoint one director to our Board till such time Asiana holds at least 5.00% of the Equity Share capital, (b) right to appoint a member of the committees of the Board; (c) right to vote on the reserved matters; (d) access and information rights; (e) pre-emptive and anti-dilution rights and (f) exit rights, including buy-back or a secondary sale. The Company is also required to indemnify Asiana and its nominee director caused by any untrue statement of a material fact contained in any statement or Offer documents filed by the Company, or caused by any omission on part of the Company, to state a fact required to be stated therein. Further, Ajanma Holdings Private Limited is entitled to nominate majority of the Director(s) to our Board under the terms of the SSSHA. All the rights and privileges available to Asiana under the SSSHA shall fall away upon conclusion of the Offer.

Pursuant to the terms of the First Amendment to SSSHA, the SSSHA along with all rights of the parties thereunder (except rights available under applicable law, including right to receive dividend and voting right), Asiana has waived and/or suspended certain of its rights, obligations and restrictions that may be triggered under the SSSHA as a result of our Company undertaking the Offer, which, include (i) pre-emptive rights, (ii) anti-dilution rights, and (iii) the information rights of Asiana, to the extent of ensuring compliance with the SEBI Insider Trading Regulations, from the date of filing of this Red Herring Prospectus. Further, pursuant to the terms of the Second Amendment to SSSHA, Asiana has terminated one of its exit rights, i.e. buy back right.

The First Amendment to SSSHA and the Second Amendment to SSSHA, shall stand terminated upon the earlier of: (i) March 31, 2025 or such extended cut-off date; and (ii) the date on which our Board decides not to undertake the IPO. In the event of termination of the First Amendment to SSSHA and Second Amendment to SSSHA, the provisions of the SSSHA, shall, immediately and automatically, stand re-instated and shall be deemed to have been continuing from the date of execution of the Amendment to SSSHA.

##### ***Key terms of the other material agreements***

***Business Transfer Agreement dated October 27, 2015 ("BTA") entered into by and between GIL and our Company, read with first amendment agreement to the BTA dated February 12, 2016 ("Amendment to the BTA")***

Pursuant to the terms of the BTA, read with Amendment to the BTA, our Company purchased the division of conductor factory at Silvassa, Dadra and Nagar Haveli and the tower manufacturing facility (excluding the tower testing facility and store of erection and stringing equipment) at Deoli, Wardha district, Maharashtra together with assets, and liabilities as mentioned under clause 2.1 of the Amendment to the BTA (collectively, "**Identified Business**") from GIL, for an aggregate consideration of ₹43.73 million to be discharged by way of issue and transfer of 275,000 unsecured zero coupon optionally convertible debentures ("**OCDs**") of face value of ₹159.00 per debenture to GIL. As part of the BTA, all the assets, benefits and rights

forming part of Identified Business were transferred, assigned and conveyed to our Company on January 1, 2016 (“**Effective Date**”) and the employees of GIL continued to be the employees of our Company pursuant to transfer of Identified Business, from Effective Date onwards. As per the terms of the BTA, GIL had to fulfil certain conditions precedent, including transfer of leasehold of immovable properties, obtain consent and approvals from Shareholders, lenders for sale and transfer of the Identified Business and conveying encumbrances over the assets to our Company, transfer/novation of contracts with third parties, transfer of insurance policies, licenses or apply for new approvals along with our Company and pay or make adequate provisions for making payment of all amounts due and payable to the continuing employees for the period prior to the date mutually agreed by parties (“**Completion Date**”). The parties were supposed to fulfil conditions precedent before 120 days from date of the BTA (“**Long Stop Date**”). Subsequent to Completion Date, GIL assisted our Company to fulfil certain obligations, including preparing books of account, seek consents from landlord for transfer of leasehold not obtained before Completion date, transfer of accumulations with respect to gratuity fund in respect of continuing employees to the accounts established by our Company. The BTA was governed and construed in accordance with the laws of India.

***Share subscription agreement dated September 9, 2024, executed between our Company and Volrado Venture Partners Fund IV Gamma, Shyamsundar B. Asawa, Saurabh Sanjay Agrawal, and Divyam Sanjay Agrawal (collectively “Subscribers” and such agreement, “SSA”)***

Our Company and Subscribers entered into the SSA for subscription of 10,33,057 equity shares of face value ₹2 each by the Subscribers for a consideration of approximately ₹500.00 million. For further details, see “*Capital Structure –Notes to the Capital Structure – Equity Share Capital history of our Company*” on page 83.

**Details of guarantees given to third parties by our Promoters who are participating in the Offer for Sale**

As on the date of this Red Herring Prospectus, there are no outstanding guarantees given by our Promoters to any third party.

**Agreements with Key Managerial Personnel or Senior Management, Director, Promoters, or any other employee**

None of our Key Managerial Personnel or members of the Senior Management, Director, Promoters, or any other employee have entered into any agreement with the any shareholder or any third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

Other than as disclosed above, there are no other agreements, including any deed of assignment, acquisition agreement, shareholders’ agreement, inter-se agreements, agreements of like nature, to which we are a party, which are material, and which are required to be disclosed or the non-disclosure of which may have a bearing on the investment decision of prospective investors in the Offer. Further, there are no other clauses or covenants which are material, adverse or pre-judicial to the interest of the minority/ public shareholders or the non-disclosure of which may have bearing on the investment decision of the investors.

**Material clauses of the AoA**

Except as disclosed under the “*Main Provisions Of Articles Of Association*” on page 419, there are no material clauses of the AoA that have been left out from disclosure in this Red Herring Prospectus, having bearing on the Offer.

## OUR MANAGEMENT

In terms of the Articles of Association, our Company can have a minimum of six Directors and a maximum of 15 (fifteen) Directors. As on the date of this Red Herring Prospectus, our Board comprises of two Executive Directors, three Non-Executive Director (including one Non-Executive Nominee Director) and five Independent Directors, including two women Directors.

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

S. No.	Name, designation, current term, period of directorship, address, occupation, date of birth, DIN and age	Other Directorships
1.	<b>Digambar Chunnilal Bagde</b> <b>Designation:</b> Executive Chairman <b>Current Term:</b> Three years with effect from October 1, 2023 till September 30, 2026 <b>Period of Directorship:</b> Director since February 18, 2008 <b>Address:</b> A 402, CTS No 757, Skylark, New Kantwadi Road, Pali Hill, Bandra West, Mumbai 400 050, Maharashtra, India <b>Occupation:</b> Service <b>Date of Birth:</b> January 5, 1950 <b>DIN:</b> 00122564 <b>Age:</b> 74 years	<b>Indian Companies:</b> 1. RMH Ventures Private Limited; and 2. Ajanma Holdings Private Limited. <b>Foreign Companies:</b> 1. Transrail Lighting Malaysia SDN BHD; 2. Transrail International FZE; and 3. Transrail Contracting LLC.
2.	<b>Randeep Narang</b> <b>Designation:</b> Managing Director and Chief Executive Officer <b>Current Term:</b> Five years with effect from December 15, 2020 till December 14, 2025; liable to retire by rotation <b>Period of Directorship:</b> Director since December 15, 2020 <b>Address:</b> 138, Uday Park, New Delhi, Andrewsganj, S.O. South Delhi 110 049, India <b>Occupation:</b> Service <b>Date of Birth:</b> March 19, 1962 <b>DIN:</b> 07269818 <b>Age:</b> 62 years	<b>Indian Companies:</b> Nil <b>Foreign Companies:</b> 1. Transrail International FZE; and 2. Transrail Contracting LLC
3.	<b>Sanjay Kumar Verma</b> <b>Designation:</b> Non-Executive Director <b>Current Term:</b> Three years with effect from September 14, 2023; liable to retire by rotation <b>Period of Directorship:</b> Director since December 15, 2020 <b>Address:</b> C-61, Second floor, South Extension Part 2, New Delhi 110 049, India <b>Occupation:</b> Business <b>Date of Birth:</b> March 12, 1973 <b>DIN:</b> 08235643 <b>Age:</b> 51 years	<b>Indian Companies:</b> 1. RMH Ventures Private Limited; 2. Yash Structure Private Limited; 3. H P Professional Services Private Limited; 4. Skytek Unmanned Aerial Solutions Private Limited; 5. SKAT VYOM Private Limited; 6. VYOM Vahini Private Limited; 7. Marine Project Services Limited; and 8. Connected Digital Systems Private Limited. <b>Foreign Companies:</b> 1. Karatin Trading FZC; and 2. Verbo Global Trading FZCO.
4.	<b>Srikant Chaturvedi</b>	<b>Indian Companies:</b>

S. No.	Name, designation, current term, period of directorship, address, occupation, date of birth, DIN and age	Other Directorships
	<p><b>Designation:</b> Non-Executive Director</p> <p><b>Current Term:</b> Director with effect from March 7, 2016; liable to retire by rotation</p> <p><b>Period of Directorship:</b> Director since March 7, 2016</p> <p><b>Address:</b> 110, Magnum Tower, Lokhandwala Complex Andheri West, Mumbai 400 053, Maharashtra, India</p> <p><b>Occupation:</b> Business</p> <p><b>Date of Birth:</b> July 10, 1954</p> <p><b>DIN:</b> 00651133</p> <p><b>Age:</b> 70 years</p>	<p>1. Ajanma Holdings Private Limited</p> <p><b>Director of a Section 8 Company under the Companies Act</b></p> <p>1. Transrail Foundation</p> <p><b>Foreign Companies:</b></p> <p>Nil</p>
5.	<p><b>Vita Jalaj Dani*</b></p> <p><b>Designation:</b> Non- Executive (Nominee) Director</p> <p><b>Current Term:</b> Director with effect from February 29, 2024;</p> <p><b>Period of Directorship:</b> Director since February 29, 2024 until the next annual general meeting</p> <p><b>Address:</b> 106, Alhambra, 18 Carmichael Road, Mumbai 400 026, Maharashtra, India</p> <p><b>Occupation:</b> Business</p> <p><b>Date of Birth:</b> July 2, 1970</p> <p><b>DIN:</b> 00032396</p> <p><b>Age:</b> 54 years</p>	<p><b>Indian Companies:</b></p> <p>1. Dani Finlease Private Limited; 2. Hydra Trading Private Limited; 3. Ninja Commercials Private Limited; 4. 11Sports Private Limited; 5. Chennaiyin F.C. Sports Private Limited; 6. Smiti Holding and Trading Company Private Limited; and 7. Vijal Holding and Trading Company Private Limited.</p> <p><b>Foreign Companies:</b></p> <p>Nil</p> <p><b>Director of a Section 8 Company under the Companies Act</b></p> <p>1. ELMS Sports Foundation; and 2. Dani Foundation.</p>
6.	<p><b>Vinod Dasari</b></p> <p><b>Designation:</b> Independent Director</p> <p><b>Current Term:</b> Three years with effect from August 10, 2023; not liable to retire by rotation</p> <p><b>Period of Directorship:</b> Director since August 10, 2023</p> <p><b>Address:</b> No 1 Cross Street, Dhandayudhapani Nagar, Kotturpuram, Kotturpuram, Chennai 600 085, Tamil Nadu, India</p> <p><b>Occupation:</b> Business</p> <p><b>Date of Birth:</b> June 28, 1966</p> <p><b>DIN:</b> 00345657</p> <p><b>Age:</b> 58 years</p>	<p><b>Indian Companies:</b></p> <p>1. Pidilite Industries Limited; 2. Nelcast Limited; 3. Vijayganga Speciality Care Private Limited; 4. Zetwerk Manufacturing Businesses Private Limited; 5. Vishay Engineering and Holdings Private Limited; and 6. Waycool Foods and Products Private Limited.</p> <p><b>Foreign Companies:</b></p> <p>Nil</p>
7.	<p><b>Ashish Gupta</b></p> <p><b>Designation:</b> Independent Director</p> <p><b>Current Term:</b> Three years with effect from August 10, 2023; not liable to retire by rotation</p> <p><b>Period of Directorship:</b> Director since August 10, 2023</p> <p><b>Address:</b> E-1404, La Royale, GH 1, CISF Road, Indirapuram, Ghaziabad 201 014, Uttar Pradesh, India</p>	<p><b>Indian Companies:</b></p> <p>1. Prash Legal Private Limited; and 2. Welspun Michigan Engineers Limited.</p> <p><b>Foreign Companies:</b></p> <p>Nil</p>

S. No.	Name, designation, current term, period of directorship, address, occupation, date of birth, DIN and age	Other Directorships
	<b>Occupation:</b> Professional <b>Date of Birth:</b> April 7, 1969 <b>DIN:</b> 07998166 <b>Age:</b> 55 years	
8.	<b>Ravita Nirmal Punwani</b> <b>Designation:</b> Independent Director <b>Current Term:</b> Three years with effect from December 15, 2023; not liable to retire by rotation <b>Period of Directorship:</b> Director since December 15, 2023 <b>Address:</b> C-4/4, Kripa Nagar, S.V. Road, Irla, Vile parle (West), Mumbai 400 056, Maharashtra, India <b>Occupation:</b> Service <b>Date of Birth:</b> March 9, 1964 <b>DIN:</b> 08990767 <b>Age:</b> 60 years	<b>Indian Companies:</b> Nil <b>Foreign Companies:</b> Nil <b>Director of a Section 8 Company under the Companies Act</b> 1. Transrail Foundation
9.	<b>Ranjit Jatar</b> <b>Designation:</b> Independent Director <b>Current Term:</b> Three years with effect from August 10, 2023; not liable to retire by rotation <b>Period of Directorship:</b> Director since August 10, 2023 <b>Address:</b> Chester building No. 3, Flat No. 502 SR No. 29/2,29/3, Baner, Pune City, 411 045, Maharashtra, India <b>Occupation:</b> Service <b>Date of Birth:</b> May 11, 1959 <b>DIN:</b> 01526405 <b>Age:</b> 65 years	<b>Indian Companies:</b> 1. Nova Edge Solutions Private Limited <b>Foreign Companies:</b> Nil
10.	<b>Major General Dr. Dilawar Singh (Retd.)</b> <b>Designation:</b> Independent Director <b>Current Term:</b> three year with effect from September 14, 2023; not liable to retire by rotation <b>Period of Directorship:</b> Director since September 14, 2023 <b>Address:</b> Flat No. 707, 7th/F Plot No. 14, Sea Show CGHS, Dwarka Sector 19 B, Dwarka, South West Delhi 110 075, New Delhi, India <b>Occupation:</b> Service <b>Date of Birth:</b> October 6, 1957 <b>DIN:</b> 08216047 <b>Age:</b> 67 years	<b>Indian Companies:</b> 1. Paramobility India Private Limited; 2. Tridib Industries Limited; 3. Tilaknagar Industries Limited; and 4. Vinesha Projects Private Limited. <b>Director of a Section 8 Company under the Companies Act</b> 1. Global Chambers of Sports Education and Culture Foundation <b>Foreign Companies:</b> Nil

\*Nominee director of Asiana Alternative Investment Fund - Scheme: Asiana Fund I.

## **Brief biographies of our Directors**

**Digambar Chunnilal Bagde** is the Executive Chairman of our Company. He holds a bachelor of engineering degree in civil engineering from the Maharaja Sayajirao, University of Baroda. He has over 40 years of experience in EPC industry. Previously, he was associated with Transrail Engineering Company Limited, as its promoter, Associated Transrail Structures Limited as its promoter and Gammon India Limited as the deputy managing director - transmission and distribution.

**Randeep Narang** is the Managing Director and Chief Executive Officer of our Company. He holds a bachelor degree in commerce from University of Delhi and a post-graduation diploma in marketing from the Institute of Marketing Management, New Delhi. He has also been awarded a certificate of completion on goodyear advanced management skills program – Asia facilitated by the Mahler Company, Inc. He has over 35 years of experience in marketing and T&D. Previously, he was associated with Bharti Airtel Limited in his capacity as the chief operating officer(west), CEAT Kilani Holdings, Sri Lanka as the managing director for CEAT Sri Lanka and with KEC International Limited as President, T&D (International).

**Sanjay Kumar Verma** is the Non-Executive Director of our Company. He holds a diploma of master in computer systems and networks from Khaikov State Polytechnical University, Ukraine. He has approximately 8 years of experience in business administration and consulting, commodity trading and specialised technology. Previously, he was self-employed as consultant on various initiatives including commodity trading for Millenium Consultants. He was a consultant with M/s Arthur D Little India Private Limited assisting in project management and with M/s Fair Commodities Trading S.A assisting in commodity trading. Currently, he also serves as director on the boards of RMH Ventures Private Limited, Yash Structure Private Limited, H P Professional Services Private Limited, Skytek Unmanned Aerial Solutions Private Limited, SKAT Vyom Private Limited, VYOM Vahini Private Limited and Marine Project Services Limited and Connected Digital Systems Private Limited.

**Srikant Chaturvedi** is the Non-Executive Director of our Company. He holds a bachelor degree in commerce from Kishori Raman College, Mathura, Agra University. He has over 42 years of experience in chartered accountancy. He is also a member of the Institute of Chartered Accountants of India. He is associated with M/s. Chaturvedi S K & Fellows LLP as the partner of the firm.

**Vita Jalaj Dani** is the Non- Executive (Nominee) Director of our Company. She holds a bachelor degree in arts from St. Xavier's College, Mumbai University. She has over 12 years of experience in executive positions. Currently, she is associated with inter alia Asian Paints Limited, Chennaiyin F.C. Sports Private Limited, Smiti Holdings and Trading Company Private Limited and Hitech Corporation Limited.

**Vinod Dasari** is the Independent Director of our Company. He holds a master degree in engineering management from Robert R. McCormick School of Engineering and Applied Science, North-western University, U.S.A. He also holds a master's degree in business administration from J.L Kellogg Graduate School of Management from the North-western University. He has several years of experience in executive position. Previously, he was associated with Royal Enfield Motors Limited as the chief executive officer, Ashok Leyland Limited as the managing director and Cummins India Limited as the joint managing director.

**Ashish Gupta** is the Independent Director of our Company. He holds a bachelor of civil engineering degree from Nagpur University and a bachelor of law degree from Chaudhary Charan Singh University, Meerut. Further, he has a master's degree in business administration from S.P Jain Institute of Management & Research. He has over 30 years of experience in operations. Previously, he was associated with Gammons Engineers & Contractors Private Limited in his capacity as the president – contracts and legal department, Vensar Construction Company Limited in his capacity as the chief operating officer and with Hindustan Construction Company Limited in his capacity as chief operating officer –E&C.

**Ravita Nirmal Punwani** is the Independent Director of our Company. She holds a bachelor of science degree in home science from the College of Home Science, University of Bombay and a diploma in advertising and public relations from K.C. College of Management Studies. She has corporate exposure of ten years in microbiology and public relations and 26 years of experience in human resource consultancy. Previously, she was associated with ATV Projects India Limited, Britannia Industries Limited and Hotel Corporation of India Limited. She is also associated with Technical System Corporation, a human resource consulting firm, since 1997 and presently holds the designation of human resource business partner.

**Ranjit Jatar** is the Independent Director of our Company. He holds a bachelor degree in commerce (honours course) from Shri Ram College of Commerce, University of Delhi. He is also a member of the Institute of Chartered Accountants of India. He has nine years of experience in finance. Previously, he was associated with Eicher Motors Limited as senior manager – finance and Pepsico India Holdings Private Limited as country head - Sri Lanka.

**Major General Dr. Dilawar Singh (Retd.)** is the Independent Director of our Company. He holds a doctorate in philosophy from G.H. Patel Post Graduate Institute of Business Management (M.B.A Programme), Sardar Patel University, Gujarat. He has approximately 35 years of experience in defence services. Previously, he was associated with Ministry of Youth Affairs & Sports, Department of Youth Affairs in his capacity as Director General, Nehru Yuva Kendra Sangathan.

## **Relationship between our Directors**

None of our Directors are related to each other.

## **Confirmations**

None of our Directors is or was a director of any listed company during the five years immediately preceding the date of this Red Herring Prospectus, whose shares have been or were suspended from being traded on any stock exchange during the term of their directorship in such company.

None of our Directors are or was a director of any listed company which has been or was delisted from any stock exchange during the term of their directorship in such company.

Other than Vita Jalaj Dani, who has been nominated by Asiana Alternative Investment Fund Scheme: Asiana Fund I to our Board, under the terms of the SSSHA and the SSSHA Amendment Agreement, there is no arrangement or understanding with the major shareholders, customers, suppliers or others, pursuant to which any of our Directors were appointed on the Board.

Further, our Directors have neither been identified as Wilful Defaulters or Fraudulent Borrowers, as defined under the SEBI ICDR Regulations.

Except Maharashtra Industrial Development Corporation, there are no lessors of the immovable properties of our Company which are crucial for the operations of our Company and hence there is no conflict of interest between the lessors of the immovable properties of our Company which are crucial for the operations of our Company and the Directors and Key Managerial Personnel.

## **Terms of appointment of our Executive Directors**

### **Digambar Chunnilal Bagde**

Pursuant to our Board resolution dated August 10, 2023 and our Shareholders resolution dated September 27, 2023, Digambar Chunnilal Bagde was re-appointed as the Executive Chairman of our Company for a period three years with effect from October 1, 2023. Further, details of his remuneration was determined by the Nomination and Remuneration Committee by its resolution dated August 10, 2023 and in terms of the service agreement dated September 27, 2023, in accordance with the Sections 196, 197 and 203, read with Schedule V of the Companies Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are as specified below:

Particulars	<i>(in ₹ million)</i>
<b><i>Remuneration</i></b>	
Consolidated basic	18.00
House rent allowance	7.20
Special allowance	11.72
Medical reimbursement	0.02
LTA	0.90
Provident fund	2.16
<b>Total</b>	<b>40.00</b>
<b><i>Perquisites</i></b>	
1. Company car with fuel and driver, personal accident insurance, retirement benefits, gratuity, mediclaim, mobile bill reimbursement/telephone at residence; and	
2. all expenses for travelling, hotel bills, conveyance, miscellaneous expenditure, and incidentals as may be necessary as per our policy while travelling out of station for our Company's business.	

### **Randeep Narang**

Pursuant to our Board resolution and our Shareholders resolution dated September 27, 2021, Randeep Narang was re-designated as the Managing Director and Chief Executive Officer of our Company for a period of five years with effect from December 15, 2020. Further, he receives remuneration from our Company in accordance with a resolution passed by our Board of Directors at their meeting held on May 31, 2023, and a resolution passed by our Shareholders at their annual general meeting held on September 27, 2023, and on such terms and remuneration as provided in the increment letter dated May 31, 2023 entered into by our Company with him, in accordance with the Sections 196, 197 and 203, read with Schedule V of the Companies Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are as specified below:

Particulars	<i>(in ₹ million)</i>
<b><i>Remuneration</i></b>	
Consolidated basic	9.48
Flexi allowance	12.00
House rent allowance	4.74
LTA	0.19
Bonus - <i>ex gratia</i>	0.79
Provident fund	1.14
Gratuity	0.45
Medicclaim premium	0.01
Performance linked incentive	9.50
<b>Total</b>	<b>38.30</b>

Particulars	Amount (per annum)
<b>Remuneration</b>	
<b>Perquisites</b>	
1.	Fuel reimbursement of own car used for our Company's business on actual basis and reimbursement of drivers' salary up to ₹0.02 million in a particular year which shall be within the overall limits laid down in Section 198 of the Companies Act;
2.	Personal accident insurance, mobile reimbursement, in accordance with the rules of our Company; and
3.	All expenses for travelling, hotel bills, conveyance, miscellaneous expenditure, and incidentals as may be necessary as per our policy while travelling out of station for our Company's business.

### **Payment or benefit to Directors of our Company**

Details of the sitting fees or other remuneration paid to our Directors in the Financial Year ended March 31, 2023 are set forth below:

i. *Remuneration to our Executive Directors*

Details of the remuneration paid to our Executive Directors in Financial Year ended March 31, 2024 are set forth below:

(in ₹ million)				
S. No.	Name of Executive Director	Remuneration	Commission/ Incentive	Total Compensation
1.	Digambar Chunnilal Bagde	32.61	Nil	32.61
2.	Randeep Narang	28.62	7.79	36.41

ii. *Remuneration to our Non-Executive Director and Independent Directors*

Pursuant to our Board resolution dated September 14, 2018, each Independent Director is entitled to receive remuneration by way of sitting fees of ₹0.03 million for attending each meeting of our Board and ₹0.02 million for attending each meeting of the committees of our Board, within the limits prescribed under the Companies Act, and the rules made thereunder.

The details of remuneration paid to our Non-Executive Director and our Independent Directors for the Financial Year ended March 31, 2024 are as follows:

(in ₹ million)				
S. No.	Name of Director	Sitting Fees	Commission	Total Remuneration
1.	Srikant Chaturvedi	0.64	1.00	1.64
2.	Sanjay Kumar Verma	0.16	1.00	1.16
3.	Ravita Nirmal Punwani	0.57	1.00	1.57
4.	Vinod Dasari	0.34	0.67	1.01
5.	Ashish Gupta	0.36	0.67	1.02
6.	Ranjit Jatar	0.39	0.67	1.06
7.	Major General Dr. Dilawar Singh (Retd.)	0.28	0.58	0.86
8.	Vita Jalaj Dani	0.04	0.08	0.12

As on the date of this Red Herring Prospectus, there is no contingent or deferred compensation payable to any of our Directors which accrued in Financial Year ended March 31, 2024.

### **Remuneration paid to our Directors by our Subsidiaries**

As on the date of this Red Herring Prospectus, none of our Directors received any remuneration from our Subsidiaries in Financial Year ended March 31, 2024. Further, there is no contingent or deferred compensation payable to any of our Directors by our Subsidiaries which accrued in Financial Year ended March 31, 2024.

### **Bonus or profit-sharing plan of the Directors**

Our Company does not have any bonus or profit-sharing plan for our Directors. For details of the commission and performance bonus payable to them as a part of their respective remuneration, see “- *Terms of appointment of our Executive Directors*” on page 245.

### **Shareholding of Directors in our Company**

As on the date of this Red Herring Prospectus, none of our Directors hold any Equity Shares, except as disclosed below:

Name of the Director	Number of Equity Shares held	Percentage of the pre-Offer Equity Share capital (%)
Digambar Chunnilal Bagde	1,548,540	1.24
Sanjay Kumar Verma	50,000	0.04

Our Articles of Association do not require our Directors to hold any qualification shares.

## Interests of Directors

All our Directors may be deemed to be interested to the extent of remuneration and reimbursement of expenses, if any, payable to them by our Company as well as sitting fees, if any, payable to them for attending meetings of our Board or Committees thereof and any commission payable to them. For further details, see “– *Terms of Appointment of our Executive Directors*” and “– *Payment or benefit to Directors of our Company*”, on pages 245 and 246, respectively.

Our Directors may also be interested to the extent of Equity Shares and stock options, if any (together with dividends in respect of such Equity Shares), held by them in our Company or held by the entities in which they are associated as directors or partners, or that may be subscribed by or allotted to the companies, firms, ventures, trusts in which they are interested as promoters, directors, partners, proprietors, members or trustees, pursuant to the Offer and any dividend and other distributions payable in respect of such Equity Shares. For details, see “– *Shareholding of Directors in our Company*” on page 246.

Except for Sandhya Bagde and Meha Chaturvedi who are the relatives of our Directors, Digambar Chunnilal Bagde and Srikant Chaturvedi, respectively, none of the relatives of our Directors are shareholders of our Company and are deemed to be interested to the extent of the dividends declared on the Equity Shares held by them, if any. For the payments that are made by our Company to such relatives of the Directors, see “*Restated Consolidated Financial Information – Note 51: Related Party Disclosures*” on page 323.

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 any of our Directors are interested, by any person, either to induce him to become, or to qualify him as, as a Director, or otherwise for services rendered by our Directors or by the firm or company in which they are interested, in connection with the promotion or formation of our Company. For details, see “*Restated Consolidated Financial Information – Note 51: Related Party Disclosures*” on page 323.

None of our Directors have any interest in any property acquired or proposed to be acquired of our Company or by our Company or in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

Except for Digambar Chunnilal Bagde and Sanjay Kumar Verma, who are also the Promoters of our Company, none of our Directors have any interests in the promotion or formation of our Company.

No loans have been availed or extended by our Directors from, or to, our Company or Subsidiaries of our Company.

## Service contracts with Directors

Our Company has not entered into any service contracts with our Directors which provide for benefits upon the termination of their employment. For details, see “*– Terms of Appointment of our Executive Directors*” on page 245.

## Changes in our Board in the last three years

The details of changes in our Board in the last three years are set forth below.

Name	Date of Change	Reason for change in board
Vita Jalaj Dani	February 29, 2024	Appointed as additional Non-Executive director <sup>5</sup>
Jalaj Dani	February 27, 2024	Resignation due to pre-occupation
Ravita Nirmal Punwani	December 15, 2023	Re-appointed as Additional Director due to expiration of term <sup>1</sup>
Jalaj Dani	October 23, 2023	Appointed as additional director <sup>2</sup>
Digambar Chunnilal Bagde	October 1, 2023	Reappointed as Executive Chairman
Jeevan Lal Nagori	September 27, 2023	Resignation due to expiration of term
Sanjay Kumar Verma	September 14, 2023	Appointed as additional Non-Executive Director <sup>3</sup>
Major General Dr. Dilawar Singh (Retd.)	September 14, 2023	Appointed as additional director <sup>4</sup>
Vinod Dasari	August 10, 2023	Appointed as additional director <sup>4</sup>
Ranjit Jatar	August 10, 2023	Appointed as additional director <sup>4</sup>
Ashish Gupta	August 10, 2023	Appointed as additional director <sup>4</sup>
Narayana Rao Sai Mohan	June 4, 2023	Resignation due to expiration of term
Sanjay Kumar Verma	May 31, 2023	Redesignated as an Independent director
Jeevan Lal Nagori	May 31, 2023	Appointed as additional director
Jeevan Lal Nagori	April 30, 2023	Resignation as Executive Director due to personal reasons
Digambar Chunnilal Bagde	October 1, 2022	Reappointed as Executive Chairman
Aditya Vikram	February 26, 2022	Resignation as a Director of our Company due to personal reasons

1. Regularised as independent director of our Company pursuant to a resolution passed by our Shareholders on February 12, 2024.

2. Regularised as non-executive director pursuant to a resolution passed by our Shareholders on October 27, 2023.

3. Resigned as independent director of our Company pursuant to change in the criteria of ‘independence’ as provided under section 149(6) of the Companies Act, 2013 and was later appointed as the additional Non-Executive Director. Regularised as non-executive director pursuant to a resolution passed by our Shareholders on September 27, 2023.

4. Regularised as independent director pursuant to a resolution passed by our Shareholders on September 27, 2023.

5. Regularised as non-executive director pursuant to a resolution passed by our Shareholders on July 1, 2024.

## **Borrowing powers of Board**

In accordance with our Articles of Association and the applicable provisions of the Companies Act, pursuant to our Board resolution dated May 5, 2022, and Shareholders resolution dated May 27, 2022, our Board has the power to borrow from time to time, any sum or sums of monies, which together with the monies already borrowed by our Company (apart from temporary loans obtained or to be obtained from our Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of our Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not at any time exceed the limit of ₹100,000 million.

## **Corporate Governance**

The provisions relating to corporate governance prescribed under the SEBI Listing Regulations will be applicable to us immediately upon listing of the Equity Shares on the Stock Exchanges. We are in compliance with the requirements of corporate governance with respect to composition of Board and constitution of the committees of our Board, including the Audit Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Risk Management Committee by our Company and formulation and adoption of policies, as prescribed under the SEBI Listing Regulations.

Our Board has been constituted in compliance with the Companies Act, 2013, the SEBI Listing Regulations. Our Board functions either as a full board, or through various committees constituted to oversee specific operational areas.

As on the date of this Red Herring Prospectus, our Board comprises of two Executive Directors, three Non-Executive Directors (including one Non-Executive Nominee Director) and five Independent Directors, including two women Directors. In compliance with Section 152 of the Companies Act, not less than two thirds of the Directors (excluding Independent Directors) are liable to retire by rotation.

Our Company undertakes to take all necessary steps to continue to comply with all the requirements of the SEBI Listing Regulations and the Companies Act.

## **Committees of the Board**

Details of the Committees as on the date of this Red Herring Prospectus are set forth below. In addition to the Committees detailed below, our Board may, from time to time constitute other committees for various functions.

### ***Audit Committee***

The members of the Audit Committee are:

1. Ranjit Jatar, *Chairman*;
2. Srikant Chaturvedi, *Member*; and
3. Ashish Gupta, *Member*

The Audit Committee was last reconstituted pursuant to our Board resolution dated December 13, 2023. The scope and functions of the Audit Committee are in accordance with Section 177 of the Companies Act and the SEBI Listing Regulations and its terms of reference as stipulated pursuant to our Board resolution dated December 13, 2023 are set forth below:

- (a) oversight of Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- (b) reviewing and recommending appointment, re-appointment and if required the replacement or removal of auditors of our Company, including the internal auditor, cost auditor and statutory auditor, of our Company and the fixation of audit fee, remuneration, before recommendation to our Board;
- (c) approving the auditors (appointed under the Companies Act, 2013) to render any service other than consulting and specialized services along with approval of payment to statutory auditors for the same.;
- (d) examining and reviewing, with the management, the annual financial statements and auditor's report thereon before submission to our board for approval, with particular reference to:
  1. 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;
  2. changes, if any, in accounting policies and practices and reasons for the same;
  3. major accounting entries involving estimates based on the exercise of judgment by management;
  4. significant adjustments made in the financial statements arising out of audit findings;

- 5. compliance with listing and other legal requirements relating to financial statements;
  - 6. disclosure of any related party transactions; and
  - 7. modified opinion(s) in the draft audit report.
- (e) reviewing, with the management, the quarterly, half-yearly, nine months, and annual standalone and consolidated financial statements and the financial statements of unlisted subsidiary/joint venture/ associate company, before submission to the board for approval;
- (f) reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the board to take up steps in this matter;
- (g) reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- (h) approval or any subsequent modification of transactions of our Company with related parties approval of any subsequent modification of transactions of our Company with related parties and omnibus approval for related party transactions proposed to be entered into by our Company, subject to the conditions as may be prescribed;
- (i) reviewing, at least on a quarterly basis, the details of related party transactions with specific significant related party transactions entered into by the Company pursuant to each of the omnibus approvals given;
- (j) make necessary changes to the policy on materiality of related party transactions and on dealing with related party transactions and guidelines as may be required, from time to time as it may deem fit;
- (k) scrutiny of inter-corporate loans and investments;
- (l) valuation of undertakings or assets of the Company, wherever it is necessary, reviewing the valuation report and follow-up thereon;
- (m) evaluation of internal financial controls and risk management systems;
- (n) reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- (o) approve the disclosure of the key performance indicators to be disclosed in the documents in relation to the initial public offering of the equity shares of our Company;
- (p) reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit. reviewing the appointment, removal and terms of remuneration of the Chief Internal Auditor of the Company. Formulating in consultation with the Internal Auditor, the scope, functioning, periodicity and methodology for conducting the internal audit; discussion with internal auditors of any significant findings and follow up there on;
- (q) reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- (r) 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;
- (s) to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- (t) to review and oversee the functioning of the vigil mechanism and whistle blower mechanism and to whom the directors and employee shall report in case of any concern;
- (u) approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate; reviewing financial statements and investments made by Unlisted Subsidiary.
- (v) carrying out any other functions required to be carried out by the Audit Committee, as contained in the SEBI Listing Regulations or any other applicable law, as and when amended from time to time;
- (w) reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing. Reviewing financial statements and investments made by Unlisted Subsidiary;

- (x) consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders; and
- (y) To carry out such other functions as may be specifically referred to the Committee by the Board of Directors and/or other Committees of Directors of the Company;
- (z) Review and comment upon the report made by the statutory auditors (before submission to the Central Government) with regard to any offence involving fraud committed against the Company by its officers/employees;
- (aa) Reviewing and approving quarterly and yearly management representation letters to the statutory auditors; and
- (bb) Review compliance with provisions of Securities Exchange Board of India (Prevention of Insider Trading) Regulation, 2015 and shall verify that the systems for internal controls for ensuring compliance to these Regulations, are adequate and are operating effectively, as and when the regulations become applicable.

#### ***Nomination and Remuneration Committee***

The members of the Nomination and Remuneration Committee are:

1. Vinod Dasari, *Chairman*;
2. Srikant Chaturvedi, *Member*; and
3. Ravita Nirmal Punwani, *Member*

The Nomination and Remuneration Committee was last reconstituted pursuant to our Board resolution dated August 10, 2023. The scope and functions of the Nomination and Remuneration Committee are in accordance with Section 178 of the Companies Act and the SEBI Listing Regulations and its terms of reference as stipulated pursuant to our Board resolution dated December 13, 2023 are set forth below:

- a. Formulation of the criteria and specify methodology for determining qualifications, positive attributes and independence of a director and recommend to the board of directors of the Company a policy relating to the remuneration of the directors, key managerial personnel and other employees. The Nomination and Remuneration Committee, while formulating the above policy, should ensure that:
  - i. the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run our Company successfully;
  - ii. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
  - iii. remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.
- b. for every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
  - i. use the services of an external agencies, if required;
  - ii. consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - iii. consider the time commitments of the candidates.
- c. formulation of criteria for evaluation of performance of independent directors and the board of directors/committee of the Board.
- d. devising a policy on diversity of board of directors;
- e. identifying persons who are qualified to become directors of the Company 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);
- f. 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;

- g. recommend to the Board, all remuneration packages, in whatever form, payable to directors, senior management. Key Managerial Personnel, as deemed necessary;
- h. carrying out any other activities as may be delegated by the Board of Directors and 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; and
- i. The chairman/chairperson of the Nomination and Remuneration Committee shall be present at general meetings of the Company, or in the absence of the chairman/chairperson, any other member of the Nomination and Remuneration Committee authorised by the chairman in this behalf. At annual general meetings the chairman/chairperson shall be present to answer the shareholders' queries, provided however, that it would be up to the chairman to decide who should answer the queries.

#### ***Stakeholders' Relationship Committee***

The members of the Stakeholders' Relationship Committee are:

1. Srikant Chaturvedi, *Chairman*;
2. Randeep Narang, *Member*;
3. Ravita Nirmal Punwani, *Member*; and
4. Gandhali Upadhye, *Member*

The Stakeholders' Relationship Committee was constituted pursuant to our Board resolution dated August 25, 2023. The scope and functions of the Stakeholders' Relationship Committee are in accordance with Section 178 of the Companies Act and the SEBI Listing Regulations and its terms of reference as stipulated pursuant to our Board resolution dated December 13, 2023 are set forth below:

1. Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.;
2. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent;
3. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company;
4. carrying out any other functions required to be carried out by the Stakeholders' Relationship Committee as contained in the SEB1 Listing Regulations or any other applicable law, as and when amended from time to time.
5. To review of measures taken for effective exercise of voting rights by shareholders.
6. To review correspondence with the shareholders vis-a-vis legal cases and take appropriate decisions in that regard.

#### ***Risk Management Committee***

The members of the risk management committee are:

1. Srikant Chaturvedi, *Chairman*;
2. Ashish Gupta, *Member*; and
3. Ranjit Jatar, *Member*

The Risk Management Committee was constituted pursuant to our Board resolution dated December 13, 2023 and reconstituted pursuant to our Board resolution dated May 24, 2024. The scope and functions of the Risk Management Committee are in accordance with the SEBI Listing Regulations and its terms of reference as stipulated pursuant to our Board resolution dated December 13, 2023 are set forth below:

- a. To formulate a detailed risk management policy which shall include:
  - i. A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Risk Management Committee;
  - ii. Measures for risk mitigation including systems and processes for internal control of identified risks; and
  - iii. Business continuity plan.
- b. To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- c. To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- d. To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- e. To keep our board informed about the nature and content of its discussions, recommendations and actions to be taken;
- f. The appointment, removal and terms of remuneration of the chief risk officer (if any) shall be subject to review by the Risk Management Committee; and
- g. To seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise as and when required.
- h. 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 members of the corporate social responsibility committee are:

1. Randeep Narang, *Chairman*;
2. Srikant Chaturvedi, *Member*;
3. Ravita Nirmal Punwani, *Member*; and
4. Vita Jalaj Dani, *Member*.

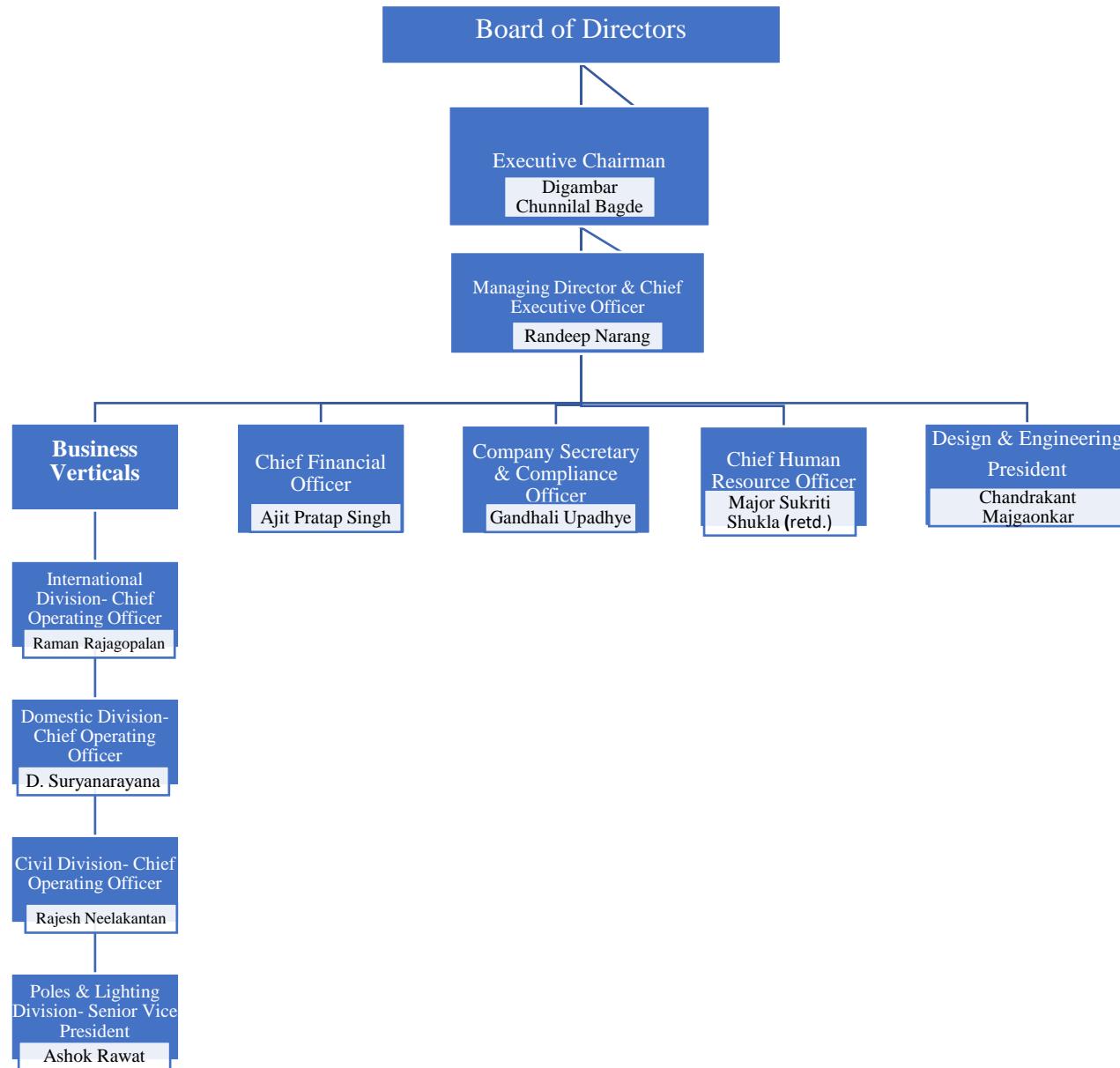
The corporate social responsibility committee was last reconstituted pursuant to our Board resolution dated May 31, 2023 and reconstituted pursuant to our Board resolution dated May 24, 2024. The scope and functions of the corporate social responsibility committee are in accordance with Section 135 of the Companies Act and its terms of reference as stipulated pursuant to our Board resolution dated December 13, 2023 are set forth below:

- a. formulate and recommend to the Board, a “Corporate Social Responsibility Policy” which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013, as amended;
- b. review and recommend the amount of expenditure to be incurred on the activities referred to in clause (a) above;
- c. To formulate and recommend to the Board, an annual action plan in pursuance to the Corporate Social Responsibility Policy, which shall include the following namely:
  - i. the list of Corporate Social Responsibility projects or programmes that are approved to be undertaken in areas or subjects specified in the Schedule VII of the Companies Act, 2013;
  - ii. the manner of execution of such projects or programmes as specified in Rule 4 of the Companies (Corporate Social Responsibility Policy) Rules, 2014;
  - iii. the modalities of utilisation of funds and implementation schedules for the projects or programmes;
  - iv. monitoring and reporting mechanisms for the projects or programmes; and
  - v. details of need and impact assessment, if any, for the projects undertaken by the company.

Provided that our Board may alter such plan at any time during the financial year, as per the recommendations of the Corporate Social Responsibility Committee, based on the reasonable justification to that effect.

- d. Monitor the corporate social responsibility policy of the Company and its implementation from time to time; and
- e. Any other matter as the Corporate Social Responsibility Committee may deem appropriate after approval of our Board or as may be directed by our 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**

The details of our Key Managerial Personnel as on the date of this Red Herring Prospectus are as follows:

**Digambar Chunnilal Bagde** is the Executive Chairman of our Company and **Randeep Narang** is the Managing Director and Chief Executive Officer of our Company. For details, see “– *Brief Biographies of our Directors*” on page 244 and for details of compensation paid to them during Financial Year ended March 31, 2023, see “– *Terms of appointment of Directors – Payment or benefit to Directors of our Company – Remuneration to our Executive Directors*” on page 246.

**Ajit Pratap Singh** is the Chief Financial Officer of our Company. He joined our Company on January 19, 2024 and is responsible for treasury management and accounts and finance in our Company. He holds a bachelor of science degree from Shri Sharan Ji Maharaj University, Kanpur, bachelor of law degree from Chatrapati Shahu Ji Maharaj University, Kanpur, master of science in finance from the Institute of Chartered Financial Analysts of India University, Tripura, post-graduation diploma in business administration from Symbiosis Center of Distance Learning, Pune and has completed the virtual learning programme in strategic management from Indian Institute of Management, Kashipur. He is also a member of the Institute of Company Secretaries of India, Institute of Cost and Works Accountants of India and the Chartered Institute of Public Finance and Accountancy, and a certified management accountant as certified from the Institute of Certified Management Accountants, USA. Previously, he has worked with OPG Power Generation Private Limited, Threads India Limited, Ghazanpar Group, Madhya Pradesh Jaypee Minerals Limited, Vedanta Aluminium Limited, JSW Bengal Steel Limited and South African Coal Mine Holdings. During Financial Year ended March 31, 2024, he received a remuneration of ₹2.15 million.

**Gandhali Upadhye** is the general manager - legal and Company Secretary and Compliance Officer of our Company. She joined our Company on February 26, 2022 and was later appointed as the Compliance Officer of our Company on December 13, 2023. She is responsible for monitoring compliance with securities laws. She holds a bachelor and a master degree in law from Mumbai University. She is also a fellow member of Institute of Company Secretaries of India. Previously, she has worked with Shapoorji Pallonji and Company Private Limited and the Leela Palaces, Hotels & Resorts (Schloss HMA Private Limited) in her capacity as the company secretary. During Financial Year ended March 31, 2024, she received a remuneration of ₹3.32 million.

## **Senior Management**

In addition to the Company Secretary and the Chief Financial Officer of our Company, whose details are provided in “– *Key Managerial Personnel*” on page 255, the details of our Senior Management, as on the date of this Red Herring Prospectus are as follows:

**Raman Rajagopalan** is the chief operating officer- international business and chief of supply chain. He joined our Company on November 18, 2020 and is currently responsible for order intake including sub-station and vendor development for the international business of our Company. He holds a bachelor degree in electrical and electronics from Bharathidasan University and a post-graduation diploma in materials management from Annamalai University. Previously, he has worked with B G Broadband India Private Limited, Bharti Tel Ventures Limited, Sankalp Retail Venture Stores, Wipro Limited, English Electric Company of India Limited, Bharti Industries Limited and CEAT Kelani International Tyres Private Limited. During Financial Year ended March 31, 2024, he received a remuneration of ₹9.95 million.

**D Suryanarayana** is the chief operating officer - domestic business of our Company. He joined our Company on February 16, 2007 and is currently responsible for order intake including sub-station for the domestic business of our Company. He holds a diploma in mechanical engineering from C.R. Polytechnic Chilakaluripeta, State Board of Technical Education and Training Andhra Pradesh, Hyderabad. Previously, he has worked with Karuna Cables Limited. During Financial Year ended March 31, 2024, he received a remuneration of ₹12.50 million.

**Ashok Rawat** is the senior vice president - pole and lightning business of our Company. He joined our Company on July 11, 2019 and is currently responsible for design optimization. He attended bachelor of arts degree from University of Rajasthan and a post graduate diploma in business management from NMIMS Global Access – School of Continuing Education, SVKM’s, NMIMS University. He is also a member of the Institution of Mechanical Engineers (India). Previously, he has worked with Bajaj Electrical Limited. During Financial Year ended March 31, 2024, he received a remuneration of ₹6.69 million.

**Chandrakant Majgaonkar** is the president - design and engineering of our Company. He joined our Company on September 27, 2019 and is currently responsible for achieving revenue as per annual operation plan for our domestic and international (sub-station/transmission line) and order book design optimization for our domestic and international (sub-station/transmission line). He holds a bachelor degree in engineering in civil branch from V. J. Technical Institute, University of Bombay. Previously, he has worked with Tata Projects Limited in his capacity as the assistant vice-president- engineering. During Financial Year ended March 31, 2024, he received a remuneration of ₹7.32 million.

**Major Sukriti Shukla (retd.)** is the chief human resources officer of our Company. She joined our Company on December 27, 2023 and is currently responsible for formulating career development plan for the employees of our Company. She holds master of arts degree in geography from Dayanand Girls College, Kanpur. She has also completed general management program for defence officers from the Indian Institute of Management, Lucknow. Previously, she was associated with the Indian Army, Evita Constructions Private Limited, Bombay Dyeing and Manufacturing Company Limited and Inbrew Beverages Private Limited. During Financial Year ended March 31, 2024, she received a remuneration of ₹3.02 million.

**Rajesh Neelakantan** is the chief operating officer - civil division of our Company since February 26, 2022. He joined our Company on March 1, 2016 and is currently responsible for achieving revenue as per annual operation plan and order intake for road, bridges including tunnel. He holds a bachelor degree in commerce from S.I.E.S College of Arts, Science & Commerce, University of Bombay. He is also a member of the Institute of Chartered Accountants of India and has passed the information systems audit assessment test conducted by the Institute of Chartered Accountants of India. Previously, he has worked with Natvarlal Vepari & Co., Chartered Accountants and B.F. Pavri & Co., Chartered Accountants. During Financial Year ended March 31, 2024, he received a remuneration of ₹9.75 million.

### **Confirmations**

Except as disclosed in “– *Relationship between our Directors*”, none of our Directors are related to any of our Key Managerial Personnel or Senior Management and none of our Key Managerial Personnel or Senior Management are related to each other.

All our Key Managerial Personnel and Senior Management are permanent employees of our Company.

There is no arrangement or understanding with the major shareholders, customers, suppliers or others, pursuant to which any of our other Key Managerial Personnel or Senior Management were selected as key managerial personnel or senior management personnel.

### **Interest of Key Managerial Personnel and Senior Management**

None of the Key Managerial Personnel or Senior Management of our Company have any interests in our Company other than as disclosed in “ – *Interest of Directors*” and 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 contingent or deferred compensation accrued for the year payable to the Key Managerial Personnel or Senior Management, even if the compensation is payable at a later date.

No loans have been availed by our Key Management Personnel or Senior Management from our Company as on the date of this Red Herring Prospectus.

For further details of the interest of our Executive Directors in our Company, see “– *Interests of Directors*” on page 247.

### **Bonus or profit-sharing plans for our Key Managerial Personnel or Senior Management**

Other than as disclosed in “ – *Bonus or profit-sharing plan of the Directors*”, and the annual variable payments which our Key Managerial Personnel or Senior Management are entitle to, our Key Managerial Personnel or Senior Management are not parties to any bonus or profit-sharing plan of our Company.

### **Shareholding of our Key Managerial Personnel or Senior Management in our Company**

Other than as disclosed in “- *Shareholding of Directors in our Company*” and Rajesh Neelakantan, who together with Lalita Rajesh holds 175,300 Equity Shares and D. Suryanarayana who holds 175,300 Equity Shares, none of our Key Managerial Personnel or Senior Management hold any Equity Shares. Further, for the details in relation to the ESOPs held by the Key Managerial Personnel and Senior Managerial, see “*Capital Structure – Employee Stock Option Scheme*” on page 97.

### **Changes in our Key Managerial Personnel and Senior Management in the three immediately preceding years**

Details of the changes in our Key Managerial Personnel and Senior Management in the three immediately preceding years are set forth below:

Name	Date of change	Reason for change
Major Sukriti Shukla (retd.)	December 27, 2023	Appointed as the Chief Human Resources Officer
Vikram Madane	November 7, 2023	Resigned as the Chief Human Resources Officer
Ajit Pratap Singh	January 19, 2024	Appointed as Chief Financial Officer
Sanjay Kumar Agrawal	January 19, 2024	Resignation as Chief Financial Officer
Gandhal Upadhye	December 13, 2023	Appointed as the Compliance Officer
Sanjay Kumar Agrawal	December 6, 2022	Appointment as Chief Financial Officer
Vasant Mavji Savla	December 6, 2022	Resignation as Chief Financial Officer
Vasant Mavji Savla	February 26, 2022	Appointment as Chief Financial Officer
Anupriya Garg	February 26, 2022	Resignation as General Manager - legal and Company Secretary due to personal reason
Gandhal Upadhye	February 26, 2022	Appointed as General Manager - legal and Company Secretary
Chandrakant Majgaonkar	April 5, 2024	Re-designated as President - design and engineering

*Note: This does not include changes in designations.*

The attrition of the Key Managerial Personnel and Senior Management of our Company is not high as compared to the industry. For details, see “*Risk Factors – We are highly dependent on our Key Managerial Personnel and our Senior Management Personnel for our business. The loss of or our inability to attract or retain such persons could have an adverse effect on our business performance*” on page 58.

### **Payment or benefit to officers of our Company**

Except statutory entitlements for benefits upon termination of their employment in our Company or retirement, no officer of our Company, including our Directors, Key Managerial Personnel, Senior Management, is entitled to any benefits upon termination of employment under any service contract entered into with our Company.

Except as disclosed in “– *Interests of Directors*” on page 247 and stated otherwise in this Red Herring Prospectus and any statutory payments made by our Company, no amount or benefits in kind has been paid or given, in the two years preceding of the date of this Red Herring Prospectus, or is intended to be paid or given to any of our Company’s officers including the Key Managerial Personnel and Senior Management except remuneration and re-imbursements for services rendered as Directors, officers or employees of our Company.

### **Employee stock option schemes**

For details of the employee stock option schemes and grant of options made thereunder, see “*Capital Structure - Employee Stock Option Schemes*” on page 97.

## OUR PROMOTERS AND PROMOTER GROUP

### Our Promoters

As on the date of this Red Herring Prospectus, our Promoters are:

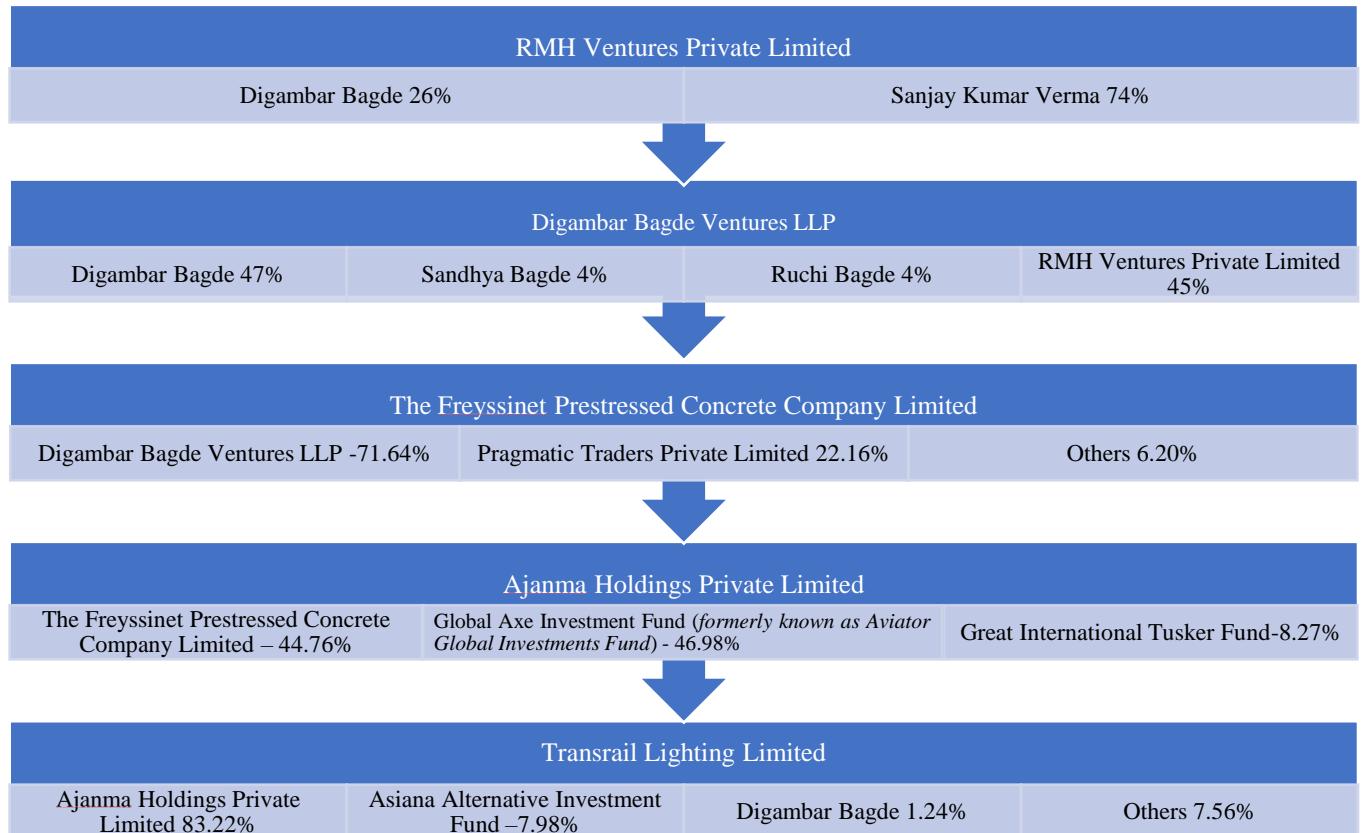
1. Ajanma Holdings Private Limited;
2. Digambar Chunnilal Bagde; and
3. Sanjay Kumar Verma.

As on the date of this Red Herring Prospectus, the shareholding of our Promoters in our Company is as follows:

S. No.	Name of the Promoter	No. of Equity Shares	% of pre-Offer issued, subscribed and paid-up Equity Share Capital
1.	Ajanma Holdings Private Limited	104,019,944	83.22
2.	Digambar Chunnilal Bagde	1,548,540	1.24
3.	Sanjay Kumar Verma	50,000	0.04
	<b>Total</b>	<b>105,618,484</b>	<b>84.50</b>

\* Based on the beneficiary position statement dated March 7, 2024.

The following chart depicts the shareholding structure/ beneficial owners of the Company, Promoter and some of the Promoter Group entities:



For details of the build-up of the shareholding of our Promoters in our Company, see “*Capital Structure –Shareholding of our Promoters and Promoter Group*”, on page 93.

## Details of our individual Promoter



**Digambar Chunnilal Bagde**, aged 74 years, is a Promoter and Executive Chairman of our Company. For a complete profile of Digambar Chunnilal Bagde, i.e., his date of birth, residential address, educational qualifications, professional experience, positions/ posts held in the past, other directorships, other ventures, special achievements, business, financial and other activities, see “*Our Management*” on page 241. He does not have any other ventures which are in the same line of business as our Company, as on the date of this Red Herring Prospectus.

His PAN is AFZPB5346Q.



**Sanjay Kumar Verma** aged 51 years, is a Promoter and Non-Executive Director of our Company. For a complete profile of Sanjay Kumar Verma, i.e., his date of birth, residential address, educational qualifications, professional experience, positions/ posts held in the past, other directorships, other ventures, special achievements, business, financial and other activities, see “*Our Management*” on page 241. He does not have any other ventures which are in the same line of business as our Company, as on the date of this Red Herring Prospectus.

His PAN is ALYPK1860H.

Our Company confirms that the PAN, driving license number, Aadhar card number, bank account number and passport number of Digambar Chunnilal Bagde and Sanjay Kumar Verma were submitted to the Stock Exchanges at the time of filing of the Draft Red Herring Prospectus.

## Details of our Corporate Promoter

### *Ajanma Holdings Private Limited*

Ajanma Holdings Private Limited is a private limited company, incorporated on November 21, 1989, under the Companies Act, 1956. Its registered office is situated at 405, 4<sup>th</sup> Floor, Keshava, Block E, Bandra Kurla Complex, Bandra (East), Mumbai 400 051, Maharashtra, India. The PAN of Ajanma Holdings Private Limited is AAACB0674Q. The CIN of Ajanma Holdings Private Limited is U72200MH1989PTC054330.

It is, *inter alia*, engaged in the business of buying, underwriting and investing in shares, stocks, debentures, bonds or securities as a holding and investment company.

### *Directors of Ajanma Holdings Private Limited*

S. No.	Name of the Director	Designation
1.	Digambar Chunnilal Bagde	Director
2.	Srikant Chaturvedi	Director
3.	Jeevan Lal Nagori	Director
4.	Paul Boskma	Director

### *Promoters of Ajanma Holdings Private Limited*

The promoters of Ajanma Holdings Private Limited are:

- (i) Digambar Chunnilal Bagde;
- (ii) Sanjay Kumar Verma; and
- (iii) The Freyssinet Prestressed Concrete Company Limited.

board of directors of The Freyssinet Prestressed Concrete Company Limited

- a. Sanjay Harbanslal Kapoor;
- b. Padmakar Yashvant Manjre;
- c. Yunus Hanif Shaikh; and
- d. Rajesh Neelakantan.

#### ***Shareholding Pattern of The Freyssinet Prestressed Concrete Company Limited***

The equity shareholding pattern of The Freyssinet Prestressed Concrete Company Limited as on March 31, 2024, is as follows:

S. No.	Name of the Shareholder	No. of equity shares of the face value ₹10 each	Shareholding (%)
1.	Digambar Bagde Ventures LLP	1,958,281	71.64
2.	Pragmatic Traders Private Limited	605,823	22.16
3.	Amidtown Insurance Services Private Limited	131,204	4.80
4.	Others	38,225	1.40
<b>Total</b>		<b>2,733,533</b>	<b>100.00</b>

The equity shareholding pattern of The Freyssinet Prestressed Concrete Company Limited as on March 31, 2023, is as follows:

S. No.	Name of the Shareholder	No. of equity shares of the face value ₹10 each	Shareholding (%)
1.	Smit Capital Services Private Limited	602,548	43.73
2.	Pragmatic Traders Private Limited	605,823	43.97
3.	Amidtown Insurance Services Private Limited	131,204	9.52
4.	Others	38,225	2.78
<b>Total</b>		<b>1,377,800</b>	<b>100.00</b>

The equity shareholding pattern of The Freyssinet Prestressed Concrete Company Limited as on March 31, 2022, is as follows:

S. No.	Name of the Shareholder	No. of equity shares of the face value ₹10 each	Shareholding (%)
1.	Smit Capital Services Private Limited	602,548	43.73
2.	Pragmatic Traders Private Limited	605,823	43.97
3.	Amidtown Insurance Services Private Limited	131,204	9.52
4.	Others	38,225	2.78
<b>Total</b>		<b>1,377,800</b>	<b>100.00</b>

#### ***Capital structure of Ajanma Holdings Private Limited***

The authorized share capital of Ajanma Holdings Private Limited as on the date of this Red Herring Prospectus is ₹780.50 million divided into 6,000,000 equity shares of the face value ₹100 each and 1,805,000 preference shares of ₹100 each.

#### ***Shareholding Pattern of Ajanma Holdings Private Limited***

The equity shareholding pattern of Ajanma Holdings Private Limited as on the date of this Red Herring Prospectus is as follows:

S. No.	Name of the Shareholder	No. of equity shares of the face value ₹100 each	Shareholding (%)
1.	Global Axe Investment Fund ( <i>formerly known as Aviator Global Investments Fund</i> )	433,872	46.98
2.	The Freyssinet Prestressed Concrete Company Limited	413,400	44.76
3.	Great International Tusker Fund	76,300	8.26
<b>Total</b>		<b>923,572</b>	<b>100.00</b>

There are no preference shares issued by Ajanma Holdings Private Limited, as on the date of this Red Herring Prospectus.

#### ***Changes in management and control of Ajanma Holdings Private Limited***

There has been a change in control in Ajanma Holdings Private Limited during preceding 3 years, as follows:

1. By way of transfer of shares from erstwhile shareholders of Ajanma Holdings Private Limited to The Freyssinet Prestressed Concrete Company Limited, and issue and allotment of shares through rights issue; and
2. Pursuant to a shareholder's agreement dated February 7, 2024 between all the existing shareholders of Ajanma Holdings Private Limited, with the effective date of the agreement being September 22, 2023.

Transfer of shares:

Sr. No.	Name of the Transferor	No. of equity shares transferred	Name of the Transferee	Date of transfer	Shareholding (in %)
1.	Global Axe Investment Fund ( <i>formerly known as Aviator Global Investments Fund</i> )	10,000	The Freyssinet Prestressed Concrete Company Limited	March 31, 2023	1.08
2.	Kaygee Laboratories Private Limited	40,400		September 22, 2023	4.37
3.	Silvassa Estates Private Limited	40,400		September 22, 2023	4.37
4.	Prashant Godha	10,100		September 22, 2023	1.09
5.	Nirmal Jain	10,100		September 22, 2023	1.09

Allotment of equity shares:

Sr. No.	Date of Allotment	Name of the Allottee	Nature of Allotment	No. of equity shares allotted
1.	March 6, 2023	The Great International Tusker Fund	Conversion of Compulsorily Convertible Preference shares into equity shares	10,900
2.	May 29, 2023	Global Axe Investment Fund ( <i>formerly known as Aviator Global Investments Fund</i> )	Allotment under Rights Issue	346,832
3.	May 29, 2023	The Fresyssinet Prestressed Concrete Company Limited	Allotment under Rights Issue	302,400

Ajanma Holdings Private Limited is not an original promoter of our Company and have acquired control in our Company since March 7, 2016 as disclosed:

Number of Equity Shares	Cumulative shareholding	Nature of Transaction	Date of Acquisition/	Face Value (₹)	Offer Price (₹)	Date when Shares were Made Fully Paid-up	Percentage of the Pre-Offer Capital
			Allotment				
23,250,000*	2,32,500	Transfer of equity shares from Gammon India Limited	March 7, 2016	10.00	10.00	March 7, 2016	93.78
150,000	1,50,000	Reduction of in paid-up equity shares capital pursuant to the Scheme of Arrangement.	April 18, 2017	10.00	10.00	April 18, 2017	0.61
3,000,000	3,150,000	Conversion of optionally convertible debentures	October 30, 2017	10.00	159.00	October 30, 2017	12.10
43,915	3,193,915	Transfer of equity shares from Allahabad Bank	May 10, 2019	10.00	400.00	May 10, 2019	0.18
(10)	3,193,905	Transfer of Equity Shares to Digambar Chunnial Bagde	May 24, 2019	10.00	400.00	May 24, 2019	0.00
(10)	3,193,895	Transfer of equity shares to Meha Chaturvedi	May 24, 2019	10.00	400.00	May 24, 2019	0.00
(10)	3,193,885	Transfer of equity shares to D. Suryanarayana	May 24, 2019	10.00	400.00	May 24, 2019	0.00
(10)	3,193,875	Transfer of equity shares to Rajesh Neelankantan	May 24, 2019	10.00	400.00	May 24, 2019	0.00
89,957	3,283,832	Transfer of equity shares from Bank of Baroda	June 7, 2019	10.00	393.50	June 7, 2019	0.36
3,283,832	6,567,664	Rights issue of equity shares	June 20, 2020	10.00	80	May 31, 2021	13.25
14,505,074	21,072,738	Rights issue of equity shares	January 5, 2022	10.00	20	January 5, 2022	58.51
(2,06,611)	105,157,079	Transfer of Equity Shares to Rajasthan Global Securities Private Limited	July 23, 2024	10.00	484.00	July 23, 2024	(0.17)
(61,983)	105,095,096	Transfer of Equity Shares to Vinod Sethi	July 23, 2024	10.00	484.00	July 23, 2024	(0.05)
(20,661)	105,074,435	Transfer of Equity Shares to Shubham Bansal	July 23, 2024	10.00	484.00	July 23, 2024	(0.02)
(20,661)	105,053,774	Transfer of Equity Shares to Risabh Bansal	July 23, 2024	10.00	484.00	July 23, 2024	(-0.02)

Number of Equity Shares	Cumulative shareholding	Nature of Transaction	Date of Acquisition/ Allotment	Face Value (₹)	Offer Price (₹)	Date when Shares were Made Fully Paid-up	Percentage of the Pre-Offer Capital
					Consideration		
(6,198)	105,047,576	Transfer of Equity Shares to Samedh Trinity Partners	July 23, 2024	10.00	484.00	July 23, 2024	(-0.00)
(3,61,750)	104,685,826	Transfer of Equity Shares to Ashish Kacholia	July 23, 2024	10.00	484.00	July 23, 2024	(-0.29)
(3,61,750)	104,324,076	Transfer of Equity Shares to Himalaya Finance	July 23, 2024	10.00	484.00	July 23, 2024	(-0.29)
(4,132)	104,319,944	Transfer of Equity Shares to Mayvenn Partners	July 23, 2024	10.00	484.00	July 23, 2024	(-0.00)
(3,00,000)	104,019,944	Transfer of Equity Shares to Volrado Venture Partners Fund IV GAMMA	July 23, 2024	10.00	484.00	July 23, 2024	(-0.24)
<b>Total</b>	<b>104,019,944</b>						<b>83.22</b>

\*Pursuant to a resolution passed by our Board on February 6, 2024 and our Shareholders on February 12, 2024, our Company sub-divided the face value of its equity shares from ₹10 each to ₹2 each. Accordingly, the issued and paid-up equity share capital of our Company was sub-divided from 24,792,742 equity shares of ₹10 each to 123,963,710 Equity Shares of ₹2 each.

Except as stated below, Ajanma Holdings Private Limited has not changed its activities since the date of its incorporation:

Pursuant to the change in name of Ajanma Holdings Private Limited from the erstwhile “Bilav Software Private Limited” to “Ajanma Holdings Private Limited,” in 2016, the following alteration was effected in the Object Clause of the Memorandum of Association of the Company:-

*“Clause 1. To carry on the business or businesses of a holding and investment company and to buy, underwrite and to invest in and acquire and hold shares, stocks, debentures, debenture stocks, bonds, obligations or securities either singly or jointly with any other person(s), Company or any other entities within the group and to carry out any activity including but not limited to the following within the Group Company:-*

*To purchase or acquire, hold, trade and further to dispose of any right, stake or controlling interest in the shares, stocks, debentures, debenture stocks, bonds, obligations or securities either singly or jointly with any other person(s) or Company;*

*To invest and deal with the monies of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investment made.*

*Clause 7. Subject to the provisions of the Companies Act including the rules and regulations therein to borrow and raise monies in any manner for the purpose of any objects of the Company or of any Company in which the Company is interested and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company’s property or assets (whether present or future) including its uncalled capital, by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders the power of sale and other powers as may seem expedient and to purchase, redeem or pay off such securities.”*

Our Company confirms that the permanent account number, bank account number, registration number, and address of the Registrar of Companies, where Ajanma Holdings Private Limited is registered, were submitted to the Stock Exchanges at the time of filing of the Draft Red Herring Prospectus with the Stock Exchanges.

### Interest of our Promoters

Our Promoters are interested in our Company to the extent: (1) that they have promoted our Company; (2) of their respective shareholding, and (3) to the extent of the shareholding held by their relatives in our Company, directly and indirectly, persons associated with our Promoters, entities in which the Promoters are interested and which hold Equity Shares in our Company and the dividend payable upon such shareholding, if any, and other distributions in respect of the Equity Shares held by them. For further details, see “Capital Structure” on page 82.

Further, Digambar Chunnal Bagde and Sanjay Kumar Verma are also directors on the boards, or are shareholders, members or partners of certain entities forming part of the Promoter Group and may be deemed to be interested to the extent of the payments made by our Company, if any, to such entities forming part of the Promoter Group. For the payments that are made by our Company to certain entities forming part of the Promoter Group, see “Summary of the Offer Document – Summary of Related Party Transactions” on page 17.

Our Promoters are not interested in any transaction in acquisition of land, construction of building or supply of machinery.

Our Promoters are not interested as a member of a firm or a company, and no sum has been paid or agreed to be paid to our Promoters or to such firm or company in cash or shares or otherwise by any person either to induce any of our Promoters to become, or qualify them as a director, or otherwise for services rendered by any of our Promoters or by such firm or company in connection with the promotion or formation of our Company.

As on the date of this Red Herring Prospectus, none of our Promoters have any interest, whether direct or indirect, in any property acquired by our Company within the preceding three years from the date of this Red Herring Prospectus or proposed to be acquired by it as on the date of this Red Herring Prospectus.

Except in the ordinary course of business and as disclosed in “*Other Financial Information - Related Party Transactions*” and see “*Restated Consolidated Financial Information – Note 51: Related Party Disclosures*” on pages 335 and 323, respectively, there has been no payment of any amount or benefit given to our Promoters or Promoter Group during the two years preceding the date of filing of this Red Herring Prospectus nor is there any intention to pay any amount or give any benefit to our Promoters or Promoter Group as on the date of filing of this Red Herring Prospectus.

#### **Companies or firms with which our Promoters have disassociated in the last three years**

Except as set out below, our Promoters have not disassociated themselves from any company or firm during the three years preceding the date of filing of this Red Herring Prospectus:

Name of the Promoter	Name of company or firm from which promoter has disassociated	Reasons for and circumstances leading to disassociation and the terms of such disassociation	Date of disassociation
Ajanma Holdings Private Limited	Gammon Engineers and Contractors Private Limited	Sale of 1 <sup>st</sup> tranche of 26,55,700 equity shares thereby reducing the stake to 17.84%	March 30, 2021
		Sale of 2 <sup>nd</sup> tranche of 21,18,200 equity shares thereby reducing the stake to 14.13%	December 6, 2021
		Sale of 3 <sup>rd</sup> tranche of 30,92,100 equity shares thereby reducing the stake to 8.72%	March 31, 2022
		Sale of 4 <sup>th</sup> tranche of 49,84,002 equity shares thereby reducing the stake to 0.00 %	September 1, 2022

#### **Change in the Management and Control of our Company in last 5 years**

While there has been no change in control of our Company in the five years immediately preceding the date of this Red Herring Prospectus, Digambar Chunnilal Bagde and Sanjay Kumar Verma are not the original Promoters of our Company and have been identified as such, pursuant to our board resolution dated February 6, 2024.

#### **Confirmations**

Our Promoters have not been declared as Wilful Defaulters or Fraudulent Borrowers.

Our Promoters and members of our Promoter Group have not been prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

Our Promoters are not and have never been promoters, directors or person in control of any other company which is prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

#### **Material guarantees**

Our Promoters have not given any material guarantee to any third party, with respect to the Equity Shares, as of the date of this Red Herring Prospectus.

#### **Promoter Group**

Persons constituting the Promoter Group (other than our Promoters) of our Company in terms of Regulation 2(1) (pp) of the SEBI ICDR Regulations, are set out below:

*Natural persons forming part of our Promoter Group (other than our Promoters):*

S. No.	Name of the individuals	Relationship
<b>Digambar Chunnilal Bagde</b>		
1.	Sandhya Digambar Bagde	Wife
2.	Harsh Digambar Bagde	Son
3.	Ruchi Digambar Bagde	Daughter
4.	Mona Shukla Bagde	Daughter
<b>Sanjay Kumar Verma</b>		
5.	Meenakshi Verma	Wife
6.	Pradeep Verma	Brother

S. No.	Name of the individuals	Relationship
7.	Vardhan Verma	Son
8.	Anika Verma	Daughter
9.	Ravi Koul	Spouse's father
10.	Vijay Koul	Spouse's mother
11.	Chander Kala Koul	Spouse's sister

*Entities forming part of our Promoter Group (other than our Promoters):*

S. No.	Name of the entities
1.	Global Axe Investment Fund ( <i>formerly known as Aviator Global Investments Fund</i> )
2.	Burberry Infra Private Limited
3.	D.C. Bagde HUF
4.	Digambar Bagde Ventures LLP
5.	RMH Ventures Private Limited
6.	The Freyssinet Prestressed Concrete Company Limited
7.	K R Eduventure LLP
8.	Skytek Unmanned Aerial Solutions Private Limited
9.	VYOM Vahini Private Limited
10.	Marine Project Services Limited
11.	Karatin Trading FZC
12.	Verbo Global Trading FZCO
13.	SKAT VYOM Private Limited
14.	Indo-Saudi Venture Co Limited

## OUR GROUP COMPANIES

In terms of the SEBI ICDR Regulations and the applicable accounting standards, ‘group companies’ of our Company shall include (i) the companies (other than our Subsidiaries and Promoter, as applicable) with which there were related party transactions, in accordance with Ind AS 24, as disclosed in the Restated Consolidated Financial Information; and (ii) such other companies as considered material by our Board pursuant to the materiality policy.

For the purposes of (ii) above, our Board in its meeting held on September 18, 2024 has approved that such companies that are a part of the promoter group (*as defined in the SEBI ICDR Regulations*) with which there were transactions in the most recent financial year and stub period, if any, to be included in the Offer Documents (“**Test Period**”), which individually or in the aggregate, exceed 10% of the total restated consolidated Revenue from Operations of our Company for the Test Period, shall also be classified as group companies.

Accordingly, based on the parameters outlined above, as on the date of this Red Herring Prospectus, our Company Board has identified the following Group Companies:

1. Burberry Infra Private Limited;
2. The Freyssinet Prestressed Concrete Company Limited; and
3. Transrail Foundation.

### **Details of our Group Companies**

#### **1. Burberry Infra Private Limited (“BIPL”)**

##### *Corporate Identification Number*

U70109MH2021PTC360006

##### *Registered Office*

The registered office of BIPL is situated at Flat No.2, Jayanti Mantion-2, Ground Floor, Nagar Vikas Society, Near Somalawada, Nagpur 440 015, Maharashtra, India.

##### *Business*

BIPL is currently engaged in the business of Purchase of land/ plots/ immovable property and development/ construction of residential, commercial complex(es).

##### *Financial information*

Certain financial information derived from the audited financial statements of BIPL for Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022, respectively, as required by the SEBI ICDR Regulations, is available on our website at <https://transrail.in/investors-centre/financials.aspx>

#### **2. The Freyssinet Prestressed Concrete Company Limited (“FPCC”)**

##### *Corporate Identification Number*

U74999MH1954PLC009421

##### *Registered Office*

The registered office of FPCC is situated at 6<sup>th</sup> Floor, Sterling Centre, Dr. Annie Besant Road, Worli, Mumbai, Maharashtra 400018, Maharashtra, India.

##### *Business*

FPCC is engaged in EPC of repairs and rehabilitation of bridges and structures and contractor for prestressed systems in bridges and other structures.

##### *Financial information*

Certain financial information derived from the audited financial statements of FPCC for Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022, respectively, as required by the SEBI ICDR Regulations, is available on our website at <https://transrail.in/investors-centre/financials.aspx>

#### **3. Transrail Foundation**

Transrail Foundation is a company incorporated under section 8 of the Companies Act, 2013.

*Objects*

To undertake and implement projects, programmes, and such other activities as necessary under corporate social responsibility policy of our Company.

*Corporate Identification Number*

U85300MH2021NPL360254

*Registered Office*

The registered office of Transrail Foundation is situated at 501, A,B,C,E Fortune 2000, Block-G, Bandra Kurla Complex, Bandra East, Mumbai 400 051, Mumbai City, Mumbai, Maharashtra, India.

*Financial information*

Certain financial information derived from the audited financial statements of Transrail Foundation for Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022, respectively, as required by the SEBI ICDR Regulations, is available on our website at <https://transrail.in/investors-centre/financials.aspx>

**Nature and extent of interest of our Group Companies**

*In the promotion of our Company*

None of our Group Companies have any interest in the promotion of our Company.

*In the properties acquired by our Company in the past three years before filing this Red Herring Prospectus or proposed to be acquired by our Company*

Our Group Companies are not interested in the properties acquired by us in the three years preceding the filing of this Red Herring Prospectus or proposed to be acquired by us as on the date of this Red Herring Prospectus.

*In transactions for acquisition of land, construction of building and supply of machinery, etc.*

Our Group Companies are not interested in any transactions for the acquisition of land, construction of building or supply of machinery, except in ordinary course business and as disclosed in “*Restated Consolidated Financial Information – Note 51: Related Party Disclosures*” on page 323.

**Common pursuits among our Group Companies and our Company**

Except as disclosed below, our Group Companies are not involved in any kind of common pursuits with our Company or other Group Companies as on the date of this Red Herring Prospectus.

Name of the Group Company	Nature of Business	Common Pursuits
BIPL	EPC of residential building projects and as developer of real estate projects	Engaged in EPC Business
FPCC	EPC of repairs and rehabilitation of bridges and structures and contractor for prestressed systems in bridges and other structures	Engaged in EPC Business. Working as a subcontractor for the Company for pre-stressed systems in bridges

Further, there are no lessors of the immovable properties of our Company which are crucial for the operations of our Company and hence none of our Group Companies or any of their directors have any conflict of interest with lessor(s) of the immovable properties of our Company which are on leasehold basis and which are crucial for the operations of our Company.

Further, none of our Group Companies or any of their directors have any conflict of interest with the suppliers of raw materials and third party service providers of our Company (which are crucial for operations of our Company).

**Related business transactions within our Group Companies and significance on the financial performance of our Company**

Except transactions between our Company and GECPL, one of our Group Companies, which are in ordinary course business and as disclosed in “*Restated Consolidated Financial Information – Note 51: Related Party Disclosures*” on page 323, there are no other related business transactions with our Group Companies.

## **Litigation**

As on the date of this Red Herring Prospectus, there is no pending litigation involving our Group Companies which will have a material impact on our Company.

## **Business interest of our Group Companies**

Except in the ordinary course of business and as stated in “*Restated Consolidated Financial Information – Note 51: Related Party Disclosures*” on page 323, none of our Group Companies have any business interest in our Company.

## DIVIDEND POLICY

The declaration and payment of dividends on our Equity Shares, if any, will be recommended by our Board and approved by our Shareholders, at their discretion, subject to compliance with the provisions of the Articles of Association and applicable laws, including the Companies Act and the rules made thereunder, each as amended. The dividend distribution policy of our Company was approved and adopted by our Board on August 25, 2023 (“**Dividend Policy**”).

The declaration and payment of dividend will depend on a number of internal and external factors. Some of the internal factors on the basis of which our Company may declare dividend shall *inter alia* include financial performance including profits of our Company, present and future capital expenditure plans including organic/inorganic growth opportunities, financial commitments, financial requirement for business expansion and/or diversification, acquisition etc. of new businesses in order to strike an optimum balance between rewarding shareholders through dividend and ensuring that sufficient funds are retained for the growth of our Company. The external factors on the basis of which our Company may declare the dividend shall inter alia include the state of economy and capital markets, applicable taxes and regulatory changes which include the introduction of new or changes in existing tax or regulatory requirements. Accordingly, our Company may not distribute dividend or may distribute a reduced quantum of dividend when there is absence or inadequacy of profits. Our Company may also, from time to time, pay interim dividends.

Our ability to pay dividends may be impacted by a number of factors, including restrictive covenants under the loan or financing arrangements our Company may enter into to finance our fund requirements for our business activities. For details in relation to risks involved in this regard, see “*Risk Factors – Our ability to pay dividends in the future will depend on our future cash flows, working capital requirements, capital expenditures and financial condition*” on page 60.

The details of the dividend paid by our Company on the Equity Shares during the last three Financial Years and from April 1, 2024 till the date of this Red Herring Prospectus are given below:

Particulars	From July 1, 2024 till the date of this Red Herring Prospectus	As at and for the three months period ended June 30, 2024	As at and for the financial year ended March 31, 2024	As at and for the Financial Year ended March 31, 2023	As at and for the Financial Year ended March 31, 2022
Number of Equity Shares	123,963,710	12,39,63,710**	12,39,63,710**	2,27,98,440	2,27,08,440
Face value per Equity Share (in ₹)	2	2	2	10	10
Interim Dividend per Equity Share (in ₹)	NA	NA	NA	NA	NA
Rate of Interim Dividend (%)	NA	NA	NA	NA	NA
Aggregate Interim Dividend (in ₹ million)	NA	NA	NA	NA	NA
Final Dividend per Equity Share (in ₹)	1.50	NA	NA	NA	NA
Rate of Final Dividend (%)	75%	NA	NA	NA	NA
Aggregate Final Dividend declared (in ₹ million)	185.95	NA	NA	NA	NA
Aggregate Final Dividend paid (in ₹ million)	185.95	NA	NA	NA	NA
Dividend Distribution Tax (%)	NA	NA	NA	NA	NA
Dividend Distribution Tax (in ₹ million)	NA	NA	NA	NA	NA
Mode of payment of Dividend	NEFT/RTGS	NA	NA	NA	NA

\*As certified by our Statutory Auditors, by way of their certificate dated December 10, 2024.

\*\*Pursuant to a resolution passed by our Board on February 6, 2024 and a resolution passed by the Shareholders on February 12, 2024, each equity share of face value of ₹10 each has been split into 5 Equity Shares of face value of ₹2 each.

**SECTION V: FINANCIAL INFORMATION**  
**RESTATED CONSOLIDATED FINANCIAL INFORMATION**

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Independent Auditor's  
Examination Report on Restated Consolidated Financial Information

The Board of Directors  
Transrail Lighting Limited  
501 A, B, C, E, Fortune 2000, G Block  
Bandra Kurla Complex, Bandra East,  
Mumbai - 400051

Dear Sirs,

1. We have examined the attached restated consolidated financial information of Transrail Lighting Limited (the "**Company**") and its subsidiaries (the Company and its subsidiaries together referred to as the "**Group**"), its associates and its joint venture, comprising the restated consolidated statement of assets and liabilities as at June 30, 2024, March 31, 2024 March 31, 2023 and March 31, 2022, the restated consolidated statements of profit and loss (including other comprehensive income), the restated consolidated statement of changes in equity, the restated consolidated statement of cash flow for the three months period ended June 30, 2024 and for the years ended March 31, 2024, March 31, 2023 and March 31, 2022, the summary statement of material accounting policies, and other explanatory information (collectively, the "**Restated Consolidated Financial Information**"), as approved by the Board of Directors of the Company at their meeting held on September 18, 2024 for the purpose of inclusion in the Updated Draft Red Herring Prospectus ("**UDRHP**"), Red Herring Prospectus ("**RHP**") and the Prospectus (collectively, the "**Offer Documents**") prepared by the Company in connection with its proposed initial public offer of equity shares of the Company and the offer for sale by existing shareholders (the "**Offer**") prepared in terms of the requirements of:
  - a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "**Act**")
  - b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**ICDR Regulations**"); and
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 UDRHP, RHP and Prospectus to be filed with Securities and Exchange Board of India, BSE Limited and the National Stock Exchange of India Limited and Registrar of Companies, Maharashtra at Mumbai, as required, in connection with the proposed Offer. The Restated Consolidated Financial Information have been prepared by the management of the Company on the basis of preparation stated in note 2 (A) to the Restated Consolidated Financial Information. The respective Board of Directors of the Company and the other companies included in the Group and of its associates and joint ventures responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Consolidated Financial Information. The respective Board of Directors are also responsible for identifying and ensuring that the Group and its associates and joint ventures complies with the Act, ICDR Regulations and the Guidance Note

Issued by the Institute of Chartered Accountants of India "ICAI" titled Guidance Note on Reports in Company Prospectuses (Revised 2019) "Guidance Note".

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 13, 2023 in connection with the proposed Offer of equity shares the Company.
  - b) The Guidance Note. The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
  - c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated 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 Offer.
4. These Restated Consolidated Financial Information have been compiled by the management from:
  - a) Audited special purpose Interim consolidated financial statements of the Group and its joint ventures as at and for the three months period ended June 30, 2024 prepared in accordance with Indian Accounting Standard (Ind AS) 34 "Interim Financial Reporting", specified under section 133 of the Act and other accounting principles generally accepted in India (the "Interim Consolidated Financial Statements") which have been approved by the Board of Directors at their meeting held on September 18, 2024.
  - b) Audited Consolidated Financial Statements of the Group and its associate and joint ventures as at and for the years ended March 31, 2024, March 31, 2023 and March 31, 2022 prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meetings held on May 24, 2024, May 31, 2023 and August 01, 2022 respectively and also adopted by the shareholders in their General Meeting held on July 1, 2024, September 27, 2023 and September 15, 2022 respectively.
5. For the purpose of our examination, we have relied on:
  - a) Auditors' reports issued by us dated September 18, 2024, May 24, 2024, May 31, 2023 and August 01, 2022 on the consolidated financial statements of the Group as at and for the three months period ended June 30, 2024 and for the years ended March 31, 2024, March 31, 2023 and March 31, 2022 respectively as referred in Paragraph 4 above; and
6. As indicated in our audit reports referred above:
  - a) We did not audit the financial statements / financial information of branches included in the Restated Consolidated Financial Information of the Company whose financial statements /

financial information reflect total assets, total revenue and net cash inflows/ (outflow) for the relevant years is tabulated below, as considered in the Restated Consolidated Financial Information. The financial statements / financial information of these branches have been audited by the branch auditors whose reports have been furnished to us and our opinion in so far as it relates to the amounts and disclosures included in respect of these branches and our report in terms of sub-section 3 of Section 143 of the Act, in so far as it relates to the aforesaid branches is based solely on the reports of such branch auditors.

(Rs in Millions)

<b>Particulars</b>	<b>As at and for the three months period ended June 30, 2024</b>	<b>As at and for the year ended March 31, 2024</b>	<b>As at and for the year ended March 31, 2023</b>	<b>As at and for the year ended March 31, 2022</b>
Number of Branches*	22	22	21	14
Total assets	5,694.35	7,255.92	2,792.53	2,092.70
Total revenues	617.37	3870.64	2,656.29	1,908.15
Net cash inflow/ (outflow)	191.98	(31.87)	(0.82)	196.82

\* Details of auditors are given in Annexure I attached to this Report.

- b) All the above stated branches are located outside India. Their financial results have been prepared in accordance with accounting principles generally accepted in their respective countries.
- c) The audited financials stated above have been audited by other auditors under generally accepted auditing standards applicable in their respective countries. The Company's management has converted the financial statements of such branches located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India so as to make these financial statements fit for consolidation. We have audited these conversion adjustments made by the Company's management. Our audit report in so far as it relates to the balances and affairs of such branches located outside India is based on the reports of other auditors and the conversion adjustments prepared by the management of the Company and audited by us.
- d) As at and for the financial year ended March 31, 2022, the financial statements of three immaterial branches, namely Afghanistan, Bhutan and Italy, are based on un-audited management prepared financial statements whose financial statements / financial information reflect (i) total assets of Rs. 27.40 million (ii) total revenue of Rs.1.33 million; and (iii) net cash flow of Rs. (104.80) million and have been accounted as such and on which no further audit procedures have been carried out by us.

- e) We did not audit the financial statements of subsidiaries whose financial statement reflect total assets, total revenue and net cash inflows/ (outflow) is tabulated below. These financial statements, which have been audited by other auditors, were not prepared in accordance with Ind AS. The management of the Company has furnished to us details of Ind AS adjustments that are required in case of these financials so as to make these financial statements fit for consolidation. Our opinion on the consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on the reports of the other auditors, review of IndAS adjustments by us and management certification.

(Rs in Millions)

<b>Particulars</b>	<b>As at and for the three months period ended June 30, 2024</b>	<b>As at and for the year ended March 31, 2024</b>	<b>As at and for the year ended March 31, 2023</b>	<b>As at and for the year ended March 31, 2022</b>
Number of Subsidiaries *	5	4	4	4
Total assets	78.94	105.89	245.53	217.83
Total revenues	16.86	81.13	72.41	15.54
Net cash inflows/(outflows)	2.54	(26.12)	21.77	23.35

\* Details of auditors are given in Annexure II attached to this Report.

Our opinion on the consolidated financial statements is not modified in respect of this matter.

- f) We did not audit share of profit/ loss in its associates and joint ventures included in the consolidated financial statements, for the relevant years as tabulated below, which have been audited by other auditors and whose reports have been furnished to us by the Company's management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these components, is based solely on the reports of the other auditors:

(Rs. in Millions)

<b>Particulars</b>	<b>For the three months period ended June 30, 2024</b>	<b>For the year ended March 31, 2024</b>	<b>For the year ended March 31, 2023</b>	<b>For the year ended March 31, 2022</b>
Number of Associates and Joint Ventures *	4	4	4	5
Share of Profit/(Loss) in its Associate	-	-	-	(0.39)
Share of Profit/(Loss) in its Joint Ventures	3.54	2.20	13.99	(4.58)

\* Details of auditors are given in Annexure III attached to this Report.

- g) The Restated Consolidated Financial Information also includes the group's share of net Profit/(loss) for the years ended March 31, 2024 and March 31, 2023, in respect of one associate, namely Burberry Infra Private Limited, as tabulated below. These financial statements, of the associate, have been prepared by the management for consolidation purposes and incorporated in these consolidated financial statements on the basis of the management certification on which we have not carried out any audit procedures. These financial statements are not material to the Group. Our report is not modified on this account.
- (Rs. in Millions)

<b>Particulars</b>	<b>For the year ended March 31, 2024</b>	<b>For the year ended March 31, 2023</b>
Share of Profit/(Loss) in its Associate	15.80	(9.57)

7. Based on our examination and according to the information and explanations given to us and other auditors for the respective periods/years, 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 years ended March 31, 2024, March 31, 2023 and March 31, 2022, as applicable, to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the three months period ended June 30, 2024 ;
  - b) does not require any adjustment for modification as there is no modification in the underlying audit reports; and
  - c) have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.
8. The Restated Consolidated Financial Information does not reflect the effects of events that occurred subsequent to the respective dates of audited consolidated financial statements mentioned in paragraph 4 above.
9. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us nor should this report be construed as a new opinion on any of the financial statements referred to herein.
10. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
11. Our report is intended solely for use of the Board of Directors for inclusion in the UDRHP, RHP and Prospectus to be filed with Securities and Exchange Board of India, BSE Limited and the National

Stock Exchange of India Limited and Registrar of Companies, Maharashtra at Mumbai, where applicable, in connection with the proposed Offer. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For Nayan Parikh & Co.  
Chartered Accountants  
Firm Registration No. 107023W

K N Padmanabhan  
Partner  
M. No. 036410  
Mumbai, Dated: September 18, 2024  
UDIN: 24036410BKCJSJ4987

## Annexures to the Examination Report

### Annexure I

#### Details of Branches and the Auditor of the respective Branch

S. No.	Name of Branch	Auditor
<b>For the three months period ended June 30, 2024</b>		
1	Afghanistan	Gurbux & Company
2	Bangladesh	Ahmed Mashuque & Co.
3	Benin	Remyoung
4	Bhutan	Gurbux & Company
5	Cameroon	ACN & Company
6	Gambia	Meridian Consulting
7	Ghana	Gurbux & Company
8	Italy	Gurbux & Company
9	Jordan	Gurbux & Company
10	Kenya GIL	Parkash Associates
11	Kenya TLL	Parkash Associates
12	Mali	Gurbux & Company
13	Mozambique	CW Ducker & Associados, Lda
14	Nicaragua	Gurbux & Company
15	Niger	Fiduciaire D'Audit & Consulting
16	Philippines	Gurbux & Company
17	Suriname	Ijssel Accountants N V
18	Thailand	Gurbux & Company
19	Togo	Remyoung Sarl
20	Uganda	Gurbux & Company
21	Eswatini	Kobla Quasbie and Associates
22	Tanzania	Gurbux & Company
<b>Fiscal Year ended March 31, 2024</b>		
1	Afghanistan	Gurbux & Company
2	Bangladesh	Ahmed Mashuque & Co.
3	Benin	Remyoung
4	Bhutan	Gurbux & Company
5	Cameroon	ACN & Company
6	Gambia	Meridian Consulting
7	Ghana	Gurbux & Company
8	Italy	Gurbux & Company

<b>S. No.</b>	<b>Name of Branch</b>	<b>Auditor</b>
9	Jordan	Gurbux & Company
10	Kenya GIL	Parkash Associates
11	Kenya TLL	Parkash Associates
12	Mali	Gurbux & Company
13	Mozambique	CW Ducker & Associados, Lda
14	Nicaragua	Gurbux & Company
15	Niger	Fiduciaire D'Audit & Consulting
16	Philippines	Gurbux & Company
17	Suriname	Ijssel Accountants N V
18	Thailand	Gurbux & Company
19	Togo	Remyoung Sarl
20	Uganda	Gurbux & Company
21	Eswatini	Kobla Quasbie and Associates
22	Tanzania	Gurbux & Company
<b>Fiscal Year ended March 31, 2023</b>		
1	Afghanistan	Gurbux & Company
2	Bangladesh	Howladar Yunus & Co.
3	Benin	Rem - Young
4	Bhutan	Gurbux & Company
5	Cameroon	Gurbux & Company
6	Eswatini	FIPS
7	Gambia	Gurbux & Company
8	Ghana	Mazars Ghana
9	Italy	Gurbux & Company
10	Jordan	Michel Sindaha & Co.
11	Kenya GIL	Parkash Associates
12	Kenya TLL	Parkash Associates
13	Mali	Gurbux & Company
14	Mozambique	CW Ducker & Associados
15	Nicaragua	Gurbux & Company
16	Niger	FIDEC Niger
17	Philippines	Gurbux & Company
18	Suriname	Gurbux & Company
19	Thailand	Gurbux & Company
20	Togo	Rem-Young Sarl
21	Uganda	Gurbux & Company

<b>S. No.</b>	<b>Name of Branch</b>	<b>Auditor</b>
	<b>Fiscal Year ended March 31, 2022</b>	
1	Bangladesh	Howladar Yunus & Co.
2	Benin	Rem - Young
3	Ghana	Mazars Ghana
4	Jordan	Michel Sindaha & Co.
5	Kenya GIL	Parkash Associates
6	Kenya TLL	Parkash Associates
7	Mali	Gurbux & Company
8	Mozambique	CW Ducker & Associados
9	Nicaragua	Gurbux & Company
10	Niger	KAINUWA AUDIT & CONSULTING
11	Philippines	Gurbux & Company
12	Thailand	Gurbux & Company
13	Togo	REM-YOUNG SARL
14	Uganda	SAPI & ASSOCIATES

**Annexure II**

**Details of Subsidiaries and the auditor of the respective subsidiary**

S. No.	Name of Subsidiary	Auditor
<b>For the three months period ended June 30, 2024</b>		
1	Transrail International FZE	CNK and Associates LLP
2	Transrail Lighting Malaysia SDN BHD	Gurbux & Company
3	Transrail Lighting Nigeria Limited	Issa Shuaib & Co
4	Transrail Structures America INC	Gurbux & Company
5	Transrail Contracting LLC	Gurbux & Company
<b>Fiscal Year ended March 31, 2024</b>		
1	Transrail International FZE	CNK & Associates LLP
2	Transrail Lighting Malaysia SDN BHD	Gurbux & Company
3	Transrail Lighting Nigeria Limited	Issa Shuaib & Co
4	Transrail Structures America INC	Gurbux & Company
<b>Fiscal Year ended March 31, 2023</b>		
1	Transrail International FZE	CNK Hussain Alsayegh
2	Transrail Lighting Malaysia SDN BHD	Gurbux & Company
3	Transrail Lighting Nigeria Limited	Issa Shuaib & Co
4	Transrail Structures America INC	Gurbux & Company
<b>Fiscal Year ended March 31, 2022</b>		
1	Transrail International FZE	CNK Hussain Alsayegh
2	Transrail Lighting Malaysia SDN BHD	Gurbux & Company
3	Transrail Lighting Nigeria Limited	Issa Shuaib & Co
4	Transrail Structures America INC	Gurbux & Company

### **Annexure III**

#### **Details of Associate / Joint Venture and its respective auditor**

<b>S. No.</b>	<b>Name of Associate /Joint Venture</b>	<b>Auditor</b>
<b>For the three months period ended June 30, 2024</b>		
1	Transrail -FCEPIL JV	Olubenga Oyinlola & Co.
2	Railsys Engineers Pvt. Ltd. - Transrail Lighting Ltd. JV	Sidharth Gupta & Co.
3	TLL-METCON-PRAVESH JV	Sidharth Gupta & Co.
4	Transrail Hanbaek Consortium	Gurbux & Co.
<b>For the fiscal year ended March 31, 2024</b>		
1	Transrail -FCEPIL JV	Olugbenga Olinlola & Co.
2	Railsys Engineers Pvt. Ltd. - Transrail Lighting Ltd. JV	Sidharth Gupta & Co.
3	TLL-METCON-PRAVESH JV	Sidharth Gupta & Co.
4	Transrail Hanbaek Consortium	Gurbux & Co.
<b>For the fiscal year ended March 31, 2023</b>		
1	Transrail -FCEPIL JV	Olugbenga Olinlola & Co.
2	Railsys Engineers Pvt. Ltd. - Transrail Lighting Ltd. JV	Kejriwal & Associates
3	TLL-METCON-PRAVESH JV	Kejriwal & Associates
4	Transrail Hanbaek Consortium	Gurbux & Co.
<b>For the fiscal year ended March 31, 2022</b>		
1	Burberry Infra Private Limited	C G S & Associates
2	Transrail -FCEPIL JV	Olugbenga Olinlola & Co.
3	Railsys Engineers Pvt. Ltd. - Transrail Lighting Ltd. JV	C G S & Associates
4	TLL-METCON-PRAVESH JV	C G S & Associates
5	GECPL TLL JV	C G S & Associates

**Transrail Lighting Limited**  
**CIN:U31506MH2008PLC179012**  
**Restated Consolidated Statement of Assets and Liabilities**  
*(All figures are Rupees in Million unless otherwise stated)*

Particulars	Note Ref.	As at 30-Jun-24	As at 31-Mar-24	As at 31-Mar-23	As at 31-Mar-22
<b>ASSETS</b>					
<b>(1) Non-current assets</b>					
(a) Property, Plant and Equipment	3	3,547.38	3,474.01	3,604.27	3,254.35
(b) Right-of-use Asset	4	243.98	263.83	183.07	85.33
(c) Capital Work-in-Progress	5	70.11	57.85	41.24	172.13
(d) Other Intangible Assets	6	0.88	0.90	1.95	2.38
(e) Financial Assets					
(i) Investments	7	-	-	0.05	0.05
(ii) Trade Receivables	8	-	-	-	-
(iii) Loans	9	17.01	18.19	273.23	281.23
(iv) Others	10	700.41	520.21	567.32	242.62
(f) Other Non-current Assets	14	603.85	553.27	320.34	443.33
(g) Deferred Tax Assets (Net)	23	-	-	-	-
		<b>5,183.62</b>	<b>4,888.26</b>	<b>4,991.47</b>	<b>4,481.42</b>
<b>(2) Current Assets</b>					
(a) Inventories	11	4,654.62	3,782.67	3,109.96	2,784.86
(b) Financial assets					
(i) Investments	7	49.93	49.02	32.36	31.55
(ii) Trade Receivables	8	9,140.26	10,261.41	6,448.95	6,397.35
(iii) Cash and Cash Equivalents	12 (a)	883.34	1,098.46	1,247.14	575.04
(iv) Bank Balances other than (iii) above	12 (b)	1,564.29	1,140.52	734.05	532.75
(v) Loans	9	828.95	831.94	283.19	172.13
(vi) Others	10	438.50	363.05	247.27	282.45
(c) Contract Assets	13	21,128.42	19,510.83	14,669.05	10,944.29
(d) Other Current Assets	14	4,487.34	4,277.49	2,689.04	2,216.81
		<b>43,175.65</b>	<b>41,315.39</b>	<b>29,461.01</b>	<b>23,937.23</b>
Assets Held for Sale	15	2.43	2.43	2.43	-
<b>Total Assets</b>		<b>48,361.70</b>	<b>46,206.08</b>	<b>34,454.91</b>	<b>28,418.65</b>
<b>EQUITY &amp; LIABILITIES</b>					
<b>Equity</b>					
(a) Equity Share Capital	16	247.93	247.93	227.98	227.08
(b) Other Equity	17	11,795.65	11,143.30	7,485.99	6,402.61
		<b>12,043.58</b>	<b>11,391.23</b>	<b>7,713.97</b>	<b>6,629.69</b>
<b>Liabilities</b>					
<b>(1) Non-current Liabilities</b>					
(a) Financial Liabilities					
(i) Borrowings	18	694.89	806.65	1,203.40	1,179.76
(ii) Lease Liabilities	20	128.60	144.05	83.16	34.65
(iii) Other Financial Liabilities	19	609.17	600.65	566.75	532.94
(b) Provisions	22	52.82	51.10	43.07	44.03
(c) Deferred Tax Liabilities (net)	23	-	-	-	-
		<b>1,485.48</b>	<b>1,602.45</b>	<b>1,896.38</b>	<b>1,791.38</b>
<b>(2) Current Liabilities</b>					
(a) Financial Liabilities					
(i) Borrowings	25	5,339.39	5,625.22	4,845.82	3,511.41
(ii) Lease Liabilities	20	93.27	97.50	80.35	39.37
(iii) Trade Payables	26				
Outstanding Dues of Micro & Small Enterprises		487.33	322.31	286.19	562.33
Outstanding Dues other than Micro & Small Enterprises		16,320.48	16,363.45	12,789.15	10,147.27
(iv) Other Financial Liabilities	19	533.42	462.14	462.81	373.17
(b) Contract Liabilities	21	10,985.79	9,299.00	5,409.50	4,602.19
(c) Other Current Liabilities	24	287.28	347.42	239.22	249.48
(d) Provisions	22	403.03	419.31	514.71	512.36
(e) Current Tax Liabilities (Net)	27	382.65	276.05	216.81	-
		<b>34,832.64</b>	<b>33,212.40</b>	<b>24,844.56</b>	<b>19,997.58</b>
<b>Total Equity and Liabilities</b>		<b>48,361.70</b>	<b>46,206.08</b>	<b>34,454.91</b>	<b>28,418.65</b>

The accompanying Notes form an integral part of the Restated Consolidated Financial Statements.

As per our report of even date attached

**For Nayan Parikh & Co.**

Chartered Accountants

FRN. 107023W

For and on behalf of Board of Directors

**K. N. Padmanabhan**

Partner

M.No. 036410

**D C Bagde**

Executive Chairman

DIN - 00122564

**Randeep Narang**

Managing Director  
& CEO

DIN - 07269818

**Transrail Lighting Limited**  
**CIN:U31506MH2008PLC179012**  
**Restated Statement of Consolidated Profit and Loss**

Particulars	Note Ref.	(All figures are Rupees in Million unless otherwise stated)		2022-23	2021-22		
		For the three months period ended June 30,					
		2024	2024				
I Revenue from Operations	28	8,969.03	40,092.30	30,861.37	22,841.42		
II Other Operating Revenue	29	188.75	672.94	660.19	658.73		
III Other Income	30	139.26	534.75	198.78	71.84		
<b>Total Revenue</b>		<b>9,297.04</b>	<b>41,299.99</b>	<b>31,720.34</b>	<b>23,571.99</b>		
IV Expenses:							
Cost of Materials Consumed	31	4,801.69	22,453.98	18,214.11	12,059.66		
Changes in inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	32	(312.95)	(370.82)	(82.08)	(178.14)		
Sub-contracting Expenses	33	1,322.12	4,996.47	3,471.57	3,540.40		
Employee Benefits Expense	34	551.76	1,985.04	1,790.37	1,594.58		
Finance Costs	35	438.70	1,626.07	1,196.94	848.43		
Depreciation & Amortisation	36	126.68	503.04	458.26	378.39		
Other Expenses	37	1,598.46	6,948.08	5,197.97	4,422.00		
<b>Total Expenses</b>		<b>8,526.46</b>	<b>38,141.86</b>	<b>30,247.14</b>	<b>22,665.32</b>		
V Profit before share of profit of Joint venture and Tax		<b>770.58</b>	<b>3,158.13</b>	<b>1,473.20</b>	<b>906.67</b>		
VI Share of Profit/(Loss) of Joint Venture and Associate accounted by using the equity method		4.36	23.09	9.74	(4.97)		
VII Profit Before Tax		<b>774.94</b>	<b>3,181.22</b>	<b>1,482.94</b>	<b>901.70</b>		
VIII Tax Expense	39	257.50	849.17	407.26	254.64		
1. Current Tax		257.50	849.17	389.96	237.03		
2. Deferred Tax Liability / (Asset)		-	-	-	-		
3. (Excess) / Short Provision of Tax		-	-	17.30	17.60		
IX Profit for the period		<b>517.44</b>	<b>2,332.05</b>	<b>1,075.68</b>	<b>647.07</b>		
X Other Comprehensive Income							
A Other Comprehensive Income to be reclassified to profit or loss in subsequent periods							
Exchange differences on translation of the Financial Statements of Foreign Operations		128.20	(57.65)	(1.62)	(0.20)		
		<b>128.20</b>	<b>(57.65)</b>	<b>(1.62)</b>	<b>(0.20)</b>		
B Net other comprehensive income not to be reclassified to profit or loss in subsequent periods							
Re-measurement gains/ (losses) on defined benefit plans		2.21	(7.27)	2.07	2.69		
Tax thereon		-	-	(0.52)	(0.68)		
		<b>2.21</b>	<b>(7.27)</b>	<b>1.55</b>	<b>2.01</b>		
<b>Total Other Comprehensive Income</b>		<b>130.41</b>	<b>(64.92)</b>	<b>(0.07)</b>	<b>1.81</b>		
XI Total Comprehensive Income for the period		<b>647.85</b>	<b>2,267.13</b>	<b>1,075.61</b>	<b>648.88</b>		
Profit for the year attributable to:							
Owners of the Company		<b>517.44</b>	<b>2,332.05</b>	<b>1,075.68</b>	<b>647.07</b>		
Non Controlling Interest		-	-	-	-		
Other Comprehensive Income for the year attributable to:							
Owners of the Company		<b>130.41</b>	<b>(64.92)</b>	<b>(0.07)</b>	<b>1.81</b>		
Non Controlling Interest		-	-	-	-		
<b>Total Comprehensive Income for the year attributable to:</b>							
Owners of the Company		<b>647.85</b>	<b>2,267.13</b>	<b>1,075.61</b>	<b>648.88</b>		
Non Controlling Interest - Profit / (Loss)		-	-	-	-		
XII Earning Per Equity Share for Continuing Operations							
(i) Par Value ( Rs.)	40	2.00	2.00	2.00	2.00		
(ii) Basic (Rs.)		4.17	19.59	9.45	11.62		
(iii) Diluted (Rs.)		4.17	19.59	9.45	11.62		

The accompanying Notes form an integral part of the Restated Consolidated Financial Statements.

As per our report of even date attached.

**For Nayan Parikh & Co.**

Chartered Accountants

FRN. 107023W

**For and on behalf of Board of Directors**

**K. N. Padmanabhan**

Partner

M.No. 036410

**D C Bagde**

Executive Chairman

DIN - 00122564

**Randeep Narang**

Managing Director &  
CEO

DIN - 07269818

Mumbai, September 18, 2024

**Ajit Pratap Singh**  
Chief Financial Officer

**Gandhari Upadhye**  
Company Secretary  
& Compliance Officer

**Transrail Lighting Limited**  
**CIN: U31506MH2008PLC179012**  
**Restated Consolidated Statement of Cash Flow**  
*(All figures are Rupees in Million unless otherwise stated)*

Particulars	For the three months period ended June 30, 2024	2023-24	2022-23	2021-22
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>				
Net Profit Before Tax and Extraordinary Items	770.58	3,158.13	1,473.20	906.67
<i>Adjustments for:</i>				
Depreciation and Amortisation	126.68	503.08	458.26	378.39
Interest Income	(99.06)	(211.43)	(81.63)	(48.87)
Interest Expenses	373.23	1,408.46	1,042.27	668.74
Interest on Lease Liabilities	6.32	28.33	15.68	10.72
Allowance for Expected and Lifetime Credit Loss	67.80	7.00	42.25	18.86
Provision for Doubtful Debts	-	33.72	52.01	-
Fair Value of Investment	-	-	(0.81)	(1.41)
Gain on MF	(0.91)	(4.79)	-	-
Profit on sale of Investment	-	(31.95)	-	-
Assets Discarded	-	-	-	0.35
Loss / (Profit) on sale of Property, Plant & Equipment	(0.61)	(5.68)	20.24	(0.55)
Expense on Employee Stock Option Scheme	4.50	10.11	-	-
Foreign Exchange Gain / (Loss)	(111.57)	38.11	(171.33)	(188.79)
Provision for Expected Contractual Obligation	(30.70)	(171.95)	(35.48)	278.83
Provision / (Reversal) for Short Supply	10.94	62.44	46.22	(91.92)
Sundry Credit Balances Written Back	(0.00)	(20.43)	(83.08)	(124.43)
Bad Debts Written Off	3.71	65.09	42.51	163.65
	350.33	1,710.11	1,347.11	1,063.57
<b>Operating Profit Before Working Capital Changes</b>	<b>1,120.91</b>	<b>4,868.24</b>	<b>2,820.31</b>	<b>1,970.24</b>
Trade Receivables	1,148.44	(3,889.05)	(136.36)	(1,670.18)
Contract Assets	(1,618.90)	(4,837.28)	(3,724.76)	(4,322.02)
Inventories	(871.95)	(672.68)	(325.11)	(460.27)
Other Financial assets	(29.99)	(69.82)	(560.02)	396.79
Other assets	(195.61)	(1,587.00)	178.82	(295.97)
Trade payables	116.61	3,653.96	2,369.48	2,375.64
Contract Liability	1,686.79	3,889.50	807.46	2,748.82
Other Financial liabilities	179.18	(31.61)	69.93	109.26
Other Liabilities and Provisions	(53.29)	132.20	64.67	2.91
	361.28	(3,411.78)	(1,255.89)	(1,115.02)
<b>CASH GENERATED FROM THE OPERATIONS</b>	<b>1,482.19</b>	<b>1,456.46</b>	<b>1,564.42</b>	<b>855.21</b>
Direct Taxes Paid	(163.47)	(1,101.61)	(137.63)	(353.60)
<b>Net Cash generated from Operating Activities</b>	<b>1,318.72</b>	<b>354.85</b>	<b>1,426.79</b>	<b>501.62</b>
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>				
Payment for Property, Plant & Equipment	(231.77)	(289.64)	(539.50)	(805.80)
Proceeds from sale of Property, Plant & Equipments	0.73	17.03	21.33	47.60
Movement in Other Bank Balances	(542.52)	(367.51)	(486.57)	(65.42)
Sales of Investment in Associates	-	31.95	-	-
Purchase of Equity Shares in Associate	-	-	-	(0.05)
Purchase of Other Investments	-	(44.94)	-	-
Sale of Other Investments	-	33.00	-	-
Interest Received	20.75	132.38	62.51	26.88
Loans and Advances given to Related Parties	-	(470.00)	(125.00)	(199.37)
Loan and Advances repaid by Related Parties	0.00	174.74	21.93	182.25
<b>Net Cash used in Investing Activities</b>	<b>(752.81)</b>	<b>(782.99)</b>	<b>(1,045.30)</b>	<b>(813.91)</b>
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>				
Interest Paid	(357.44)	(1,399.50)	(998.32)	(639.99)
Proceeds from Issue of Employee Stock Options	-	-	8.67	-
Proceeds from Rights Issue of Equity Shares	-	1,400.00	-	302.78
Proceeds from Long Term Borrowings	-	84.95	1,004.50	1,031.90
Repayment of Long Term Borrowings	(102.95)	(602.00)	(1,191.15)	(499.12)
Proceeds from / (Repayment) Short Term Borrowings	(294.64)	899.83	1,544.72	(132.76)
Interest on Lease Liabilities	(6.32)	(28.33)	(15.68)	(10.72)
Principal Repayment of Lease Liabilities	(19.68)	(75.49)	(62.13)	(55.81)
<b>Net Cash (used in) / from Financing Activities</b>	<b>(781.03)</b>	<b>279.46</b>	<b>290.61</b>	<b>(3.72)</b>
<b>NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>(215.12)</b>	<b>(148.68)</b>	<b>672.10</b>	<b>(316.01)</b>
Balance as at beginning	1,098.46	1,247.14	575.04	891.05
Balance as at closing	883.34	1,098.46	1,247.14	575.04
<b>NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>(215.12)</b>	<b>(148.68)</b>	<b>672.10</b>	<b>(316.01)</b>
<b>Components of Cash and Cash Equivalents</b>				
(i) Balances with Banks	427.79	510.21	909.02	193.93
(ii) Balance with Bank -Foreign Branches	441.32	268.86	271.52	335.12
(iii) Fixed Deposits with Banks	-	309.50	38.24	40.06
(iv) Cash on Hand	14.23	9.89	6.67	5.93
(v) Cheques on Hand	-	-	21.69	-
	<b>883.34</b>	<b>1,098.46</b>	<b>1,247.14</b>	<b>575.04</b>

Note: Figure in brackets denote outflows

The accompanying Notes form an integral part of the Restated Consolidated Financial Statements.

As per our report of even date attached.

**For Nayan Parikh & Co.**  
Chartered Accountants  
FRN. 107023W

For and on behalf of Board of Directors

**K. N. Padmanabhan**  
Partner  
M.No. 036410

**D C Bagde**  
Executive Chairman  
DIN - 00122564

**Randeep Narang**  
Managing Director & CEO  
DIN - 07269818

**Transrail Lighting Limited**  
**Restated Consolidated Statement of Changes in Equity**  
*(All figures are Rupees in Million unless otherwise stated)*

A	Equity Share Capital	As at June 30, 2024			As at March 31, 2024			As at March 31, 2023			As at March 31, 2022		
		Number of Shares	Face Value	Rs. in Million	Number of Shares	Face Value	Rs. in Million	Number of Shares	Face Value	Rs. in Million	Number of Shares	Face Value	Rs. in Million
<b>Equity shares issued, subscribed and fully paid</b>													
Opening Balance	12,39,63,710	Rs. 2 each	247.93	11,39,92,200	Rs. 2 each	227.98	2,27,08,440	Rs. 10 each	227.08	75,69,480	Rs. 10 each	75.69	
Addition during the year	-	Rs. 2 each	-	99,71,510	Rs. 2 each	19.95	90,000	Rs. 10 each	0.90	1,51,38,960	Rs. 10 each	151.39	
<b>Closing Balance</b>	<b>12,39,63,710</b>		<b>247.93</b>	<b>12,39,63,710</b>		<b>247.93</b>	<b>2,27,98,440</b>		<b>227.98</b>	<b>2,27,08,440</b>		<b>227.08</b>	
<b>B Other Equity</b>													
Particulars							Other Comprehensive Income	Total Equity					
	Security Premium Account	Retained Earning	Capital Reserve	Employee Stock Option Outstanding	Debenture Redemption Reserve	Exchange differences on translation of Foreign Operations							
<b>Opening as on April 01, 2021</b>	<b>723.84</b>	<b>4,203.51</b>	<b>622.44</b>	<b>14.04</b>	<b>1.90</b>	<b>36.61</b>		<b>5,602.34</b>					
Profit for the year	-	647.07	-	-	-	-		-		<b>647.07</b>			
Exchange differences on translation of the financial statements of foreign operations	-	-	-	-	-	(0.20)		(0.20)					
Securities Premium on shares issued	151.39	-	-	-	-	-		-		<b>151.39</b>			
Re-measurement gains/ (losses) on defined benefit plans (net of tax)	-	2.01	-	-	-	-		-		<b>2.01</b>			
Transferred to debenture redemption reserve	-	1.50	-	-	(1.50)	-		-		-			
<b>Closing as on March 31, 2022</b>	<b>875.23</b>	<b>4,854.09</b>	<b>622.44</b>	<b>14.04</b>	<b>0.40</b>	<b>36.41</b>		<b>6,402.61</b>					
Profit for the year	-	1,075.68	-	-	-	-		-		<b>1,075.68</b>			
Exchange differences on Translation of the Financial Statements of Foreign Operations	-	-	-	-	-	(1.62)		(1.62)		(1.62)			
Securities Premium on Exercise of ESOP	7.77	-	-	-	-	-		-		<b>7.77</b>			
Re-measurement gains/ (losses) on defined benefit plans (net of tax)	-	1.55	-	-	-	-		-		<b>1.55</b>			
Transferred from Debenture Redemption Reserve	-	0.40	-	-	(0.40)	-		-		-			
Transferred on exercise of ESOP	3.51	-	-	(3.51)	-	-		-		-			
Transferred on lapse of ESOP	-	10.53	-	(10.53)	-	-		-		-			
<b>Closing as on March 31, 2023</b>	<b>886.51</b>	<b>5,942.25</b>	<b>622.44</b>	-	-	<b>34.80</b>		<b>7,485.99</b>					
Profit for the year	-	2,332.05	-	-	-	-		-		<b>2,332.05</b>			
Exchange differences on Translation of the Financial Statements of Foreign Operations	-	-	-	-	-	(57.65)		(57.65)		(57.65)			
Share premium on on share Issued	1,380.06	-	-	-	-	-		-		<b>1,380.06</b>			
Re-measurement gains/ (losses) on defined benefit plans (net of tax)	-	(7.27)	-	-	-	-		-		(7.27)			
Transferred from debenture redemption reserve (refer note no. 17(iii))	-	-	-	10.11	-	-		-		<b>10.11</b>			
<b>Closing as on March 31, 2024</b>	<b>2,266.57</b>	<b>8,267.03</b>	<b>622.44</b>	<b>10.11</b>	-	<b>(22.85)</b>		<b>11,143.30</b>					
Profit for the period	-	517.44	-	-	-	-		-		<b>517.44</b>			
Exchange differences on Translation of the Financial Statements of Foreign Operations	-	-	-	-	-	-		128.20		<b>128.20</b>			
Re-measurement gains/ (losses) on defined benefit plans (net of tax)	-	2.21	-	-	-	-		-		<b>2.21</b>			
Transferred on exercise of ESOP	-	-	-	4.50	-	-		-		<b>4.50</b>			
<b>Closing as on June 30, 2024</b>	<b>2,266.57</b>	<b>8,786.68</b>	<b>622.44</b>	<b>14.61</b>	-	<b>105.35</b>		<b>11,795.65</b>					

Remeasurement of defined benefit plan (net of tax) Rs. 2.21 Millions (March 31, 2024: (Rs. 7.27 Millions), March 31, 2023: Rs. 1.55 Millions, March 31, 2022: Rs. 2.01 Millions ) is recognised as part of retained earnings.

The accompanying Notes form an integral part of the Restated Consolidated Financial Statements.

As per our report of even date attached.

**For Nayan Parikh & Co.**

Chartered Accountants

FRN. 107023W

For and on behalf of Board of Directors

**K. N. Padmanabhan**  
 Partner  
 M.No. 036410

**D C Bagde**  
 Executive Chairman  
 DIN - 00122564

**Randeep Narang**  
 Managing Director & CEO  
 DIN - 07269818

Mumbai, September 18, 2024

**Ajit Pratap Singh**  
 Chief Financial Officer

**Gandhari Upadhye**  
 Company Secretary & Compliance Officer

**Transrail Lighting Limited**

CIN: U31506MH2008PLC179012

**Statement of Material Accounting Policy Information and Other explanatory Notes for restated consolidated financial Statements for the three months period June 30,2024, and for the years ended March 31, 2024, March 31, 2023, and March 31, 2022**

**1. Company Overview**

Transrail Lighting Limited ("the Company" and "Transrail") is a public company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. The registered office of the company is located at Mumbai, India.

The Company incorporated in 2008, has been an integrated pole manufacturing company with state of art manufacturing capabilities, vast experience and a rich pedigree. Consequent upon the transfer of Transmission and Distribution (T&D) business of M/s. Gammon India Limited ("GIL") to the Company, effective January 1, 2016, the Company is now an integrated transmission and distribution company.

The said T&D undertaking has close to 38 years of experience of executing extra high voltage Transmission and Distribution lines / rural electrification projects on turnkey basis. The company's scope of work includes design, testing, manufacturing and supply of galvanized towers, conductors, and allied construction activities. The Company has built in house capabilities in designing and testing of towers, with a tower manufacturing capacity of 110,000 TPA and a state-of-the-art tower testing facility at Deoli, Wardha District, which can test towers up to 1200 kV. Over the years the company has executed marquee turnkey projects and cemented its position as a renowned T&D player in India. The company is the only player in India having manufacturing capabilities of towers, a Conductor Manufacturing Plant and a Mono Poles Manufacturing plant and an ultra-modern Tower Testing Station. In recent years the company has also embarked into the projects of rural electrification, railway electrification, erection of Sub-Stations and civil construction.

The Company together with its subsidiaries (as detailed in note 2 (b) ) is herein after referred to as the "Group".

**2. Basis of Preparation, Accounting judgements, estimates and assumptions and Material Accounting Policy Information:**

**A. Basis of Preparation**

The Restated Consolidated Financial Information of the Company comprises the Restated Consolidated Statement of Assets and Liabilities as at June 30, 2024, March 31, 2024 , March 31, 2023 and March 31, 2022 the Restated Consolidated Statement of Profit and Loss (including other comprehensive income), the Restated Consolidated Statement of Changes in Equity, the Restated Consolidated Cash Flow Statement for the three months period ended June 30, 2024, and for the years ended March 31, 2024, March 31, 2023 and March 31, 2022, the Summary Statement of Material Accounting Policy Information, and other explanatory information (Collectively, the "Restated Consolidated Financial Information, as approved by the board of directors of the company as their meeting held on September 18, 2024. for the purpose of inclusion in the Updated Draft Red Herring Prospectus ("UDRHP") /Red Herring Prospectus ("RHP")/ the Prospectus prepared by the Company in connection with its proposed Initial Public Offer of equity shares ("IPO") prepared in terms of the requirement of :

- a) Section 26 of Part I of chapter III of the Companies Act, 2013 ("the Act")
- b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"); and
- c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note").

These Restated Consolidated Financial Statements have been prepared in accordance with the Indian Accounting Standards ("Ind AS") under the historical cost convention except for certain financial instruments which are measured at fair values. The Ind AS are prescribed under section 133 of the Companies Act, 2013 (to the extent notified), read with the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) (Amendment) Rules, 2016 and presentation requirements of Division II of Schedule III to the Companies Act, 2013 (Ind AS compliant Schedule III).

The Restated Consolidated Financial Information have been prepared so as to contain information / disclosures and to the information compiled by the management from:

- Audited special purpose interim consolidated financial statements of the company as at and for the three months period ended June 30, 2024 prepared in accordance with recognition and measurement Principles of India Accounting Standard (Ind AS) 34 "Interim Financial reporting", specified under section 133 of the Act and Other accounting principles generally accepted in India ("The Special Purpose Interim Consolidated Financial Statement") which have been approved by the Board of Directors at their meeting held on September 18, 2024.
- Audited Consolidated Ind AS financial statements of the Company as at and for the years ended March 31, 2024, March 31, 2023 and March 31, 2022, prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meetings held on May 24, 2024, May 31, 2023 and August 01, 2022 respectively.

The functional currency of the Company is Indian Rupee. Therefore, the Financial Statements have been presented in INR ("Rs.") and all amounts have been rounded off to the nearest Millions, except where otherwise stated.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

#### **B. Recent Pronouncements**

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. During the three months period ended June 30, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Group

#### **C. Basis of Consolidation**

- The consolidated financial statements relates to Transrail Lighting Limited and its Subsidiary Companies (referred to as Group) and Associates and Joint Venture for the three months period ended June 30, 2024, and for the years ended March 31, 2024, March 31, 2023 and March 31, 2022. The consolidated financial statements have been prepared in accordance with Indian Accounting Standard - 110 "Consolidated Financial Statement", Indian Accounting Standard - 28 "Investment in Associate and Joint Ventures" of the Companies (Indian Accounting Standard) Rules 2015. The Consolidated Financial Statements have been prepared on the following basis: -
- The financial statements of the Group companies are consolidated on a line-by-line basis and intra-group balances and transactions including unrealized gain/loss from such transactions are eliminated upon consolidation. These financial statements are prepared by applying uniform accounting policies in use at the Group. Non-controlling interests which represent part of the net profit or loss and net assets of subsidiaries that are not, directly or indirectly, owned or controlled by the company, are excluded.

- In case of foreign subsidiaries, revenue items are consolidated at average rate prevailing during the year. All Assets and Liabilities are converted at the rates prevailing at the end of the year. Exchange gain or loss on conversion arising on consolidation is recognized under foreign currency translation reserve.
- The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at the reporting dates. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Subsidiaries are entities controlled by the Group. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed off during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary. Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. The financial statements of each of the subsidiaries, joint ventures and associates used for the purpose of consolidation are drawn up to same reporting date as that of the Company.
- Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit and loss, consolidated statement of changes in equity and balance sheet, respectively.
- Associates are entities over which the Group has significant influence but not control. This is generally the case where the Group holds between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting as per Indian Accounting Standard - 28 "Investment in Associate and Joint venture". The investment is initially recognized at cost, and the carrying amount is increased or decreased to recognize the investor's share of the profit or loss of the investee after the acquisition date. The Group's investment in associates includes goodwill identified on acquisition.
- The difference between the cost to the Company of its investments in the subsidiary / associates / joint ventures over the Company's portion of equity is recognized in the financial statement as Goodwill on consolidation or Capital Reserve.
- "Under IND AS 111 Joint Arrangements, investments in joint arrangements are classified as either joint operations or joint ventures. The classification depends on the contractual rights and obligations of each investor, rather than the legal structure of the joint arrangement.
- Joint operations: The Group recognises its direct right to the assets, liabilities, contingent liabilities, revenues and expenses of joint operations and its share of any jointly held or incurred assets, liabilities, revenues and expenses. These have been incorporated in the financial statements under the appropriate headings.
- Joint ventures Interests in joint ventures are accounted for using the equity method, after initially being recognised at cost in the consolidated balance sheet.

The following subsidiaries, associates and Joint ventures have been considered while preparing the consolidated financial statement.

<b>Name of Entity</b>	<b>Country of Incorporation</b>		<b>% of ownership interest either directly or through subsidiaries</b>			
			<b>As at 30-June -2024</b>	<b>As at 31-March-2024</b>	<b>As at 31-March-2023</b>	<b>As at 31-March-2022</b>
Transrail International FZE	UAE	100.00%	100.00%	100.00%	100.00%	100.00%
Transrail Lighting Malaysia SDN BHD	Malaysia	100.00%	100.00%	100.00%	100.00%	100.00%
Transrail Structures America INC	USA	100.00%	100.00%	100.00%	100.00%	100.00%
Transrail Lighting Nigeria Limited	Nigeria	100.00%	100.00%	100.00%	100.00%	100.00%
Transrail Contracting LLC	UAE	100.00%	-	-	-	-
ii) Transrail Lighting Ltd - First Capital Energy & Power Ind Ltd JV (Nigeria)	Joint venture	30%	30%	30%	30%	30%
Railsys Engineers Pvt. Ltd. - Transrial lighting Ltd. JV - "REPL-TLL JV"	Joint Venture	49%	49%	49%	49%	49%
TLL Metcon Pravesh JV	Joint Venture	60%	60%	60%	60%	60%
Transrail Hanbaek Consortium	Joint Venture	100%	100%	100%	-	-
GECPL-TLL JV	Joint Venture	95%	95%	95%	95%	95%
ALTIS-TLL-JV	Joint Venture	49%	49%	49%	-	-
TLL-ALTIS JV	Joint Venture	80%	80%	-	-	-
Burberry Infra Private Limited (Up to November 24, 2023)	Associate	-	-	50%	-	-

#### **D. Use of estimates and judgments**

The preparation of the Restated financial statements in conformity with Ind AS requires management to make estimates, judgements and assumptions. These estimates, judgements and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of Restated financial statements and reported amounts of revenues and expenses during the periods. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of circumstances surrounding the estimates. Changes in estimates are reflected in the Restated financial statement in the period in which changes are made and if material, their effects are disclosed in the notes to the Restated financial statements.

#### **E. Operating cycle for current and non-current classification**

All the assets and liabilities have been classified as current or non-current, wherever applicable, as per the operating cycle of the Company as per the guidance set out in Schedule III to the Act. Operating cycle for the business activities of the Group covers the duration of the project / contract / service including the defect liability period, wherever applicable, and extends up to the realization of receivables (including retention monies) within the credit period normally applicable to the respective project. Operating cycle for pure supply contracts and other businesses are considered as twelve months.

#### **F. Critical accounting estimates**

The financial statements require management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying

disclosures, and the disclosures of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. The application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in the financial statements have been disclosed here under:

i. **Judgements**

In the process of applying the Group's accounting policies, management has made the following judgments, which have the most significant effect on the amounts recognized in the Consolidated financial statements.

ii. **Taxes**

Deferred tax assets are recognized for unabsorbed tax losses to the extent that it is probable that taxable profit will be available against which the losses can be set-off. Significant management judgement is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable profits.

iii. **Defined benefit plans (gratuity benefits)**

The cost of defined benefit gratuity plan and the present value of the gratuity 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.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

The mortality rate is based on publicly available mortality tables for the specific countries. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates for the respective countries.

iv. **Non-current asset held for sale**

Assets held for sale are measured at the lower of carrying amount or fair value less costs to sell. The determination of fair value less costs to sell includes use of management estimates and assumptions. The fair value of the asset held for sale has been estimated using valuation techniques (mainly income and market approach), which include unobservable inputs.

v. **Revenue Recognition**

The Group uses the percentage of completion method in accounting for its construction contracts. The use of the percentage of completion method requires the Group to estimate the expenditure to be incurred on the project till the completion of the project. The percentage of work completed is determined in the proportion of the expenditure incurred on the project till each reporting date to total expected expenditure on the project. Provision for estimated foreseeable losses, if any, on uncompleted contracts are recorded in the period in which such losses become probable based on the expected contract estimates at the reporting date.

## **G. Material Accounting Policy Information**

### **a) Revenue Recognition**

The Group derives revenues primarily from Engineering, Procurement and Construction business.

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration we expect to receive in exchange for those products or services.

Revenue from Operations, where the performance obligations are satisfied over time and where there is no uncertainty as to measurement or collectability of consideration, is recognized as per the percentage-of-completion method. The Group determines the percentage-of-completion on the basis of direct measurements of the value of the goods or services transferred to the customer to date relative to the remaining goods or services promised under the contract. When there is uncertainty as to measurement or ultimate collectability, revenue recognition is postponed until such uncertainty is resolved.

Revenue from the sale of distinct manufactured / traded material is recognised upfront at the point in time when the control over the material is transferred to the customer.

Revenue from rendering of services is recognized in the accounting period when the service is rendered and the right to receive the revenue is established.

Revenues in excess of invoicing are classified as Contract assets while invoicing in excess of revenues are classified as contract liabilities (which can be referred as Advances from Customers).

'Advance payments received from customers for which no services are rendered are also presented under 'Advance from Customers'

In arrangements for supply and erection contracts performed over a period of time, the Group has applied the guidance in Ind AS 115, Revenue from contract with customer, by applying the revenue recognition criteria for each distinct performance obligation. Although there may be separate contracts with customers for supply of parts and erection of towers, it is accounted for as a single contract as they are bid and negotiated as a package with a single commercial objective and the consideration for one contract depends on the price and performance of the other contract. The goods and services promised are a single performance obligation.

The Group presents revenues net of indirect taxes in its Statement of Profit and Loss.

### **Interest Income**

Interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortized cost of a financial liability. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in other income in the statement of profit and loss.

### **Export Benefits**

Duty Drawback claims are recognized based on the entitlement under relevant scheme / laws.

### **Other Revenues**

All other revenues are recognized on accrual basis.

**b) Property, Plant and Equipment (PPE)**

The Property, Plant and Equipment are stated at cost less accumulated depreciation and impairment, if any.

The Group depreciates the assets on straight line method in accordance with the useful life prescribed in Schedule II of the Act except for erection tools and tackles which are depreciated over the period of 2 and 5 years based on the technical evaluation of the same. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

An item of property, plant and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognized.

The residual values and useful lives of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

**Non-current Assets held for sale**

A Non-Current Asset is classified as held for sale if its carrying amount will be recovered principally through sale rather than through its continuing use, is available for immediate sale in its present condition, subject only to terms that are usual and customary for sale, it is highly probable that sale will take place within next 1 year and sale will not be abandoned.

**c) Intangible assets**

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses. Internally generated intangibles, excluding capitalized development costs, are not capitalized and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

Intangible assets consist of rights and licenses which are mortised over the useful life on a straight line basis.

**d) Leases**

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a year of time in exchange for consideration.

The Group, as a lessee, recognizes a right-of-use asset and a lease liability for its leasing arrangements, if the contract conveys the right to control the use of an identified asset. The contract conveys the right to control the use of an identified asset, if it involves the use of an identified asset and the Group has substantially all of the economic benefits from use of the asset and has right to direct the use of the identified asset. The cost of the right-of-use asset shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date plus any initial direct costs incurred. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any re-measurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset.

The Group measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Group uses incremental borrowing rate.

For short-term and low value leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the lease term.

## e) Financial Instruments

### **Initial Recognition**

The Group recognizes financial assets and financial liabilities when it becomes a party to the contractual provision of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are recorded at transaction price. 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.

### **Subsequent measurement**

For purposes of subsequent measurement, financial assets are classified in four categories:

- a) financial instruments at mortised cost
- b) financial instruments at fair value through other comprehensive income (FVTOCI)
- c) financial instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)

#### **Financial Assets at amortized cost**

A Financial instrument is measured at the amortized cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Group. After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the statement of profit or loss. The losses arising from impairment are recognized in the statement of profit or loss.

#### **Financial Assets at FVTOCI**

A financial asset is classified as at the FVTOCI if both of the following criteria are met:

- a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- b) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Group recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the statement of profit & loss. On de-recognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified from the equity to statement of profit & loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

#### **Financial Asset at FVTPL**

Any financial asset which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

## **De-recognition**

A financial asset is derecognized when:

- The rights to receive cash flows from the asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset and the transfer qualifies for de-recognition under Ind AS 109.

## **f) Financial Liabilities**

### **Initial recognition and measurement.**

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Group's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

### **Subsequent measurement**

The measurement of financial liabilities depends on their classification, as described below:

#### **Financial liabilities at fair value through profit or loss**

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109.

Gains or losses on liabilities held for trading are recognized in the statement of profit & loss. Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk is recognized in OCI. These gains/ losses are not subsequently transferred to the statement of profit & loss. However, the group may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognized in the statement of profit or loss. The Group has not designated any financial liability as at fair value through the statement of profit & loss.

#### **Loans and borrowings**

This is the category most relevant to the Group. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

#### **Hedge accounting**

The Group designates certain hedging instruments, which include derivatives, embedded derivatives and non-derivatives in respect of foreign currency risk, commodity price risk as cash flow hedges. Hedges of foreign exchange risk and commodity price risk for highly probable forecast transactions are accounted for as cash flow hedges. Hedges of the fair value of recognised assets or liabilities or a firm commitment are accounted for as fair value hedges.

At the inception of the hedge relationship, the entity documents the relationship between the hedging instrument and the hedged item, along with its risk management objectives and its strategy for undertaking various hedge transactions. Furthermore, at the inception of the hedge and on an ongoing basis, the Group documents whether the hedging instrument is highly effective in offsetting changes in

fair values or cash flows of the hedged item attributable to the hedged risk. Note 42 sets out details of the fair values of the derivative instruments used for hedging purposes.

#### **Fair value hedges**

Changes in the fair value of derivatives that are designated and qualify as fair value hedges are recorded in profit or loss, together with any changes in fair value of the hedged asset or liability that are attributable to the hedged risk. The gain or loss is recognised in profit or loss.

Where the hedged item subsequently results in the recognition of a non-financial asset, both the deferred hedging gains and losses and the deferred time value of the option contracts, if any, are included within the initial cost of the asset. The deferred amounts are ultimately recognised in profit or loss as the hedged item affects profit or loss through cost of material consumed.

#### **Cash flow hedges that qualify for hedge accounting**

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in other comprehensive income and accumulated under the heading of cash flow hedging reserve. The gain or loss relating to the ineffective portion is recognised immediately in the Statement of Profit and Loss.

Amounts previously recognised in other comprehensive income and accumulated in equity relating to (effective portion as described above) are reclassified to the Statement of Profit and Loss in the periods when the hedged item affects profit or loss, in the same line as the recognised hedged item. However, when the hedged forecast transaction results in the recognition of a non-financial asset or a non-financial liability, such gains and losses are transferred from equity (but not as a reclassification adjustment) and included in the initial measurement of the cost of the non-financial asset or nonfinancial liability.

Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, or when it no longer qualifies for hedge accounting. Any gain or loss recognised in other comprehensive income and accumulated in equity at that time remains in equity and is recognised when the forecast transaction is ultimately recognised in the Statement of Profit and Loss. When a forecast transaction is no longer expected to occur, the gain or loss accumulated in equity is recognised immediately in the Statement of Profit and Loss.

#### **De-recognition**

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another liability from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

#### **Fair Value Measurement**

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

**g) Impairment**

**Impairment of Financial Assets**

The Group recognizes the loss allowance using the expected credit loss (ECL) model for financial assets which are not valued through the statement of profit and loss account.

The Group follows 'simplified approach' for recognition of impairment loss allowance on trade receivables or contract revenue receivables. The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. For recognition of impairment loss on other financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/expense in the statement of profit and loss (P&L). This amount is reflected under the head 'other expenses' in the statement of profit and loss.

**h) Impairment of Non-Financial Assets**

Assets with an indefinite useful life and goodwill are not amortized / depreciated and are tested annually for impairment. Assets subject to amortization / depreciation are tested for impairment provided that an event or change in circumstances indicates that their carrying amount might not be recoverable. An impairment loss is recognized in the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the difference between asset's fair value less sale costs and value in use. For the purposes of assessing impairment, assets are aggregated at the lowest levels for which there are separately identifiable cash flows (cash-generating units).

Non-financial assets other than Goodwill for which impairment losses have been recognized are tested at each balance sheet date in the event that the loss has reversed.

The Group, on an annual basis, tests Goodwill for impairment, and if any impairment indicators are identified tests other non-financial assets, in accordance with the accounting policy. The recoverable amounts of cash-generating units have been determined based on value-in-use calculations. These calculations require the use of estimates and sensitivity analysis is performed on the most relevant variables included in the estimates, paying particular attention to situations in which potential impairment indicators may be identified.

**i) Provisions, Contingent Liabilities, Contingent Assets.**

**General**

The group recognizes a provision when it has a present legal or constructive obligation as a result of past events; it is likely that an outflow of resources will be required to settle the obligation; and the amount can be reliably estimated. Provisions are not recognized for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required to settle the obligation is determined by considering the class of obligations as a whole. A provision is recognized even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are carried at the present value of forecast payments that are expected to be required to settle the obligation, using a rate before taxes that reflects the current market assessment of the time value of money and the specific risks of the obligation. The increase in the provision due to passage of time is recognized as interest expense.

### **Provision for Contractual Obligation**

The group is exposed to shortages in the supply and rectification of erection services of the materials which generally are identified during the course of the execution of the project. These shortages are due to various aspects like theft, pilferage and other losses. The group therefore records the costs, net of any claims, at the time related revenues are recorded in the statement of profit & loss.

The group estimates such costs based on historical experience and estimates are reviewed on an annual basis for any material changes in assumptions and likelihood of occurrence.

### **Contingent Liabilities**

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Group does not recognize a contingent liability but discloses its existence in the financial statements. Contingent assets are only disclosed when it is probable that the economic benefits will flow to the entity.

## **j) Foreign Currencies**

### **Transactions and Balances**

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognized in profit or loss with the exception of the following:

- Exchange differences arising on monetary items that forms part of a reporting entity's net investment in a foreign operation are recognized in Other Comprehensive Income (OCI) in the Consolidated financial statements of the reporting entity. The foreign operations are accounted in the Consolidated financial statements as a non-integral operation.
- Exchange differences arising on monetary items that are designated as part of the hedge of the Group's net investment of a foreign operation are recognized in OCI until the net investment is disposed of, at which time, the cumulative amount is reclassified to statement of profit & loss.
- Tax charges and credits attributable to exchange differences on those monetary items are also recorded in OCI.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognized in OCI or profit or loss are also recognized in OCI or profit or loss, respectively).

## **k) Share based payments**

The Group operates equity-settled share based remuneration plans for its employees.

For share settled share based payments, a liability is recognised for the services acquired, measured initially at the fair value of the liability. All goods and services received in exchange for the grant of any share based payment are measured at their fair values on the grant date. Grant date is the date when the Group and employees have shared an understanding of terms and conditions on the arrangement. Where employees are rewarded using share based payments, the fair value of employees services is determined indirectly by reference to the fair value of the equity instruments granted. This fair value is appraised at the grant date and excludes the impact of non-market vesting conditions. All share based remuneration is ultimately recognised as an expense in profit or loss. If vesting periods or other vesting conditions apply, the expense is allocated over the vesting period, based on the best available estimate

of the number of share options expected to vest.

Upon exercise of share options, the proceeds received, net of any directly attributable transaction costs, are allocated to share capital up to the nominal (or par) value of the shares issued with any excess being recorded as share premium.

**l) Taxes**

**Current Income Tax**

Current income tax assets and liabilities are measured at the amount expected to be refunded from or paid to the taxation authorities. The tax rates and the tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the domicile country. Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). The management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and makes provisions wherever appropriate.

**Deferred Tax**

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates and the tax laws that have been enacted or substantively enacted at the reporting date. Deferred tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

**m) Inventories**

Inventories are valued at the lower of cost and net realizable value.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

- ▶ Raw materials: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average.
- ▶ Work in progress: cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity, but excluding borrowing costs. Cost of direct material is determined on weighted average. Work In Progress on construction contracts reflects value of material inputs and expenses incurred on contracts including profits recognized based on percentage completion method on estimated profits in evaluated jobs.
- ▶ Traded goods: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average.
- ▶ Consumable Stores and construction materials are valued and stated at lower of cost or net realizable value.
- ▶ Finished Goods are valued at cost or net realizable value, whichever is lower. Costs are determined on weighted average method.
- ▶ Scrap are valued at net realizable value.

**n) Retirement and other employee benefits**

Retirement benefit in the form of provident fund, family pension fund and employee state insurance contribution is a defined contribution scheme. The Group has no obligation, other than the contribution payable to the provident fund, family pension fund and employee state insurance contribution. The group recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

The Group operates a defined benefit gratuity plan in India, which requires contributions to be made to a separately administered fund and / or creation of provision for unfunded portion of defined gratuity. The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method.

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognized immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognized in the statement of profit & loss on the earlier of:

- The date of the plan amendment or curtailment, and
- The date that the Group recognizes related restructuring costs

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Group recognizes the following changes in the net defined benefit obligation as an expense in the Consolidated statement of profit and loss:

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- Net interest expense or income

### **Termination Benefits**

Termination benefits are payable as a result of the group's decision to terminate employment before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. The group recognizes these benefits when it has demonstrably undertaken to terminate current employees' employment in accordance with a formal detailed plan that cannot be withdrawn, or to provide severance indemnities as a result of an offer made to encourage voluntary redundancy. Benefits that will not be paid within 12 months of the balance sheet date are discounted to their present value.

#### **o) Cash and Cash Equivalents**

Cash and cash equivalents include cash in hand, demand deposits in banks and other short-term highly liquid investments with original maturities of three months or less. Bank overdrafts are shown within bank borrowings in current liabilities on the balance sheet.

#### **p) Trade and Other Receivables**

Trade receivables are amounts due from customers related to goods sold or services rendered in the ordinary course of business. If the receivables are expected to be collected in a year or less (or in the operation cycle if longer), they are classified as current assets. Otherwise, they are recorded as non-current assets.

Trade receivables are initially recognized at fair value and are subsequently measured at amortized cost using the effective interest rate method, less provision for impairment. A provision for impairment of trade receivables is established when there is objective evidence that the Group will not be able to collect all amounts due in accordance with the original terms of the receivables. The existence of significant financial difficulties on the part of the debtor, the probability that the debtor will become

bankrupt or undertake a financial restructuring, and late payment or default are considered to be indicators of the impairment of a receivable. The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the effective interest rate. The asset's carrying amount is written down as the provision is applied and the loss is recognized in the statement of profit and loss. When a receivable is uncollectable, the provision for receivables is made in statement of profit & loss. Subsequent recoveries of receivables written off are recognized in the statement of profit & loss for the year in which the recovery takes place.

**q) Cash Flow Statement**

Cash flows are reported using the indirect method, whereby the profit for the period is adjusted for the effects of the transactions of a non-cash nature, any deferrals or past and future operating cash flows, and items of incomes and expenses associated with investing and financing cash flows. The cash flows from operating and investing activities of the group are segregated.

**r) Operating Cycle**

Assets and liabilities relating to long term projects/ contracts are classified as current/non-current based on the individual life cycle of the respective contract / project as the operating cycle. In case of pure supply contracts and other businesses, the operating cycle is considered as twelve months.

**s) Borrowing Costs**

Borrowing costs attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for its intended use are added to the cost of those assets.

Interest income earned on temporary investment of specific borrowing pending their deployment is deducted from the borrowing costs eligible for capitalization.

All other borrowing costs are recognized in the Statement of Profit and Loss in the period in which they are incurred.

**t) Onerous Contracts**

If the Group has a contract that is onerous, the present obligation under the contract is recognised and measured as a provision. However, before a separate provision for an onerous contract is established, the Group recognises any impairment loss that has occurred on assets dedicated to that contract. An onerous contract is a contract under which the unavoidable costs (i.e., the costs that the Group cannot avoid because it has the contract) of meeting the obligations under the contract exceed the economic benefits expected to be received under it. The unavoidable costs under a contract reflect the least net cost of exiting from the contract, which is the lower of the cost of fulfilling it and any compensation or penalties arising from failure to fulfil it. The cost of fulfilling a contract comprises the costs that relate directly to the contract (i.e., both incremental costs and an allocation of costs directly related to contract activities)."

**u) Earnings per share**

Basic earnings per share is calculated by dividing the profit attributable to owners of the Group by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential equity shares and the weighted number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

**Transrail Lighting Limited**  
**Notes to Restated Consolidated Financial Statements as at and for the three months period ended June 30, 2024 & year ended March 31, 2024 , March 31, 2023 and March 31, 2022**  
*(All figures are Rupees in Million unless otherwise stated)*

**Property, Plant and Equipment, Right - of - use Assets, Capital Work in Progress and Intangible Assets schedule**

**3 Property, Plant and Equipments**

Particulars	Land - Free Hold	Land - Lease hold	Building - Factory & Office	Plant & Machinery	Electric Installation	Furniture & Fixtures	Vehicles	Office Equipment	Computer	SPC Tools	Total
<b>Gross Block</b>											
<b>As at April 01, 2021</b>	<b>282.52</b>	<b>471.72</b>	<b>1,310.41</b>	<b>2,229.34</b>	<b>37.53</b>	<b>41.22</b>	<b>88.77</b>	<b>13.32</b>	<b>43.55</b>	<b>91.25</b>	<b>4,609.63</b>
Additions	-	-	3.81	505.46	0.17	11.53	29.60	8.36	13.75	1.11	573.79
Disposals	-	-	40.97	12.05	-	0.56	4.49	0.00	0.11	0.17	58.35
<b>As at March 31, 2022</b>	<b>282.52</b>	<b>471.72</b>	<b>1,273.25</b>	<b>2,722.75</b>	<b>37.70</b>	<b>52.19</b>	<b>113.88</b>	<b>21.68</b>	<b>57.19</b>	<b>92.19</b>	<b>5,125.07</b>
Additions	-	-	8.41	726.46	0.79	4.74	15.73	9.08	14.06	11.06	790.33
Disposals	-	-	-	88.02	-	-	11.48	0.04	0.10	46.34	145.98
Held For Sale	-	-	2.87	-	-	-	-	-	-	-	2.87
<b>As at March 31, 2023</b>	<b>282.52</b>	<b>471.72</b>	<b>1,278.79</b>	<b>3,361.19</b>	<b>38.49</b>	<b>56.93</b>	<b>118.13</b>	<b>30.72</b>	<b>71.15</b>	<b>56.91</b>	<b>5,766.55</b>
Additions	-	-	12.32	245.69	0.44	3.97	17.21	10.75	10.65	4.98	306.01
Disposals	-	-	-	19.35	-	0.66	5.59	0.06	0.20	-	25.86
Held For Sale	-	-	-	-	-	-	-	-	-	-	-
<b>As at March 31, 2024</b>	<b>282.52</b>	<b>471.72</b>	<b>1,291.11</b>	<b>3,587.53</b>	<b>38.93</b>	<b>60.24</b>	<b>129.75</b>	<b>41.41</b>	<b>81.60</b>	<b>61.89</b>	<b>6,046.70</b>
Additions	-	-	0.79	164.15	0.44	2.25	8.21	0.98	3.48	-	180.30
Disposals	-	-	-	-	-	-	2.11	-	-	-	2.11
Held For Sale	-	-	-	-	-	-	-	-	-	-	-
<b>As at June 30, 2024</b>	<b>282.52</b>	<b>471.72</b>	<b>1,291.90</b>	<b>3,751.68</b>	<b>39.37</b>	<b>62.49</b>	<b>135.85</b>	<b>42.39</b>	<b>85.08</b>	<b>61.89</b>	<b>6,224.89</b>
											=
<b>Accumulated Depreciation</b>											
<b>As at April 01, 2021</b>	<b>-</b>	<b>27.33</b>	<b>258.76</b>	<b>1,069.39</b>	<b>29.95</b>	<b>24.33</b>	<b>32.73</b>	<b>12.17</b>	<b>26.34</b>	<b>70.99</b>	<b>1,551.99</b>
Charge for the year	-	5.24	37.19	254.35	1.35	2.85	9.97	3.61	10.01	4.36	328.93
Disposals for the year	-	-	1.86	4.66	-	0.13	3.37	(0.03)	0.05	0.16	10.20
<b>As at March 31, 2022</b>	<b>-</b>	<b>32.57</b>	<b>294.09</b>	<b>1,319.08</b>	<b>31.30</b>	<b>27.05</b>	<b>39.33</b>	<b>15.81</b>	<b>36.30</b>	<b>75.19</b>	<b>1,870.72</b>
Charge for the year	-	5.24	36.70	317.13	1.10	3.07	12.86	4.57	11.48	4.20	396.35
Disposals for the year	-	-	-	51.78	-	-	8.55	-	0.06	44.02	104.41
Held For Sale	-	-	0.38	-	-	-	-	-	-	-	0.38
<b>As at March 31, 2023</b>	<b>-</b>	<b>37.81</b>	<b>330.41</b>	<b>1,584.43</b>	<b>32.40</b>	<b>30.12</b>	<b>43.64</b>	<b>20.38</b>	<b>47.72</b>	<b>35.37</b>	<b>2,162.28</b>
Charge for the year	-	5.24	36.96	334.45	1.12	3.52	13.14	5.28	12.34	10.38	422.43
Disposals for the year	-	-	-	7.99	-	0.42	3.76	(0.33)	0.18	-	12.02
Held For Sale	-	-	-	-	-	-	-	-	-	-	-
<b>As at March 31, 2024</b>	<b>-</b>	<b>43.05</b>	<b>367.37</b>	<b>1,910.89</b>	<b>33.52</b>	<b>33.22</b>	<b>53.02</b>	<b>25.99</b>	<b>59.89</b>	<b>45.75</b>	<b>2,572.69</b>
Charge for the period	-	1.31	9.43	83.89	0.28	0.89	3.64	1.55	3.08	2.74	106.81
Disposals for the period	-	-	-	-	-	-	-	1.99	-	-	1.99
Held For Sale	-	-	-	-	-	-	-	-	-	-	-
<b>As at June 30, 2024</b>	<b>-</b>	<b>44.36</b>	<b>376.80</b>	<b>1,994.78</b>	<b>33.80</b>	<b>34.11</b>	<b>56.66</b>	<b>25.55</b>	<b>62.96</b>	<b>48.49</b>	<b>2,677.51</b>
<b>Net Block as at March 31, 2022</b>	<b>282.52</b>	<b>439.15</b>	<b>979.16</b>	<b>1,403.67</b>	<b>6.40</b>	<b>25.14</b>	<b>74.55</b>	<b>5.87</b>	<b>20.89</b>	<b>17.00</b>	<b>3,254.35</b>
<b>Net Block as at March 31, 2023</b>	<b>282.52</b>	<b>433.91</b>	<b>948.38</b>	<b>1,776.76</b>	<b>6.09</b>	<b>26.81</b>	<b>74.49</b>	<b>10.34</b>	<b>23.43</b>	<b>21.54</b>	<b>3,604.27</b>
<b>Net Block as at March 31, 2024</b>	<b>282.52</b>	<b>428.67</b>	<b>923.74</b>	<b>1,676.64</b>	<b>5.41</b>	<b>27.02</b>	<b>76.73</b>	<b>15.42</b>	<b>21.71</b>	<b>16.14</b>	<b>3,474.01</b>
<b>Net Block as at June 30, 2024</b>	<b>282.52</b>	<b>427.36</b>	<b>915.11</b>	<b>1,756.90</b>	<b>5.58</b>	<b>28.37</b>	<b>79.18</b>	<b>16.84</b>	<b>22.12</b>	<b>13.40</b>	<b>3,547.38</b>

In respect of Property, Plant and Equipment the management has carried out an exercise for determining the impairment and is of the opinion that no impairment has taken place in respect of Property, Plant and Equipment.

**Transrail Lighting Limited**

Notes to Restated Consolidated Financial Statements as at and for the three months period ended June 30, 2024 & year ended March 31, 2024 , March 31, 2023 and March 31, 2022  
(All figures are Rupees in Million unless otherwise stated)

**4 Right-of-use Assets**

Particulars	Plant & Equipment	Office Premises	Total
<b>Gross Block</b>			
<b>As at April 01, 2021</b>	<b>55.42</b>	<b>133.05</b>	<b>188.47</b>
Additions	4.80	15.93	20.73
Disposals	-	-	-
<b>As at March 31, 2022</b>	<b>60.22</b>	<b>148.98</b>	<b>209.20</b>
Additions	-	159.10	159.10
Disposals	-	-	-
<b>As at March 31, 2023</b>	<b>60.22</b>	<b>308.08</b>	<b>368.30</b>
Additions	-	174.00	174.00
Disposals	-	13.70	13.70
<b>As at March 31, 2024</b>	<b>60.22</b>	<b>468.38</b>	<b>528.60</b>
Additions	-	-	-
Disposals	-	-	-
<b>As at June 30, 2024</b>	<b>60.22</b>	<b>468.38</b>	<b>528.60</b>
<b>Accumulated Depreciation</b>			
<b>As at April 01, 2021</b>	<b>5.70</b>	<b>71.00</b>	<b>76.70</b>
Charge for the year	3.88	43.29	47.17
Disposals	-	-	-
<b>As at March 31, 2022</b>	<b>9.58</b>	<b>114.29</b>	<b>123.87</b>
Charge for the year	6.69	54.67	61.36
Disposals	-	-	-
<b>As at March 31, 2023</b>	<b>16.27</b>	<b>168.96</b>	<b>185.23</b>
Charge for the year	6.74	72.80	79.54
Disposals	-	-	-
<b>As at March 31, 2024</b>	<b>23.01</b>	<b>241.76</b>	<b>264.77</b>
Charge for the period	1.67	18.18	19.85
Disposals	-	-	-
<b>As at June 30, 2024</b>	<b>24.68</b>	<b>259.94</b>	<b>284.62</b>
<b>Net block as at March 31, 2022</b>	<b>50.64</b>	<b>34.68</b>	<b>85.33</b>
<b>Net block as at March 31, 2023</b>	<b>43.95</b>	<b>139.12</b>	<b>183.07</b>
<b>Net Block as at March 31, 2024</b>	<b>37.21</b>	<b>226.62</b>	<b>263.83</b>
<b>Net Block as at June 30, 2024</b>	<b>35.53</b>	<b>208.44</b>	<b>243.98</b>

**5 Capital Work in Progress**

Particulars	Rs
<b>As at April 01, 2021</b>	<b>38.52</b>
Additions	140.01
Capitalized during the year	6.40
<b>As at March 31, 2022</b>	<b>172.13</b>
Additions	287.89
Capitalized during the year	418.78
<b>As at March 31, 2023</b>	<b>41.24</b>
Addition	89.30
Capitalized during the year	72.69
<b>As at March 31, 2024</b>	<b>57.85</b>
Addition	12.26
Capitalized during the period	-
<b>As at June 30, 2024</b>	<b>70.11</b>

**Transrail Lighting Limited**

Notes to Restated Consolidated Financial Statements as at and for the three months period ended June 30, 2024 & year ended March 31, 2024 , March 31, 2023 and March 31, 2022  
*(All figures are Rupees in Million unless otherwise stated)*

**Capital Work in Progress Ageing:**

Particular	Less than 1 year	1 to 2 Years	2 to 3 Years	More than 3 years	Total CWIP
<b>Projects in Progress</b>					
As at March 31, 2022	144.16	0.71	24.07	3.19	172.13
As at March 31, 2023	24.20	2.00	-	15.04	41.24
As at March 31, 2024	34.04	6.81	2.00	15.00	57.85
As at June 30, 2024	40.55	12.51	2.05	15.00	70.11

**Capital Work in Progress Completion Overdue:**

Projects in Progress	To be completed in			
	Less than 1 year	1 to 2 Years	2 to 3 Years	More than 3 years
<b>As at June 30, 2024</b>				
Plant & Equipment	17.00	-	-	-

Projects in Progress	To be completed in			
	Less than 1 year	1 to 2 Years	2 to 3 Years	More than 3 years
<b>As at March 31, 2024</b>				
Plant & Equipment	17.00	-	-	-

Projects in Progress	To be completed in			
	Less than 1 year	1 to 2 Years	2 to 3 Years	More than 3 years
<b>As at March 31, 2023</b>				
Plant & Equipment	17.00	-	-	-

Projects in Progress	To be completed in			
	Less than 1 year	1 to 2 Years	2 to 3 Years	More than 3 years
<b>As at March 31, 2022</b>				
Building - Factory & Office	4.06	-	-	-
Building - Factory & Office	1.41	-	-	-
Plant & Equipment	28.65	-	-	-

**Transrail Lighting Limited**  
**Notes to Restated Consolidated Financial Statements as at and for the three months period ended June 30, 2024 & year ended March 31, 2024 , March 31, 2023 and March 31, 2022**  
*(All figures are Rupees in Million unless otherwise stated)*

**6 Intangible Assets**

Particulars	Computer Software
<b>Gross Block</b>	
As at April 01, 2021	<b>33.12</b>
Additions	0.13
Disposals	-
Other Adjustments	-
<b>As at March 31, 2022</b>	<b>33.25</b>
Additions	0.12
Disposals	-
Other Adjustments	-
<b>As at March 31, 2023</b>	<b>33.37</b>
Additions	0.10
Disposals	-
Other Adjustments	-
<b>As at March 31, 2024</b>	<b>33.47</b>
Additions	-
Disposals	-
Other Adjustments	-
<b>As at June 30, 2024</b>	<b>33.47</b>
<b>Accumulated Depreciation</b>	
As at April 01, 2021	<b>28.59</b>
Charge for the year	2.28
Disposals for the year	-
<b>As at March 31, 2022</b>	<b>30.87</b>
Charge for the year	0.55
Disposals for the year	-
<b>As at March 31, 2023</b>	<b>31.42</b>
Charge for the year	1.15
Disposals for the year	-
<b>As at March 31, 2024</b>	<b>32.57</b>
Charge for the period	0.02
Disposals for the period	-
<b>As at June 30, 2024</b>	<b>32.59</b>
<b>Net Block as at March 31, 2022</b>	<b>2.38</b>
<b>Net Block as at March 31, 2023</b>	<b>1.95</b>
<b>Net Block as at March 31, 2024</b>	<b>0.90</b>
<b>Net Block as at June 30, 2024</b>	<b>0.88</b>

Range of remaining period of amortisation as at March 31,2022 of Intangible assets is as below:

Asset	Range of remaining period of amortisation			Net Block
	< 5 Year	5-10 Year	> 10 Year	
Computer Software	1.46	0.92	-	2.38
<b>Total</b>	<b>1.46</b>	<b>0.92</b>	<b>-</b>	<b>2.38</b>

Range of remaining period of amortisation as at March 31,2023 of Intangible assets is as below:

Asset	Range of remaining period of amortisation			Net Block
	< 5 Year	5-10 Year	> 10 Year	
Computer Software	1.03	0.92	-	1.95
<b>Total</b>	<b>1.03</b>	<b>0.92</b>	<b>-</b>	<b>1.95</b>

Range of remaining period of amortisation as at March 31,2024 of Intangible assets is as below:

Asset	Range of remaining period of amortisation			Net Block
	< 5 Year	5-10 Year	> 10 Year	
Computer Software	0.90	-	-	0.90
<b>Total</b>	<b>0.90</b>	<b>-</b>	<b>-</b>	<b>0.90</b>

Range of remaining period of amortisation as at June 30,2024 of Intangible assets is as below:

Asset	Range of remaining period of amortisation			Net Block
	< 5 Year	5-10 Year	> 10 Year	
Computer Software	0.88	-	-	0.88
<b>Total</b>	<b>0.88</b>	<b>-</b>	<b>-</b>	<b>0.88</b>

**Transrail Lighting Limited**  
CIN: U31506MH2008PLC179012

Notes to Restated Consolidated Financial Statements as at and for the three months period ended June 30, 2024 & year ended March 31, 2024 , March 31, 2023 and March 31, 2022  
(All figures are Rupees in Million unless otherwise stated)

7	<b>Financial Assets-Investments</b>								
		As at June-24		As at Mar-24		As at Mar-23		As at Mar-22	
Particulars	Non Current	Current	Non Current	Current	Non Current	Current	Non Current	Current	
i) Investment in Equity shares of Associate Company (Unquoted)									
Burberry Infra Private Limited	-	-	-	-	0.05	-	0.05	-	
Nil (P.Y 2023-24 Nil P.Y 2022-23 5,000 Shares, P.Y 2021-22 5,000 Shares) of Rs. 10 each									
ii) Investment in Mutual Funds *									
a - Baroda BNP Paribas Banking & PSU Bond Fund	-	-	-	-	-	21.41	-	20.91	
Nil (P.Y 2023-24 Nil, P.Y 2022-23: 19,99,900 Units of Rs. 10.70, P.Y 2021-22: 19,99,900.00 Units of Rs. 10.45)									
b - Aditya Birla Mutual Fund Sunlife Government Securities Fund	-	-	-	-	-	10.95	-	10.64	
Nil (P.Y 2023-24 Nil, P.Y 2022-23: 1,60,289.76 Units of Rs. 68.29, P.Y 2021-22: 1,60,289.76 Units of Rs. 66.36)									
c - Aditya Birla Sun life Floating Rate Fund	-	49.93	-	49.02	-	-	-	-	
1,55,344.706 Units of Rs. 321.40 (P.Y 2023-24 1,55,344.706 Units of Rs. 315.55, P.Y 2022-23 Nil and P.Y 2021-22 Nil)									
<b>Total</b>	-	<b>49.93</b>	-	<b>49.02</b>	<b>0.05</b>	<b>32.36</b>	<b>0.05</b>	<b>31.55</b>	
<b>Disclosure:</b>									
i) Investment Carried at Amortised Cost	-	-	-	-	0.05	-	0.05	-	
ii) Investment Carried at Fair Value through Profit & Loss	49.93	-	49.02	-	32.36	-	31.55		

All the above investments are fully paid up.

Aggregate Value of Unquoted Investments Rs. Nil (P.Y. 23-24 Rs. Nil) (P.Y. 22-23 Rs. 0.05 Million) and (P.Y. 21-22 Rs. 0.05 Million)

Aggregate Value of Quoted Investments Rs. 49.93 Million (P.Y. 23-24 Rs. 49.02 Million) (P.Y. 22-23 Rs. 32.36 Million) and (P.Y. 21-22 Rs. 31.55 Million)

Market Value of Quoted Investments Rs. 49.93 Million (P.Y. 23-24 Rs. 49.02 Million) (P.Y. 22-23 Rs. 32.36 Million) and (P.Y. 21-22 Rs. 31.55 Million)

\*The units of mutual funds are marked as lien against the credit facility taken from Aditya Birla Finance Ltd.

8	<b>Financial Assets -Trade Receivables</b>								
		As at June-24		As at Mar-24		As at Mar-23		As at Mar-22	
Particulars	Non Current	Current	Non Current	Current	Non Current	Current	Non Current	Current	
Unsecured, considered good unless otherwise stated									
Considered good	-	9,313.26	-	10,367.91	-	6,543.95	-	6,492.14	
Credit Impaired [Refer note 8 (b)]	-	181.16	-	181.16	-	179.17	-	147.97	
Less: - Provision for Credit Impaired	-	(181.16)	-	(181.16)	-	(179.17)	-	(147.97)	
Less :- Allowance for Expected Credit Loss [Refer note 8 (b)]	-	9,313.26	-	10,367.91	-	6,543.95	-	6,492.14	
<b>Total</b>	-	<b>9,140.26</b>	-	<b>10,261.41</b>	-	<b>6,448.95</b>	-	<b>6,397.35</b>	

a) **Trade Receivables Ageing Schedule**

(Aging from bill date)

(i) **As at June 30, 2024**

Range of outstanding period			Undisputed			Total
			Considered Good	Significant increase in credit risk	Credit impaired	
Unbilled			-	-	-	-
Not Due						
Less than 6 months			7,505.31	-	-	7,505.31
6 months - 1 year			654.73	-	-	654.73
1-2 year			667.59	-	12.06	679.65
2-3 year			159.65	-	-	159.65
> 3 years			325.98	-	169.10	495.08
<b>Total</b>			<b>9,313.26</b>	-	<b>181.16</b>	<b>9,494.42</b>

(ii) **As at March 31, 2024**

Range of outstanding period			Undisputed			Total
			Considered Good	Significant increase in credit risk	Credit impaired	
Less than 6 months			8,264.21	-	-	8,264.21
6 months - 1 year			668.98	-	-	668.98
1-2 year			768.63	-	12.06	780.69
2-3 year			342.66	-	-	342.66
> 3 years			323.43	-	169.10	492.53
<b>Total</b>			<b>10,367.91</b>	-	<b>181.16</b>	<b>10,549.07</b>

(iii) **As at March 31, 2023**

Range of outstanding period			Undisputed			Total
			Considered Good	Significant increase in credit risk	Credit impaired	
Less than 6 months			5,087.88	-	-	5,087.88
6 months - 1 year			619.92	-	-	619.92
1-2 year			314.12	-	14.65	328.77
2-3 year			139.70	-	2.85	142.55
> 3 years			382.33	-	161.67	544.00
<b>Total</b>			<b>6,543.95</b>	-	<b>179.17</b>	<b>6,723.12</b>

(iv) **As at March 31, 2022**

Range of outstanding period			Undisputed			Total
			Considered Good	Significant increase in credit risk	Credit impaired	
Less than 6 months			4,851.07	-	-	4,851.07
6 months - 1 year			621.35	-	-	621.35
1-2 year			429.83	-	3.04	432.87
2-3 year			152.35	-	1.19	153.54
> 3 years			437.54	-	143.74	581.28
<b>Total</b>			<b>6,492.14</b>	-	<b>147.97</b>	<b>6,640.11</b>

b) Credit Impaired & Expected Credit Loss

The Group estimates impairment under the simplified approach. Accordingly, it does not track the changes in credit risk of trade receivables. The impairment amount represents lifetime expected credit loss. In view thereof, the additional disclosures for changes in credit risk and credit impaired are not disclosed.

**Movement in the Credit Impaired**

Opening Balance  
Add : Created during the period  
Less : Released during the period  
**Closing Balance**

	As at June-24	As at Mar-24	As at Mar-23	As at Mar-22
Opening Balance	181.16	179.17	147.97	243.37
Add : Created during the period	-	5.20	31.20	(95.40)
Less : Released during the period	-	(3.21)	-	-
<b>Closing Balance</b>	<b>181.16</b>	<b>181.16</b>	<b>179.17</b>	<b>147.97</b>

**Movement in the Expected Credit loss**

Opening Balance  
Add : Created during the period  
Less : Released during the period  
**Closing Balance**

	As at June-24	As at Mar-24	As at Mar-23	As at Mar-22
Opening Balance	106.50	95.00	94.79	93.01
Add : Created during the period	66.50	11.50	0.21	1.78
Less : Released during the period	-	-	-	-
<b>Closing Balance</b>	<b>173.00</b>	<b>106.50</b>	<b>95.00</b>	<b>94.79</b>

c) Trade receivables includes amount of Rs. 2049.64 Million (March 31, 2024: Rs. 1693.03 Million, March 31, 2023: Rs. 1484.79 Million, March 31, 2022: Rs 1671.75 Million ) due from related parties. Refer note 51.

d) Trade receivables includes amount of Rs. Nil. (March 31, 2024: Rs. Nil, March 31, 2023: Rs. Nil, March 31, 2022: Rs. 8.72 Million) due from companies in which director is a director and member.

Particulars	As at June-24		As at Mar-24		As at Mar-23		As at Mar-22		
	Non Current	Current	Non Current	Current	Non Current	Current	Non Current	Current	
<b>Loans - Unsecured</b>									
<b>Related Parties</b>									
Considered Good	17.01	827.12	18.17	830.69	273.12	280.43	280.71	169.67	
Credit Impaired	-	46.72	-	46.72	-	46.72	150.43	46.72	
Less : Impairment Provision	-	(46.72)	-	(46.72)	-	(46.72)	(150.43)	(46.72)	
<b>Others</b>									
Considered Good	-	-	-	-	-	-	-	-	
Staff Loans	-	1.83	0.02	1.25	0.11	2.76	0.52	2.46	
<b>Total</b>	<b>17.01</b>	<b>828.95</b>	<b>18.19</b>	<b>831.94</b>	<b>273.23</b>	<b>283.19</b>	<b>281.23</b>	<b>172.13</b>	
<b>Details of Related Parties</b>									
		As at June-24		As at Mar-24		As at Mar-23		As at Mar-22	
		Non Current	Current	Non Current	Current	Non Current	Current	Non Current	Current
<b>Loans - Unsecured</b>									
<b>Considered Good</b>									
Transrail Lighting Limited - First Capital Energy & Power Ind Ltd JV -Nigeria (TLL-FCEP Joint Operation)	12.51	37.12	13.67	40.69	73.62	155.43	81.21	169.67	
Railsys & Transrail JV	4.50	-	4.50	-	4.50	-	4.50	-	
Burberry Infra Private Limited	-	790.00	-	790.00	195.00	125.00	195.00	-	
<b>Total</b>	<b>17.01</b>	<b>827.12</b>	<b>18.17</b>	<b>830.69</b>	<b>273.12</b>	<b>280.43</b>	<b>280.71</b>	<b>169.67</b>	
<b>Credit Impaired</b>									
Transrail Lighting Limited - First Capital Energy & Power Ind Ltd JV -Nigeria (TLL-FCEP Joint Operation)	-	-	-	-	-	-	150.43	-	
Consortium of Jyoti and Transrail ("CJT")	-	46.72	-	46.72	-	46.72	-	46.72	

a) The Company has given a long term loan during the previous year 2023-24 Rs. 470 Million , P.Y. 2022-23 Rs. 125 Million , P.Y. 2021-2022 Rs. 195 Million to its associate M/s Burberry Infra Private Ltd.

b) During the year 2021-22 the Loans are repayable within one year as stipulated, however the same has been classified as Non Current based on Management estimation of its recoverability.

c) Loans or Advances in the nature of loans granted to promoters, Directors, KMPs and the related parties (as defined under Companies Act, 2013) either severally or jointly with any other person, that are without specifying any terms or period of repayment.

Type of Borrower	As at June-24		As at Mar-24		As at Mar-23		As at Mar-22	
	Outstanding Loan	% to (A)						
Promoters	-	-	-	-	-	-	-	-
Directors	-	-	-	-	-	-	-	-
KMPs	-	-	-	-	-	-	-	-
Related Parties	100.86	11.30%	105.58	11.77%	280.27	46.47%	452.53	69.57%
Total Loans and Advances to Promoter, Director, KMP and Related parties	<b>100.86</b>		<b>105.58</b>		<b>280.27</b>		<b>452.53</b>	
Total Loans and Advances in the nature of Loan and Advances (A)	<b>892.69</b>		<b>896.85</b>		<b>603.14</b>		<b>650.50</b>	

d) The Group has advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries), the details of the same is hereunder:

Name of the Intermediary (Relationship)	Amount & Date	Name of the Other Company (Relationship)	Amount & Date
<b>2023-24</b>			
Burberry Infra Private Limited (Associate) (CIN: U70109MH2021PTC360006)	Rs. 470.00 Million March 31, 2024	Deepmala Infrastructure Private Limited ( Related party)	Rs. 470.00 Million March 31, 2024
			(CIN: U45201MH2007PTC174676)

Name of the Intermediary (Relationship)	Amount & Date	Name of the Other Company (Relationship)	Amount & Date
<b>2021-22</b>			
Burberry Infra Private Limited (Associate) (CIN: U70109MH2021PTC360006)	Rs. 125.00 Million March 31, 2023	Deepmala Infrastructure Private Limited (Not a related party)	Rs. 125.00 Million March 31, 2023
			(CIN: U45201MH2007PTC174676)

**2021-22**

During the year the Company had given loan to its associate, M/s Burberry Infra Private Ltd. of Rs. 195.00 Million on March 25, 2022 with the understanding that the said amount will be advanced as earnest money deposit towards strategic acquisition which had not concluded as at the end of the year.

e) The Company has complied with the provisions of Foreign Exchange Management Act, 1999 wherever applicable and the transaction are not violative of the Prevention of Money Laundering Act, 2002.

10	Other Financial Assets									
	Particulars		As at June-24		As at Mar-24		As at Mar-23		As at Mar-22	
	Non Current	Current	Non Current	Current	Non Current	Current	Non Current	Current	Non Current	Current
<b>(Unsecured, considered good unless otherwise stated)</b>										
Security Deposits	280.46	95.65	233.48	80.56	231.59	79.55	201.97	107.46		
<b>Interest Receivable</b>										
Related Parties	-	106.88	-	86.18	-	17.86	-	18.88		
Others	14.71	103.83	0.23	60.71	10.28	39.27	0.47	31.48		
Insurance & Other Claims Receivable	-	51.15	-	49.21	-	47.23	-	47.23		
Receivable from Related Party	-	75.35	-	70.37	-	2.84	-	23.40		
Mark to Market Gain on Hedge Contracts	-	2.21	-	13.82	-	45.98	-	33.64		
Bank Deposits with Remaining Maturity more than 12 months held as margin money	405.24	-	286.50	-	325.45	-	40.18	-		
Crop Compensation & Others	-	3.43	-	2.20	-	14.54	-	20.36		
<b>Total</b>	<b>700.41</b>	<b>438.50</b>	<b>520.21</b>	<b>363.05</b>	<b>567.32</b>	<b>247.27</b>	<b>242.62</b>	<b>282.45</b>		
<b>Details of Related Parties</b>										
Particulars	As at June-24		As at Mar-24		As at Mar-23		As at Mar-22			
	Non Current	Current	Non Current	Current	Non Current	Current	Non Current	Current		
<b>Interest Receivable</b>										
Transrail Lighting Limited - First Capital Energy & Power Ind Ltd JV -Nigeria (TLL-FCEP Joint Operation)	-	5.45	-	5.98	-	17.86	-	18.25		
Burberry Infra Private Ltd	-	101.43	-	80.20	-	-	-	0.63		
<b>Other Receivable</b>										
Transrail Lighting Foundation	-	-	-	-	-	-	-	23.40		
Transrail Hanbaek Consortium	-	75.35	-	70.37	-	2.84	-	-		
11 Inventories										
Particulars	As at June-24		As at Mar-24		As at Mar-23		As at Mar-22			
	Non Current	Current	Non Current	Current	Non Current	Current	Non Current	Current		
Raw Material In Hand	2,260.50		1,760.05		1,594.71		1,415.92			
Work In Progress	280.77		172.90		193.55		145.63			
Finished Goods										
a) In Hand	1,204.68		836.11		694.53		621.50			
Consumable Stores & Spares	527.99		469.44		332.90		268.66			
Bought Out Components	367.43		520.61		274.88		312.40			
Others - Scrap	13.25		23.56		19.39		20.75			
<b>Total</b>	<b>4,654.62</b>		<b>3,782.67</b>		<b>3,109.96</b>		<b>2,784.86</b>			
<b>The disclosure of inventories recognised as an expense in accordance with paragraph 36 of Ind AS 2 is as follows:</b>										
Particulars	As at June-24		As at Mar-24		As at Mar-23		As at Mar-22			
	Current		Current		Current		Current			
Inventory write down	23.95		0.70		25.68		19.60			
<b>Total</b>	<b>23.95</b>		<b>0.70</b>		<b>25.68</b>		<b>19.60</b>			
12 Cash and Bank Balance										
12 (a) Cash & Cash Equivalents										
Particulars	As at June-24		As at Mar-24		As at Mar-23		As at Mar-22			
	Current		Current		Current		Current			
i) Balances with Banks	427.79		510.21		909.02		193.93			
ii) Balance with Bank - Foreign Branches	441.32		268.86		271.52		335.12			
iii) Fixed Deposits with Banks	-		309.50		38.24		40.06			
iv) Cheques on Hand	-		-		21.69		-			
v) Cash on Hand	14.23		9.89		6.67		5.93			
<b>Total</b>	<b>883.34</b>		<b>1,098.46</b>		<b>1,247.14</b>		<b>575.04</b>			
12 (b) Bank Balances other than Cash and Cash Equivalents										
Particulars	As at June-24		As at Mar-24		As at Mar-23		As at Mar-22			
	Current		Current		Current		Current			
a) Fixed Deposits held as margin money	1,564.29		1,140.52		734.05		532.75			
<b>Total</b>	<b>1,564.29</b>		<b>1,140.52</b>		<b>734.05</b>		<b>532.75</b>			
13 Contract Assets										
Particulars	As at June-24		As at Mar-24		As at Mar-23		As at Mar-22			
	Current		Current		Current		Current			
Considered Good	21,220.12		19,601.23		14,763.95		11,032.83			
Credit Impaired	118.87		118.87		118.87		114.40			
	21,338.99		19,720.10		14,882.82		11,147.22			
Less: - Provision for Credit Impaired	(118.87)		(118.87)		(118.87)		(114.40)			
	21,220.12		19,601.23		14,763.95		11,032.83			
Less :- Allowance For Expected Credit Loss [Refer note 8 (b)]	(91.70)		(90.40)		(94.90)		(88.54)			
<b>Total</b>	<b>21,128.42</b>		<b>19,510.83</b>		<b>14,669.05</b>		<b>10,944.29</b>			
Contract Assets represents unbilled revenue and retention due to contractual conditions.										
Movement in the Credit Impaired Allowance	As at June-24		As at Mar-24		As at Mar-23		As at Mar-22			
	Current		Current		Current		Current			
Opening Balance	118.87		118.87		114.40		149.79			
Add : Created during the period	-		-		4.47		(35.40)			
Less : Released during the period	-		-		-		-			
<b>Closing Balance</b>	<b>118.87</b>		<b>118.87</b>		<b>118.87</b>		<b>114.40</b>			
Movement in the Expected Credit Loss Allowance	As at June-24		As at Mar-24		As at Mar-23		As at Mar-22			
	Current		Current		Current		Current			
Opening Balance	90.40		94.90		88.54		59.46			
Add : Created during the period	1.30		(4.50)		6.36		29.08			
Less : Released during the period	-		-		-		-			
<b>Closing Balance</b>	<b>91.70</b>		<b>90.40</b>		<b>94.90</b>		<b>88.54</b>			

14	Other Assets (Unsecured, considered good)	As at June-24		As at Mar-24		As at Mar-23		As at Mar-22	
		Non Current	Current	Non Current	Current	Non Current	Current	Non Current	Current
Capital Advances	67.65	-		15.40	-	49.20	-	161.65	-
<b>Advance to Suppliers</b>									
Related Parties									
Considered Good	-	82.31	-	81.34	-	-	-	-	-
Others									
Considered Good*	-	2,770.03	-	2,756.31	-	1,411.61	-	834.94	-
Credit Impaired	1.77	111.54	1.77	111.56	1.77	88.64	1.77	36.63	
Less : Impairment Provision	(1.77)	(111.56)	(1.77)	(111.56)	(1.77)	(88.64)	(1.77)	(36.63)	
Others									
Taxes Paid Net of Provisions	451.68	-	439.11	-	136.79	-	183.37	-	
Prepaid Expenses **	6.85	313.93	3.27	440.95	34.96	253.40	-	243.84	
Balances with Tax Authorities	77.67	1,177.39	77.25	853.20	99.39	821.96	98.31	893.11	
Deferred Input Tax Credit	-	31.67	-	75.15	-	163.97	-	228.81	
Staff Advances	-	31.63	-	18.74	-	13.30	-	11.76	
Receivable on account of share of profit in Joint Ventures and Associate	-	24.31	18.24	-	-	-	-	-	
Others	-	56.09	-	51.81	-	24.80	-	4.35	
<b>Total</b>	<b>603.85</b>	<b>4,487.34</b>	<b>553.27</b>	<b>4,277.49</b>	<b>320.34</b>	<b>2,689.04</b>	<b>443.33</b>	<b>2,216.81</b>	

\* Out of the above advances and amount of Rs 848.63 Millions (P.Y. 23-24 Rs. 522.60 Millions and P.Y. 22-23 Rs. 50.50 Millions) is backed by bank guarantees.

\*\* Prepaid expenses includes Rs 44.30 Millions (P.Y. 2023-24 Rs. 44.30 Million) towards IPO expenses which will be charged to other equity in subsequent period on completion of IPO & expenses attributable to offer for sale will be recovered from selling share holder.

15	Assets Held for Sale	As at June-24		As at Mar-24		As at Mar-23		As at Mar-22	
		Non Current	Current	Non Current	Current	Non Current	Current	Non Current	Current
Office Premises	-	2.43	-	2.43	-	2.43	-	2.43	-
<b>Total</b>	<b>-</b>	<b>2.43</b>	<b>-</b>	<b>2.43</b>	<b>-</b>	<b>2.43</b>	<b>-</b>	<b>2.43</b>	<b>-</b>

The Company's 3 office premises are classified as "Held for Sale" as they meet the criteria laid down under IND AS 105

16	Equity Share Capital	As at June-24		As at Mar-24		As at Mar-23		As at Mar-22	
		Numbers	Amount	Numbers	Amount	Numbers	Amount	Numbers	Amount
Face Value (in Rs.)		Rs. 2 each		Rs. 2 each		Rs. 10 each		Rs. 10 each	
Class of Shares		Equity Shares		Equity Shares		Equity Shares		Equity Shares	
<b>Authorised Capital</b>	<b>17,50,00,000</b>	<b>350.00</b>	<b>17,50,00,000</b>	<b>350.00</b>	<b>3,50,00,000</b>	<b>350.00</b>	<b>3,50,00,000</b>	<b>350.00</b>	<b>350.00</b>
<b>Issued, Subscribed and Paid up Capital</b>	<b>12,39,63,710</b>	<b>247.93</b>	<b>12,39,63,710</b>	<b>247.93</b>	<b>2,27,98,440</b>	<b>227.98</b>	<b>2,27,08,440</b>	<b>227.08</b>	
<b>Total</b>	<b>12,39,63,710</b>	<b>247.93</b>	<b>12,39,63,710</b>	<b>247.93</b>	<b>2,27,98,440</b>	<b>227.98</b>	<b>2,27,08,440</b>	<b>227.08</b>	

#### Disclosures:

##### i) Reconciliation of Shares

Particulars	As at June-24		As at Mar-24		As at Mar-23		As at Mar-22	
	Numbers	Amount	Numbers	Amount	Numbers	Amount	Numbers	Amount
Shares outstanding at the beginning of the period refer note (g)	12,39,63,710	247.93	11,39,92,200	227.98	2,27,08,440	227.08	75,69,480	75.69
Issued under Rights Issue (Refer note (d) and (f) below)	-	-	99,71,510	19.94	-	-	1,51,38,960	151.39
Issued under ESOP Scheme (Refer note (e) below)	-	-	-	-	90,000	0.90	-	-
<b>Shares outstanding at the end of the period</b>	<b>12,39,63,710</b>	<b>247.93</b>	<b>12,39,63,710</b>	<b>247.93</b>	<b>2,27,98,440</b>	<b>227.98</b>	<b>2,27,08,440</b>	<b>227.08</b>

- a) During the year 2017-18, following were issued for consideration other than cash:
  - i) Pursuant to the Scheme of Arrangement and in accordance with the directions of the NCLT the Company has issued 7,25,000 Equity shares of Rs 10 each to Gammon India Limited (GIL).
  - ii) The Company has allotted 2,75,000 OFCD's to Gammon India Limited as per the share holders agreement entered into between the Company and Gammon India Limited. Gammon India Limited had informed the Company that it wished to exercise their rights to convert the aforesaid OFCD's in equity shares. Accordingly, the Company issued & allotted 2,75,000 equity shares to Gammon India Limited.
- b) Pursuant to the conversion of the Optionally Convertible Debentures on 30th October 2017, 30,00,000 equity shares have been issued to Ajanma Holdings Private Limited and Gammon India Limited and an amount of Rs. 487.98 Million has been credited to Securities Premium Account.
- c) During the year 2020-21 the Company has issued 33,69,480 equity shares of face value of Rs. 10 each on right basis ('Rights Equity Shares') to the Eligible Equity Shareholders at an issue price of Rs. 80 per Rights Equity Share (including premium of Rs. 70 per Rights Equity Share). In accordance with the terms of issue, Rs. 20 i.e. 25% of the Issue Price per Rights Equity Share (including a premium of Rs. 17.50 per share), was received on application, Rs. 20 i.e. 25% of the Issue Price per Rights Equity Share (including a premium of Rs. 17.50 per share), was received on allotment. The Board had made First and final call of Rs. 40 per Rights Equity Share (including a premium of Rs. 35 per share) on shareholders which has been received.
- d) During the year 2021-22, the Company issued 1,51,38,960 equity shares of face value of Rs. 10 each at the premium of Rs. 10 each on right basis ('Rights Equity Shares').
- e) During the year 2022-23, the Company issued 90,000 equity shares of face value of Rs. 10 each at the premium of Rs. 86.33 each on exercise of ESOP. (Refer Note No 50)
- f) During the year 2023-24, the Company issued 19,94,302 equity shares of face value of Rs 10 each at the premium of Rs 692 each by way of a Preferential Issue on a Private Placement basis. Refer note (g) for split of shares
- g) Pursuant to the recommendation and resolution passed at the meeting of the Board of Directors, the Shareholders in their meeting held on dated 12th February 2024 has approved the split of 1 Equity share of the face value of Rs. 10/- each into 5 equity share of the face value of Rs. 2/- each.
- h) During the year 2023-24 Company has filled Draft Red Herring Prospectus (DRHP) Dated March 08, 2024 for raising fund of Rs 4500 Million by fresh equity through Initial Public Offer (IPO).

##### ii) Details of Shareholding by Holding company

Name of Shareholder	As at June 30, 2024		As at March 31, 2024		As at March 31, 2023		As at March 31, 2022	
	Number of Shares (Face value Rs.2)	%	Number of Shares (Face value Rs.2)	%	Number of Shares (Face value Rs.10)	%	Number of Shares (Face value Rs.10)	%
Ajanma Holdings Private Limited	10,53,63,690	85.00%	10,53,63,690	85.00%	2,10,72,738	92.43%	2,10,72,738	92.80%

##### iii) Details of Shareholding in excess of 5%

Name of Shareholder	As at June-24		As at Mar-24		As at Mar-23		As at Mar-22	
	Number of Shares (Face value Rs.2)	%	Number of Shares (Face value Rs.2)	%	Number of Shares (Face value Rs.10)	%	Number of Shares (Face value Rs.10)	%
Ajanma Holdings Private Limited	10,53,63,690	85.00%	10,53,63,690	85.00%	2,10,72,738	92.43%	2,10,72,738	92.80%
Asiana Alternative Investment Fund Scheme Asiana Fund I	99,71,510	8.04%	99,71,510	8.04%	-	-	-	-

##### iv) Details of Shareholdings by the Promoter

Name of the Promoter	As at June-24		As at Mar-24		As at Mar-23		As at Mar-22	
	Number of Shares (Face value Rs.2)	%	Number of Shares (Face value Rs.2)	%	Number of Shares (Face value Rs.10)	%	Number of Shares (Face value Rs.10)	%
Ajanma Holdings Private Limited	10,53,63,690	85.00%	10,53,63,690	85.00%	2,10,72,738	92.43%	2,10,72,738	92.80%
No of Shares	10,53,63,690		10,53,63,690		2,10,72,738		2,10,72,738	
% of total shares	85.00%		85.00%		92.43%		92.80%	
% change	0.00%		0.00%		0.00%		63.88%	
Digamber Bagde								
No of shares	15,48,540		15,48,540		3,03,708		2,13,708	
% of total shares	1.25%		1.25%		1.33%		0.94%	
% change	0.00%		0.03%		0.40%		0.00%	
Sanjay Kumar Verma								
No of shares	50,000		50,000		-		-	
% of total shares	0.04%		0.04%		-		-	
% change	0.00%		0.04%		-		-	

v) Rights and obligations of shareholders

As per the records of the Company, including its register of shareholders / members and other declarations, if any, received from shareholders, the shareholding as shown in clause (ii) above represents legal as well as beneficial ownership of the shares.

vi) Terms / rights attached to equity shares

The Company has only one class of equity shares having a par value of Rs.2 each. Each holder of equity share is entitled to one vote per share. The distribution will be in proportion to the number of equity shares held by the shareholders.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets, if any, of the company after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**17 Other Equity**

Particulars	As at June-24	As at Mar-24	As at Mar-23	As at Mar-22
Retained Earnings (Surplus)	8,786.68	8,267.03	5,942.25	4,854.09
Security Premium	2,266.57	2,266.57	886.51	875.23
Capital Reserve	622.44	622.44	622.44	622.44
Debtenture Redemption Reserve	-	-	-	0.40
Employee Stock Option Outstanding	14.61	10.11	-	14.04
Other Comprehensive Income	105.35	(22.85)	34.79	36.41
<b>Total</b>	<b>11,795.65</b>	<b>11,143.30</b>	<b>7,485.99</b>	<b>6,402.61</b>

i) Capital Reserve

As per the order of the National Company Law Tribunal dated March 30, 2017, the issued, paid-up and subscribed share capital of the Company of Rs. 310.00 Million comprising of 31,000,000 equity shares of Rs. 10 each has been reduced to Rs. 2.00 Million comprising of 200,000 equity shares of Rs. 10 each/- upon the Scheme of Arrangement becoming effective. The Scheme of Arrangement is effective from January 1, 2016, the appointed date stated in the scheme, in term of the provision of Section 232(6) of the Companies Act, 2013. As provided in the scheme, the reduced amount of Rs. 308.00 Million, has been utilized for adjusting the debit balance in the profit and loss account of the Company and excess, if any shall be credited to the capital reserve account of the Company. Accordingly issued, subscribed and paid up Share capital stands reduced to Rs. 2.00 Million and an amount of Rs. 116.70 Million has been credited to the opening surplus account and the balance amount of Rs. 191.30 Million has been credited to Capital Reserve account.

**18 Long Term Borrowings**

Particulars	As at June-24		As at Mar-24		As at Mar-23		As at Mar-22	
	Non Current	Current Maturities	Non Current	Current Maturities	Non Current	Current Maturities	Non Current	Current Maturities
<b>Non Convertible Debentures Secured</b>								
Placed with Banks and Financial Institutions	-	-	-	-	-	-	-	-
<b>Term Loans from Banks-Secured</b>								
Rupee Term Loan (RTL)-1	-	-	-	-	-	18.85	25.96	62.73
Rupee Term Loan (RTL) - 3	-	-	-	-	-	1.98	9.09	16.30
Funded Interest Term Loan (FITL)	-	-	-	-	-	24.71	35.55	102.52
Working Capital Term Loan (WCTL)	-	-	-	-	-	39.69	76.95	288.45
Emergency Credit Line Guarantee Scheme (ECLGS)	187.98	202.26	238.55	201.52	440.80	202.26	643.06	165.94
Emergency Credit Line Guarantee Scheme (ECLGS 2.0 Extension)	306.69	91.27	330.17	86.13	364.70	-	177.10	-
Indian Bank	20.73	28.59	28.87	27.60	25.31	10.85	-	-
<b>Term Loans from Others-Secured</b>								
Axis Finance	25.41	93.56	36.30	93.56	129.85	243.56	212.05	169.64
Mahindra & Mahindra Financial Services Ltd.	154.08	71.92	172.76	69.98	242.74	57.24	-	-
<b>Total</b>	<b>694.89</b>	<b>487.60</b>	<b>806.65</b>	<b>478.79</b>	<b>1,203.40</b>	<b>599.14</b>	<b>1,179.76</b>	<b>809.45</b>

a) The Company entered into a Business Transfer Agreement (BTA) with Gammon India Limited (GIL) pursuant to which long term borrowings amounting to Rs. 2001.30 Million and short term borrowings of Rs. 299.90 Million of GIL were transferred to the Company. Further pursuant to the Scheme of Arrangement and order of NCLT dated 30th March 2017, long term borrowing amounting to Rs. 933.50 Million and short term borrowings amounting to Rs 1817.50 Million were transferred to the Company upon execution of novation agreement with lenders effective from January 1, 2016. The carve out of the borrowing pursuant to the BTA has been substantially completed except few lenders. Carve out of Non Convertible Debentures, though agreed upon by GIL and the Company, is yet to be approved and executed by the debenture holders. The security for the borrowings assumed under the Scheme of Arrangement has been created.

b) Securities for Term Loans and NCD as per Novation agreement with the lenders :

Rupee Term Loan-1 (RTL1), Working Capital Term Loan (WCTL) and Funded Interest Term Loan (FITL) thereon -

- i) 1st pari-passu charge on the entire Property, Plant and Equipments (movable and immovable), both present and future of the Company.
- ii) 2nd pari-passu charge on the entire Current Assets, Loans and Advances, long term trade receivables and other assets pertaining to the Company.

Non Convertible Debentures

i) First ranking pari passu security interest on entire Property, Plant and Equipments (movable and immovable), both present and future of the company.

Rupee Term Loan-3 (RTL3)

ii) 2nd pari-passu charge on the entire Property, Plant and Equipments (movable and immovable), both present and future of the Company.

c) Emergency Credit Line Guarantee Scheme (ECLGS) & ECLGS 2.0 Extension

- i) Pari passu 1st charge on assets created of the credit facilities being extended.
- ii) Pari passu 2nd Charge with the existing credit facilities in terms of cash flows (including repayments) and security.
- iii) ECLGS loans carry an interest rate ranging from 7.95 % to 9.25%.

d) Axis Finance Ltd. - Capex Loan 1

Exclusive charge on the machinery and equipment's so financed up to 1.25 times and demand promissory note, loan carries an interest rate of 11.25%. Loan is repayable in quarterly equal instalment within 21 months

e) Axis Finance Ltd. - Capex Loan 2

Exclusive charge on the machinery and equipment's so financed upto 1.25 times and demand promissory note, loan carries an interest rate of 11.25%. Loan is repayable in equal instalment within 36 months

f) Indian Bank Capex Loan

Exclusive charge on the machinery and equipment's so financed up to 1.25 times , loan carries an interest rate of (Indian Bank 1 year MCLR plus spread of 1%)

g) Mahindra & Mahindra Financial Services Ltd. Working Capital Term Loan

a. First Pari-passu charge along with existing term lenders on entire fixed assets of the company (both movable and immovable & both present and future) owned by the company

b. Second Pari-passu charge on entire current assets of the borrower company (present and future) with existing working capital lenders

c. Demand Promissory Note for the entire loan along with the interest

d. Loan carries a rate of interest linked to (SBI 3M MCLR+2.90%)

h) Repayment Terms

Type of Loan

RTL-1, RTL -3 , WCTL

NCD

FITL

ECLGS Loan

ECLGS Loan 2.0 ext

Axis Finance Capex Loan 1

Axis Finance Capex Loan 2

Indian Bank Capex Loan

M&MFSL WCTL Loan

Repayment Schedule

Repayable in 11 quarterly unequal instalments commencing on 15 October 2020 and ending on 15 April 2023.

Repayable in 11 quarterly instalments of Rs.2.6 Million commencing on 15th April 2020 and ending on 15th October, 2022.

Repayable in 21 quarterly unequal ballooning instalments commencing on 15 April 2018 and ending on 15 April 2023

Repayable in 48 equal monthly instalments commencing in April 2022 after an initial moratorium of 12 months from the date of First Disbursement

Repayable in 48 equal monthly instalments commencing in April 2024 after an initial moratorium of 24 months from the date of First Disbursement

Repayable in quarterly equal instalment within 21 months commencing in December 2022 and ending on June 2024

Repayable in equal instalment within 36 months commencing in February 2023 and ending on January 2026

Repayable in 10 equal quarterly instalment within 30 months after Moratorium of 6 months commencing in September 2023 and ending on January 2026

Repayable in 48 Equated Monthly Instalments (EMI) repayments commencing in May 2023 and ending on April 2027

i) Maturity profile of Term Loans and NCD

Period	As at June-24	As at Mar-24	As at Mar-23	As at Mar-22
0 - 1 years	487.60	478.79	599.14	809.45
1 - 2 Years	397.55	435.55	466.37	519.37
2 - 3 years	189.13	228.49	418.59	288.93
3 - 4 years	85.64	111.77	214.50	246.52
4 - 5 years	12.90	17.95	98.86	80.59
More than 5 years	9.67	12.88	5.08	44.35
<b>TOTAL</b>	<b>1,182.49</b>	<b>1,285.43</b>	<b>1,802.54</b>	<b>1,989.21</b>

j) Reconciliation of Cash Flows from Financing Activities

Particulars	Non-current Borrowings	Current Borrowings	Total
<b>Opening balance as on 01 April, 2021</b>	<b>984.48</b>	<b>3,306.83</b>	<b>4,291.31</b>
Proceeds from / (Repayment of) Short Term Borrowings	-	(132.75)	(132.75)
Transfer Within Categories	(337.33)	337.33	-
Loan taken during the year	1,031.90	-	1,031.90
Interest converted to loan	-	-	-
Repayment of Loan	(499.29)	-	(499.29)
<b>As at 31 March 2022</b>	<b>1,179.76</b>	<b>3,511.41</b>	<b>4,691.17</b>
Proceeds from / (Repayment of) Short Term Borrowings	-	1,544.80	1,544.80
Loan Taken during the year	1,004.50	-	1,004.50
Transfer Within Categories	210.38	(210.38)	-
Repayment of Loan	(1,191.24)	-	(1,191.24)
<b>As at March 31, 2023</b>	<b>1,203.40</b>	<b>4,845.82</b>	<b>6,049.22</b>
Loan Taken during the year	84.95	-	84.95
Transfer Within Categories	120.30	(120.30)	-
Repayment of Loan	(602.00)	-	(602.00)
Proceeds from / (Repayment of) Short Term Borrowings	-	899.70	899.70
<b>As at March 31, 2024</b>	<b>806.65</b>	<b>5,625.22</b>	<b>6,431.87</b>
Transfer Within Categories	(8.81)	8.81	-
Repayment of Loan	(102.95)	-	(102.95)
Proceeds from / (Repayment of) Short Term Borrowings	-	(294.64)	(294.64)
<b>As at June 30, 2024</b>	<b>694.89</b>	<b>5,339.39</b>	<b>6,034.28</b>

k) The Group has not taken any term loans during the period ended June 30, 2024

l) During the period the Group has paid all the interest and instalments on time.

m) The Directors/Promoters have not given any guarantee for loans.

n) Registration of charges or Satisfaction with Registrar of Companies

Registration of Charge

As at June 30, 2024, the Company does not have any charge which is yet to be registered with Registrar of Companies beyond the statutory period.

Satisfaction of Charge

There are charges disclosed as outstanding of Rs. 2614.70 Millions as at June 30, 2024 in respect of borrowings which have been repaid in FY 2023-24 and charge is yet to be satisfied.

19 Other Financial Liabilities

Particulars	As at June-24		As at Mar-24		As at Mar-23		As at Mar-22	
	Non Current	Current						
Liabilities under Court Scheme & BTA*	609.17	-	600.65	-	566.75	-	532.94	-
Payable for Capital goods								
- Micro and Small Enterprises	-	6.17	-	1.09	-	15.30	-	0.99
- Others	-	39.23	-	31.28	-	26.71	-	33.38
Interest accrued	-	146.47	-	130.68	-	121.73	-	77.78
Employee Liability	-	341.55	-	299.09	-	299.07	-	261.02
<b>Total</b>	<b>609.17</b>	<b>533.42</b>	<b>600.65</b>	<b>462.14</b>	<b>566.75</b>	<b>462.81</b>	<b>532.94</b>	<b>373.17</b>

\* Note:

a) Pursuant to the approval of Scheme of arrangement by NCLT and BTA agreement between Gammon India Limited & Transrail Lighting Limited (TLL), there are allocation of borrowings transferred to the company. The Company and lenders also entered into various agreement for creation of security. But there are certain lenders (Insurance companies) who have not signed the novation agreements. Since the Insurance companies have not recorded TLL as a borrower, the company is unable to discharge their liabilities, including interest. In accordance with legal advise sought in this matter, the Company has disclosed the aforesaid liability on account of NCDs including interest thereon as Non Current Financial Liability under Court Scheme & BTA pending settlement of Novation issue and recognitions by the holders of NCDs to the novation. Due to reason mentioned above same is not shown as default.

b) Securities for Term Loans and NCD as per Novation agreement with the lenders :

Funded Interest Term Loan (FITL) thereon -

- i) 1st pari-passu charge on the entire Property, Plant and Equipments (movable and immovable), both present and future of the Company.
- ii) 2nd pari-passu charge on the entire Current Assets, Loans and Advances, long term trade receivables and other assets pertaining to the Company.

Non Convertible Debentures

- i) First ranking pari passu security interest on entire Property, Plant and Equipments (movable and immovable), both present and future of the company.

c) Repayment Terms

Type of Loan

NCD : Repayable in 11 quarterly instalments of Rs. 2.60 Million commencing on 15th April 2020 and ending on 15th October, 2022.

FITL: Repayable in 21 quarterly unequal ballooning instalments commencing on 15 April 2018 and ending on 15 April 2023

20 Lease Liabilities

Particulars	As at June-24		As at Mar-24		As at Mar-23		As at Mar-22	
	Non Current	Current	Non Current	Current	Non Current	Current	Non Current	Current
Lease Liabilities - Property, Plant and Equipment	-	6.25	-	10.22	8.08	16.91	20.79	17.33
Lease Liabilities - Office Premises	128.60	87.02	144.05	87.28	75.08	63.44	13.86	22.04
<b>Total</b>	<b>128.60</b>	<b>93.27</b>	<b>144.05</b>	<b>97.50</b>	<b>83.16</b>	<b>80.35</b>	<b>34.65</b>	<b>39.37</b>

21 Contract Liabilities

Particulars	As at June-24		As at Mar-24		As at Mar-23		As at Mar-22	
	Non Current	Current	Non Current	Current	Non Current	Current	Non Current	Current
i) Adjustable Receipts	-	718.11	-	547.16	-	360.57	-	339.28
ii) Advance from Customer	-	10,267.68	-	8,751.84	-	5,048.93	-	4,262.91
<b>Total</b>	<b>-</b>	<b>10,985.79</b>	<b>-</b>	<b>9,299.00</b>	<b>-</b>	<b>5,409.50</b>	<b>-</b>	<b>4,602.19</b>

Particulars	As at June-24		As at Mar-24		As at Mar-23		As at Mar-22	
	Non Current	Current	Non Current	Current	Non Current	Current	Non Current	Current
<b>Provision for employee benefits</b>								
Provision for Gratuity	-	57.28	-	54.26	-	31.48	-	19.45
Provision for Leave Encashment	52.82	6.56	51.10	6.11	43.07	5.13	44.03	4.59
Provision for Income Tax	-	14.82	-	14.82	-	24.18	-	17.95
<b>Others</b>								
Provision for Contractual Obligation (refer note (A) below)	-	226.99	-	216.04	-	153.60	-	129.23
Provision for expected loss on long term contracts	-	97.38	-	128.08	-	300.32	-	341.14
<b>Total</b>	<b>52.82</b>	<b>403.03</b>	<b>51.10</b>	<b>419.31</b>	<b>43.07</b>	<b>514.71</b>	<b>44.03</b>	<b>512.36</b>

A) A provision is recognised for the expected amount of shortages on materials to be supplied to the client, rectification and replacement of services performed pursuant to the contract with the client. Assumption used to calculate the provisions is based on past experience and management estimates.

Particulars	June 30, 2024	2023-24	2022-23	2021-22
<b>Provision for Contractual Obligation</b>				
Opening	216.04	153.60	129.23	221.15
Provided during the period	10.95	62.44	46.32	-
Utilised / (Reversed) during the period	0.00	(0.00)	(21.95)	(92.02)
<b>Closing balance</b>	<b>226.99</b>	<b>216.04</b>	<b>153.60</b>	<b>129.23</b>
Particulars	June 30, 2024	2023-24	2022-23	2021-22
<b>Provision for Expected loss on contracts</b>				
Opening	128.08	300.32	341.14	77.10
Provided during the period	(0.00)	(0.29)	(5.33)	(14.79)
Utilised / (Reversed) during the period	(30.70)	(171.95)	(35.49)	278.83
<b>Closing balance</b>	<b>97.38</b>	<b>128.08</b>	<b>300.32</b>	<b>341.14</b>

B) The disclosures required under Ind AS 19 "Employee Benefits" are given below:

(i) Defined Benefit Plan

a) The Company has an obligation to provide to the eligible employees defined benefit plans such as gratuity. The gratuity plan provides for a lump-sum payment to vested employees at retirement, death, while in employment or on termination of employment of an amount equivalent to 15 days of salary payable for each completed year of service or part thereof. Vesting occurs upon completion of 5 consecutive years of service. The measurement date used for determining retirement benefit for gratuity is June 30, 2024

The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognises 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.

The Company has defined benefit plans for gratuity which is funded through Life Insurance Corporation of India (LIC) group gratuity scheme.

b) These plans typically expose the Company to the actuarial risks, investment risks, interest rate risk, liquidity risk and salary risk.

**Actuarial Risk**

It is the risk that benefits will cost more than expected. This can arise due to one of the following reasons:

Adverse Salary Growth Experience: Salary hikes that are higher than the assumed salary escalation will result into an increase in obligation at a rate that is higher than expected.

Variability in mortality rates: If actual mortality rates are higher than assumed mortality rate assumption than the gratuity benefits will be paid earlier than expected. Since there is no condition of vesting on the death benefit, the acceleration of cash flow will lead to an actuarial loss or gain depending on the relative values of the assumed salary growth and discount rate.

Variability in withdrawal rates: If actual withdrawal rates are higher than assumed withdrawal rate assumption than the gratuity benefits will be paid earlier than expected. The impact of this will depend on whether the benefits are vested as at the resignation date.

**Investment Risk**

For funded plans that rely on insurers for managing the assets, the value of assets certified by the insurer may not be the fair value of instruments backing the liability. In such cases, the present value of the assets is independent of the future discount rate. This can result in wide fluctuations in the net liability or the funded status if there are significant changes in the discount rate during the inter-valuation period.

**Liquidity Risk**

Employees with high salaries and long durations or those higher in hierarchy, accumulate significant level of benefits. If some of such employees resign/retire from the Company there can be strain on the cash flows.

**Market Risk**

Market risk is a collective term for risks that are related to the changes and fluctuations of the financial markets. One actuarial assumption that has a material effect is the discount rate. The discount rate reflects the time value of money. An increase in discount rate leads to decrease in defined benefit obligation of the plan benefits & vice versa. This assumption depends on the yields on the corporate/government bonds and hence the valuation of liability is exposed to fluctuations in the yields as at the valuation date.

**Legislative Risk**

Legislative risk is the risk of increase in the plan liabilities or reduction in the plan assets due to change in the legislation/regulation. The government may amend the Payment of Gratuity Act thus requiring the companies to pay higher benefits to the employees. This will directly affect the present value of the defined benefit obligations and the same will have to be recognized immediately in the year when any such amendment is effective.

Particulars	As at June-24 Gratuity Funded	As at Mar-24 Gratuity Funded	As at Mar-23 Gratuity Funded	As at Mar-22 Gratuity Funded
<b>a) Reconciliation of opening and closing balances of defined benefit obligation</b>				
Defined benefit obligation at the beginning of the year	120.18	97.55	90.93	83.66
Current service cost	4.41	14.16	13.77	12.13
Interest cost	2.10	7.13	6.41	5.59
Actuarial (Gain) / Loss	(2.46)	6.43	(3.10)	(3.25)
Benefits paid	(1.68)	(5.09)	(10.46)	(7.20)
<b>Defined benefit obligation at the year end</b>	<b>122.55</b>	<b>120.18</b>	<b>97.55</b>	<b>90.93</b>
<b>b) Reconciliation of opening and closing balances of fair value of plan assets*</b>				
Fair value of plan assets at the beginning of the year	65.94	66.07	71.48	73.63
Interest income	1.29	5.30	5.51	5.31
Return on plan assets excluding amounts included in interest income	(0.27)	(0.84)	(1.03)	(0.56)
Employer contribution	-	0.48	0.57	0.30
Benefits paid	(1.68)	(5.09)	(10.46)	(7.20)
<b>Fair value of plan assets at the year end</b>	<b>65.27</b>	<b>65.94</b>	<b>66.07</b>	<b>71.48</b>
*100% planned assets are invested in policy of insurance				
<b>c) Reconciliation of fair value of assets and obligations</b>				
Fair value of plan assets at end of the year	65.27	65.94	66.07	71.48
Present value of obligation as at the end of year	(122.55)	(120.18)	(97.55)	(90.93)
<b>Amount recognized in Balance Sheet</b>	<b>(57.28)</b>	<b>(54.26)</b>	<b>(31.48)</b>	<b>(19.46)</b>
<b>d) Expenses recognized during the year (under the head "Employee Benefits Expense")</b>				
Current service cost	4.41	14.16	13.77	12.13
Interest cost	2.10	1.83	0.90	0.28
<b>Net Cost</b>	<b>6.52</b>	<b>15.99</b>	<b>14.67</b>	<b>12.41</b>
<b>Other Comprehensive Income for the Period</b>				
Components of actuarial (gain) / losses on obligation				
Due to experience adjustments	(2.46)	6.43	(3.10)	(3.25)
Return on plan assets excluding amount including in interest income	(0.27)	0.84	1.03	0.56
<b>Amount recognised in Other Comprehensive (Income) / Expense</b>	<b>(2.73)</b>	<b>7.26</b>	<b>(2.07)</b>	<b>(2.69)</b>

Actuarial assumptions	As at June-24	As at Mar-24	As at Mar-23	As at Mar-22
Mortality Table	Gratuity Funded	Gratuity Funded	Gratuity Funded	Gratuity Funded
Discount rate (per annum)	7.20%	7.20%	7.50%	7.25%
Withdrawal rates	5% p.a. at younger ages reducing to 1% p.a. at older ages	5% p.a. at younger ages reducing to 1% p.a. at older ages	5% p.a. at younger ages reducing to 1% p.a. at older ages	5% p.a. at younger ages reducing to 1% p.a. at older ages
Rate of escalation in salary (per annum)	6.00%	6.00%	6.00%	6.00%

The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary.

A quantitative sensitivity analysis for significant assumptions as at June 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022

Gratuity Plan Assumptions	As at June-24		As at Mar-24		As at Mar-23		As at Mar-22	
	Discount rate	0.5% increase	Discount rate	0.5% increase	Discount rate	0.5% decrease	0.5% increase	0.5% decrease
Sensitivity level	116.63	129.00	114.24	126.65	92.55	103.00	86.11	96.22
Impact on defined benefit obligation								
Sensitivity level	Salary Growth Rate							
	0.5% increase	0.5% decrease						
Impact on defined benefit obligation	128.50	116.89	126.06	114.50	102.70	92.66	95.84	86.20
Sensitivity level	Withdrawal rate		Withdrawal rate		Withdrawal rate		Withdrawal rate	
	10% Increase	10% decrease						
Impact on defined benefit obligation	122.84	122.29	120.48	119.91	97.86	97.25	91.20	90.69

The sensitivity analysis above has been determined based on method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of reporting period.

Maturity Profile of the defined benefit obligation	As at June-24		As at Mar-24		As at Mar-23		As at Mar-22			
	Within next 12 months	7.79	Between 2-5 years	29.35	Between 6 - 10 years	48.58	Total expected payments	85.72	82.35	65.90

The expected contribution for the next year is Rs. 18.46 Million (F.Y. 2023-24 : Rs. 49.16 Million, F.Y. 2022-23 : Rs. 49.10 Million).

#### (ii) Defined contribution plans

Contribution to Defined Contribution Plan recognized / charged off for the year are as under:-

For the period ended June 30, 2024	2023-2024	2022-2023	2021-2022	
Employer's Contribution to Provident Fund	-	50.47	44.71	40.84

23	<b>Deferred Tax Assets (Net)</b>	As at June-24		As at Mar-24		As at Mar-23		As at Mar-22	
		Particulars		Particulars		Particulars		Particulars	
	<b>Deferred Tax Liabilities:</b>								
	Property, Plant and Equipment	341.81		255.68		273.67		280.04	
	Right-of-use Asset	61.42		66.41		46.07		21.47	
		<b>403.23</b>		<b>322.09</b>		<b>319.74</b>		<b>301.51</b>	
	<b>Deferred Tax Assets:</b>								
	Provision for Trade Receivable and Loans	142.13		125.09		145.11		121.39	
	Tax Allowances u/s 43B	-		-		11.76		58.56	
	Tax Losses	-		-		-		12.69	
	Employee Benefits and other tax disallowances	261.10		197.00		162.87		108.87	
		<b>403.23</b>		<b>322.09</b>		<b>319.74</b>		<b>301.51</b>	
	<b>Deferred Tax Assets (Net)</b>	-		-		-		-	

The holding company has accounted for Deferred Tax Asset on tax disallowances on a prudent basis only to the extent of Deferred Tax Liability as there is reasonable probability of future taxable income to the extent of reversal of temporary tax differences.

24	<b>Other Liabilities</b>	As at June-24		As at Mar-24		As at Mar-23		As at Mar-22	
		Particulars	Non Current	Particulars	Non Current	Particulars	Non Current	Particulars	Non Current
	Security Deposits	-	11.02	-	11.02	-	11.27	-	10.97
	Duties and Taxes	-	96.13	-	209.56	-	141.04	-	136.88
	Payable on account of share of loss in Joint Ventures and Associate	-	14.70	-	12.99	-	11.99	-	21.73
	Others	-	165.43	-	113.85	-	74.92	-	79.89
	<b>Total</b>	-	<b>287.28</b>	-	<b>347.42</b>	-	<b>239.22</b>	-	<b>249.48</b>

25	<b>Short Term Borrowings</b>								
		As at June-24		As at Mar-24		As at Mar-23		As at Mar-22	
Particulars	Non Current	Current	Non Current	Current	Non Current	Current	Non Current	Current	
<b>Loans Repayable on Demand:</b>									
From Banks									
Cash Credit from Consortium Bankers	-	857.57	-	539.34	-	676.71	-	561.91	
Working Capital Demand Loan (WCDL)	-	3,205.87	-	3,206.79	-	2,734.33	-	1,894.83	
From Others									
Purchase Financing Facility	-	788.35	-	1,150.18	-	835.64	-	245.22	
Preshipment Credit in Foreign Currency	-	-	-	250.12	-				
<b>Current Maturities of Term Loans</b>	-	487.60	-	478.79	-	599.14	-	809.45	
<b>Total</b>	-	<b>5,339.39</b>	-	<b>5,625.22</b>	-	<b>4,845.82</b>	-	<b>3,511.41</b>	
<b>Secured</b>		<b>4,551.04</b>		<b>4,475.04</b>		<b>4,010.18</b>		<b>3,266.19</b>	
<b>Unsecured</b>		<b>788.35</b>		<b>1,150.18</b>		<b>835.64</b>		<b>245.22</b>	

- i) Cash Credit facility & WCDL carries an interest rate ranging from 10.15% to 12.5% .
- ii) Securities - Cash Credit/WDCL/Preshipment Credit in Foreign Currency from Consortium Bankers :
- a) 1st pari-passu charge on the entire Current Assets, Loans and Advances, Long Term Trade Receivables and other assets of the Company.
  - b) 2nd pari-passu charge over the entire Property, Plant and Equipments (immovable and movable) both present and future of the Company.
- iii) Lien is marked on the units of Mutual Fund of Rs. 49.93 Million (P.Y 49.02 Million) against the Purchase Finance Facility taken from Aditya Birla Finance Ltd and to that extent it is secured.
- iv) 1st Pari Passu on FDR of Rs.222.2 Million As cut-back to build collateral comfort, to all Working Capital Lenders under Consortium
- v) Borrowings from banks and financial institution on the basis of security of current assets -
- vi) Quarterly returns filed by the company with bank or financial institution are largely in agreement with books of accounts except insignificant changes as per the details and for the reasons detailed in Annexure I.
- vii) The company have not made any default for any category of borrowings.

26	<b>Trade Payables</b>								
		As at June-24		As at Mar-24		As at Mar-23		As at Mar-22	
Particulars	Non Current	Current	Non Current	Current	Non Current	Current	Non Current	Current	
<b>Trade Payables</b>									
- Micro and Small Enterprises	-	487.33	-	322.31	-	286.19	-	562.33	
- Others	-	7,289.49	-	8,701.20	-	6,260.22	-	5,231.12	
- Acceptance (Refer Note 26 (b))	-	9,030.99	-	7,662.25	-	6,528.93	-	4,916.15	
<b>Total</b>	-	<b>16,807.81</b>	-	<b>16,685.76</b>	-	<b>13,075.34</b>	-	<b>10,709.60</b>	

a) <b>Trade Payables Ageing Schedule</b> (Ageing from due date of payment)								
<b>As at June 30, 2024</b>								
<b>Range of outstanding period</b>								
MSME	Others							
Undisputed	Disputed	Undisputed	Disputed					Total
Unbilled	-	-	-	2,109.22	-	-	-	2,109.22
Not Due	200.50	-	-	11,340.69	-	-	-	11,541.19
Less than 1 year	229.47	-	-	1,812.83	-	-	-	2,042.30
1-2 years	26.54	-	-	149.48	-	-	-	176.02
2-3 year	15.05	-	-	150.91	-	-	-	165.96
> 3 years	15.77	-	-	757.35	-	-	-	773.12
<b>Total</b>	<b>487.33</b>	-	-	<b>16,320.48</b>	-	-	-	<b>16,807.81</b>

<b>As at March 31, 2024</b>								
<b>Range of outstanding period</b>								
MSME	Others							
Undisputed	Disputed	Undisputed	Disputed					Total
Unbilled	-	-	-	2,203.77	-	-	-	2,203.77
Not Due	184.09	-	-	11,116.42	-	-	-	11,300.51
Less than 1 year	100.00	-	-	2,078.61	-	-	-	2,178.61
1-2 years	12.38	-	-	135.60	-	-	-	147.98
2-3 year	12.26	-	-	258.27	-	-	-	270.53
> 3 years	13.58	-	-	570.79	-	-	-	584.37
<b>Total</b>	<b>322.31</b>	-	-	<b>16,363.45</b>	-	-	-	<b>16,685.76</b>

<b>As at March 31, 2023</b>								
<b>Range of outstanding period</b>								
MSME	Others							
Undisputed	Disputed	Undisputed	Disputed					Total
Unbilled	-	-	-	1,055.24	-	-	-	1,055.24
Not Due	116.95	-	-	9,373.40	-	-	-	9,490.35
Less than 1 year	145.02	-	-	1,379.68	-	-	-	1,524.70
1-2 years	9.80	-	-	207.43	-	-	-	217.23
2-3 year	6.63	-	-	200.12	-	-	-	206.75
> 3 years	7.79	-	-	573.28	-	-	-	581.07
<b>Total</b>	<b>286.19</b>	-	-	<b>12,789.15</b>	-	-	-	<b>13,075.34</b>

<b>As at March 31, 2022</b>								
<b>Range of outstanding period</b>								
MSME	Others							
Undisputed	Disputed	Undisputed	Disputed					Total
Unbilled	-	-	-	1,012.26	-	-	-	1,012.26
Not Due	0.74	-	-	4,414.21	-	-	-	4,414.94
Less than 1 year	508.97	-	-	3,925.99	-	-	-	4,434.97
1-2 years	34.67	-	-	292.13	-	-	-	326.80
2-3 year	11.28	-	-	158.19	-	-	-	169.47
> 3 years	6.67	-	-	344.49	-	-	-	351.16
<b>Total</b>	<b>562.33</b>	-	-	<b>10,147.27</b>	-	-	-	<b>10,709.60</b>

- a) Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the management under the MSME Act 2006. This has been relied upon by the auditors.
- b) **MSME Disclosure**  
**Details of dues to micro and small enterprises as defined under MSME Act, 2006**
- |  | As at June 30, 2024 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|--|---------------------|----------------------|----------------------|----------------------|
| i Principal amount due   | 493.51              | 323.40               | 301.48               | 597.72               |
| ii Interest due on above   | 6.62                | 9.04                 | 11.43                | 6.58                 |
| iii Amount of interest paid in terms of Sec 16 of the Micro, Small and Medium Enterprise Development Act, 2006 |                     |                      |                      |                      |
| - Principal amount paid beyond appointed day   | 196.11              | 1,718.01             | 1,490.11             | 625.84               |
| - Interest paid thereon  | -                   | -                    | -                    | -                    |
| iv Amount of interest due and payable for the period of delay  | 1.68                | 10.95                | 25.79                | 14.02                |
| v Amount of interest accrued and remaining unpaid as at year end   | 124.81              | 116.51               | 96.52                | 59.30                |
- C) Acceptance includes an amount of Rs. 6894.75 Million (March 31, 2024: Rs. 5992.68 Million, March 31, 2023: Rs. 5066.50 Million, March 31, 2022: Rs. 3629.99 Million) under Letter of credit opened by the lenders of the Company which is secured by the underlying materials and forms part of secured facility and an amount of Rs. 2136.24 Million (March 31, 2024: Rs. 1669.60 Million, March 31, 2023: Rs.1462.43 Million, March 31, 2022: Rs. 1286.16 Million ) being other acceptances being unsecured.

27	<b>Current Tax Liability</b>						
	Particulars	As at June-24	As at Mar-24	As at Mar-23	As at Mar-22		
		Non Current	Current	Non Current	Current	Non Current	Current
	Current Tax Liability - net of taxes paid	-	382.65	-	276.05	-	216.81
	<b>Total</b>	-	<b>382.65</b>	-	<b>276.05</b>	-	<b>216.81</b>
28 <b>Revenue from Operations</b>							
	Particulars	For the period ended June 30, 2024	2023-24	2022-23	2021-22		
	Sale of Products	770.06	1,776.03	2,007.77	2,067.76		
	Income From EPC Contracts	8,136.67	38,134.51	28,747.08	20,558.48		
	Sale of Services	62.30	181.76	106.52	215.18		
	<b>Total</b>	<b>8,969.03</b>	<b>40,092.30</b>	<b>30,861.37</b>	<b>22,841.42</b>		
Disclosure in accordance with Ind AS - 115 "Revenue from Contracts with Customers", of the Companies (Indian Accounting Standards) Rules, 2015							
a)	Method used to determine the contract revenue :	Input Method					
	Method used to determine the stage of completion of contract :	Stage of completion is determined as a proportion of costs incurred upto the reporting date to the total estimated cost to complete.					
i)	Revenue disaggregation by type of Service is as follows:						
	Major Service Type	For the period ended June 30, 2024	2023-24	2022-23	2021-22		
	EPC Contract	8,136.67	38,134.51	28,747.08	20,558.48		
	Sale of Products / Services	832.36	1,957.79	2,114.29	2,282.94		
	<b>Total</b>	<b>8,969.03</b>	<b>40,092.30</b>	<b>30,861.37</b>	<b>22,841.42</b>		
ii)	Revenue disaggregation by geographical regions is as follows:	For the period ended June 30, 2024	2023-24	2022-23	2021-22		
	- In India	4,494.59	16,619.17	14,388.38	14,170.34		
	- Outside India	4,474.44	23,473.13	16,472.99	8,671.08		
	<b>Total</b>	<b>8,969.03</b>	<b>40,092.30</b>	<b>30,861.37</b>	<b>22,841.42</b>		
iii)	Revenue disaggregation by Customer Type is as follows:	For the period ended June 30, 2024	2023-24	2022-23	2021-22		
	Customer Type	For the period ended June 30, 2024	2023-24	2022-23	2021-22		
	Government Companies*	6,242.67	33,139.50	25,414.62	18,509.69		
	Non Government Companies	2,726.36	6,952.80	5,446.75	4,331.73		
	<b>Total</b>	<b>8,969.03</b>	<b>40,092.30</b>	<b>30,861.37</b>	<b>22,841.42</b>		
	* Government Companies include the Indian as well as foreign government companies						
iv)	Contracts are both fixed and variable price contract and changes will result due to Force Majeure / arbitration claims, Price Variation and Quantity Escalation.						
b)	Movement in Contract Liability	Particulars	Opening	Billing for the year	Received during the year	Closing	
	June 2024	9,299.00	(1,238.81)	2,925.60	10,985.79		
	March 2024	5,409.50	(8,880.50)	12,770.00	9,299.00		
	March 2023	4,602.19	(1,737.45)	2,544.76	5,409.50		
	March 2022	1,853.37	(992.88)	3,741.70	4,602.19		
c)	Performance obligation and remaining performance obligation	Transrail Lighting Limited -The aggregate value of transaction price allocated to unsatisfied (or partially satisfied) performance obligations is Rs 102,131 millions. The projects which substantially involve transmission and distribution projects have execution life cycle of 18 to 30 months. The Civil EPC projects have an execution life cycle of 24 to 36 months. Out of the balance unsatisfied contracts, the Company expects to approximately execute 55% to 60% as revenue in the next 12 months depending upon the progress on such contracts. The balance unsatisfied performance obligation would be completed in the subsequent year.					
d)	Contract Price Reconciliation in respect of EPC Contracts	For the period ended June 30, 2024	2023-24	2022-23	2021-22		
	Contract Price	6,394.11	36,391.95	27,575.17	20,093.79		
	Add / Less : Adjustments	-	-	-	-		
	Escalations & other variations	1,742.56	1,742.56	1,171.91	464.69		
	<b>Revenue Recognised</b>	<b>8,136.67</b>	<b>38,134.51</b>	<b>28,747.08</b>	<b>20,558.48</b>		
29	Other Operating Revenue	Particulars	For the period ended June 30, 2024	2023-24	2022-23	2021-22	
	Sale of Scrap	123.53	438.93	392.82	370.50		
	Job work	21.97	101.15	74.95	75.67		
	Export Incentive	43.25	105.12	99.94	64.55		
	Sundry Credit Balances Written Back	0.00	20.43	83.08	124.43		
	Others	-	7.31	9.40	23.58		
	<b>Total</b>	<b>188.75</b>	<b>672.94</b>	<b>660.19</b>	<b>658.73</b>		
30	Other Income	Particulars	For the period ended June 30, 2024	2023-24	2022-23	2021-22	
	Interest income	99.06	211.43	81.63	48.87		
	Profit on sale of Assets	0.61	5.68	-	0.55		
	Reversal of Provision of foreseeable loss on contracts	30.70	171.95	35.48	-		
	Gain on Mutual Fund	0.91	4,787	0.81	1.41		
	Profit on Sale of Investment	-	31.95	-	-		
	Miscellaneous Income	7.98	108.95	80.87	21.01		
	<b>Total</b>	<b>139.26</b>	<b>534.75</b>	<b>198.78</b>	<b>71.84</b>		

31	<b>Cost of Materials Consumed</b>	Particulars	For the period ended June 30, 2024	2023-24	2022-23	2021-22
	<b>Material Consumed (Factory)</b>					
	Opening Stock	873.50	785.30	706.60	553.14	
	Add : Purchases ( Net of Discount )	3,865.02	18,005.85	13,299.21	8,367.86	
	Less : Closing Stock	(1,087.49)	(873.50)	(785.30)	(706.60)	
	<b>Material Consumed</b>	<b>3,651.03</b>	<b>17,917.65</b>	<b>13,220.51</b>	<b>8,214.40</b>	
	<b>Materials Consumed (Sites)</b>					
	Opening Stock	881.82	809.41	709.32	563.48	
	Add : Purchases ( Net of Discount )	1,441.85	4,606.74	5,093.69	3,991.10	
	Less : Closing Stock	(1,173.01)	(881.82)	(809.41)	(709.32)	
	<b>Material Consumed</b>	<b>1,150.66</b>	<b>4,536.33</b>	<b>4,993.60</b>	<b>3,845.26</b>	
	<b>Total</b>	<b>4,801.69</b>	<b>22,453.98</b>	<b>18,214.11</b>	<b>12,059.66</b>	
32	<b>Changes in Inventories of Finished Goods, Work-in-progress and Stock-in-trade</b>	Particulars	For the period ended June 30, 2024	2023-24	2022-23	2021-22
	<b>Inventory Adjustments - WIP</b>					
	Work In Progress at Opening	172.90	193.55	145.63	98.37	
	Work In Progress at Closing	(280.77)	(172.90)	(193.55)	(145.63)	
	<b>Inventory Adjustments - FG</b>					
	Stock at Commencement	859.67	713.93	642.25	625.70	
	Less : Stock at Closing	(1,217.93)	(859.67)	(713.93)	(642.25)	
	<b>Inventory Adjustments - Bought out Material</b>					
	Stock at Commencement	520.61	274.88	312.40	198.07	
	Less : Stock at Closing	(367.43)	(520.61)	(274.88)	(312.40)	
	<b>Total</b>	<b>(312.95)</b>	<b>(370.82)</b>	<b>(82.08)</b>	<b>(178.14)</b>	
33	<b>Sub-contracting Expenses</b>	Particulars	For the period ended June 30, 2024	2023-24	2022-23	2021-22
	Sub-contracting Expenses	1,322.12	4,996.47	3,471.57	3,540.40	
	<b>Total</b>	<b>1,322.12</b>	<b>4,996.47</b>	<b>3,471.57</b>	<b>3,540.40</b>	
34	<b>Employee Benefits Expense</b>	Particulars	For the period ended June 30, 2024	2023-24	2022-23	2021-22
	Salaries, Bonus, Perquisites etc.	521.62	1,886.90	1,708.35	1,521.09	
	Contribution to Employees Welfare Funds	15.76	59.27	53.41	47.48	
	Expense on Employee Stock Option Scheme	4.50	10.11	-	-	
	Staff Welfare Expenses	9.88	28.76	28.61	26.01	
	<b>Total</b>	<b>551.76</b>	<b>1,985.04</b>	<b>1,790.37</b>	<b>1,594.58</b>	
35	<b>Finance Costs</b>	Particulars	For the period ended June 30, 2024	2023-24	2022-23	2021-22
	Interest Expense	364.77	1,380.24	990.04	668.74	
	Interest on Lease Liability	6.32	28.33	15.68	10.72	
	Interest on Direct and Indirect Tax	20.34	28.43	14.68	31.50	
	Interest - Others	8.46	28.22	52.23	59.45	
	Other Borrowing Cost	38.81	160.85	124.31	78.02	
	<b>Total</b>	<b>438.70</b>	<b>1,626.07</b>	<b>1,196.94</b>	<b>848.43</b>	
36	<b>Depreciation &amp; Amortisation</b>	Particulars	For the period ended June 30, 2024	2023-24	2022-23	2021-22
	Depreciation on Property, Plant and Equipment	106.81	422.37	396.35	328.93	
	Depreciation on Right-of-use Asset	19.85	79.49	61.36	47.17	
	Amortisation	0.02	1.18	0.55	2.28	
	<b>Total</b>	<b>126.68</b>	<b>503.04</b>	<b>458.26</b>	<b>378.39</b>	
37	<b>Other Expenses</b>	Particulars	For the period ended June 30, 2024	2023-24	2022-23	2021-22
	Consumption of Stores and Spares	224.32	840.37	629.33	528.30	
	Bank Charges & Bank Guarantee charges	193.46	836.69	690.34	537.20	
	Power & Fuel	32.17	135.28	97.36	78.89	
	Rent	105.01	355.20	244.93	197.97	
	Rates & Taxes	34.61	151.20	223.28	75.13	
	<b>Repairs &amp; Maintenance</b>					
	-Building	7.14	19.37	18.21	17.76	
	-Machinery	6.70	30.51	38.49	24.58	
	-Others	4.60	37.96	18.55	17.38	
	Security Expenses	38.45	116.15	94.97	67.77	
	Printing & Postage	6.76	22.70	20.82	19.52	
	Sundry Debit Balances Written off	3.70	53.70	27.65	80.12	
	Bad Debts Written off	0.01	11.40	14.86	83.53	
	Allowance for Expected and Lifetime Credit Loss	67.80	7.00	42.25	18.86	
	Provision for Doubtful Debts	-	33.72	52.01	-	
	Loss on Sale of Investment in Subsidiary	-	-	-	-	
	Assets Discarded	-	-	-	0.35	
	Provision for Expected Contractual Obligation	-	-	-	278.83	
	Corporate Social Responsibility Expenditure	0.07	20.53	29.85	27.16	
	Insurance	111.42	586.47	204.23	171.56	
	Director Sitting Fees and Commission	0.49	9.75	5.71	4.28	
	Donation	0.01	0.60	1.06	0.15	
	Travelling Expenses	53.77	199.03	133.88	115.00	
	Vehicle Expenses	90.52	299.26	220.68	203.07	
	Project Consultancy Charges	71.55	75.40	209.85	416.50	
	Freight & Other Expenses	307.00	1,916.78	1,727.76	1,136.39	
	Net Foreign Exchange (Gain) / Loss	(111.57)	38.11	(171.33)	(188.79)	
	Professional Fees	249.45	610.04	241.02	212.57	
	<b>Remuneration to Auditors</b>					
	- Audit Fees	3.50	8.00	6.00	6.00	
	- Certification & Others	0.13	0.62	0.42	0.69	
	Foreign Branch Auditors Fees	1.57	2.27	3.30	2.76	
	Loss on Sale Property, Plant and Equipment	-	-	20.24	-	
	Component Auditors Fees	0.61	1.39	0.39	0.25	
	Other Expenses	95.21	528.58	351.86	288.22	
	<b>Total</b>	<b>1,598.46</b>	<b>6,948.08</b>	<b>5,197.97</b>	<b>4,422.00</b>	

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**Corporate Social Responsibility Expenditure (CSR)**

The company is covered under section 135 of the Companies Act, 2013 the following is the disclosed with regard to CSR activities:-

<b>Particulars</b>	<b>2023-24</b>	<b>2022-23</b>	<b>2021-22</b>
1 Gross amount required to be spent by the company during the year	20.53	19.53	23.36
2 Amount approved by the Board to be spent during the year	20.53	19.53	23.40
- Ongoing	20.53	19.53	23.40
- Other than ongoing	-	-	-
3 Amount spent during the year on:	-	-	-
(a) Construction/acquisition of any asset	-	-	-
(b) On purposes other than (a) above	-	-	-
i) For 23-24	5.11	-	-
ii) For 22-23	14.43	5.10	-
iii) For 21-22	5.66	17.74	-
iv) For 20-21	-	10.32	15.50
v) For previous years	-	-	3.78
<b>Total</b>	<b>25.20</b>	<b>33.16</b>	<b>19.28</b>
4 Shortfall at the end of the year,	15.42	14.43	23.36
5 Total of previous years shortfall,	-	-	-
6 Reason for shortfall	NA	NA	NA
7 Nature of CSR activities-			
<b>Particulars</b>	<b>2023-24</b>	<b>2022-23</b>	<b>2021-22</b>
(a) Disaster management, including relief, rehabilitation and reconstruction activities	-	-	3.41
(b) Social causes including education and health care	25.20	20.21	15.37
(c) Ensuring animal welfare	-	0.50	0.50
(d) Rural Development	-	12.45	-
	<b>25.20</b>	<b>33.16</b>	<b>19.28</b>
8 Details of related party transactions, e.g., contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard,			
<b>Name of the related party</b>	<b>2023-24</b>	<b>2022-23</b>	<b>2021-22</b>
Transrail Foundation	-	19.35	-
9 The movement in the provision during the year is disclosed hereunder:			
<b>Particulars</b>	<b>2023-24</b>	<b>2022-23</b>	<b>2021-22</b>
(a) Opening Provision	20.09	23.36	15.50
(b) Spent during the year	(20.09)	(17.74)	(15.50)
(c) Created during the year	15.42	14.43	23.36
(d) Closing Provision	<b>15.42</b>	<b>20.05</b>	<b>23.36</b>
10 Disclosures under section 135(6)			
<b>A In case of S. 135(6) (Ongoing Projects)</b>			
<b>Particulars</b>	<b>2023-24</b>	<b>2022-23</b>	<b>2021-22</b>
(a) Opening Balance	-	-	-
- With Company	14.43	23.36	15.52
- In Separate CSR unspent account	2.92	-	-
- with Implementing agency	2.80	-	-
(b) Amount transferred from Company's Bank account to Separate CSR unspent account	14.43	23.36	15.52
(c) Amount required to be spent during the year	-	-	-
(d) Amount spent during the year	20.53	19.53	23.36
(e) From Company's Bank Account	5.11	5.10	-
- From Separate CSR unspent account	20.09	17.74	15.50
(f) Carryforward to future years	15.42	14.43	23.36
(g) Excess Spent during the year	-	-	-
(g) Closing Balance	-	-	-
- With Company	15.42	14.43	23.36
- In Separate CSR unspent account	-	2.90	-
- With Implementing Agency	-	2.82	-

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**Tax Expenses**

<b>Particulars</b>	<b>For the period ended June 30, 2024</b>	<b>2023-24</b>	<b>2022-23</b>	<b>2021-22</b>
<b>Reconciliation of statutory rate of tax and effective rate of tax:</b>				
1. Current tax-Domestic	257.50	849.17	389.96	237.03
2. Deferred Tax Liability / (Asset)	-	-	-	-
3. Excess provision of earlier years	-	-	17.30	17.60
<b>Total</b>	<b>257.50</b>	<b>849.17</b>	<b>407.26</b>	<b>254.63</b>
Accounting Profit before Income Tax	770.58	3,158.15	1,473.20	906.60
At India's statutory income tax rate	25.17%	25.17%	25.17%	25.17%
Tax on long term capital gain	23.30%	23.30%	23.30%	23.30%
<b>Tax on profit</b>	<b>193.94</b>	<b>794.84</b>	<b>370.78</b>	<b>228.17</b>
Effect of non deductible expense	127.96	255.83	259.68	148.36
Effect of deductible expenses	(64.40)	(201.50)	(247.37)	(142.68)
Additional provisions on foreign branches	-	-	-	-
Additional provisions on prudence	-	-	6.87	3.18
<b>Current tax expense for the year</b>	<b>257.50</b>	<b>849.17</b>	<b>389.96</b>	<b>237.03</b>

**Significant Components of Deferred Tax for the quarter ended June 30, 2024**

<b>Particulars</b>	<b>Opening</b>	<b>Recognised in Profit and Loss</b>	<b>Closing Balance</b>
Property, Plant and Equipment	(255.68)	(86.13)	(341.81)
Right-of-use Assets	(66.41)	4.99	(61.42)
Provision for Trade Receivable and Loans	125.09	17.04	142.13
Employee benefit and other tax disallowances	197.00	64.10	261.10

**Significant Components of Deferred Tax for the year ended March 31, 2024**

<b>Particulars</b>	<b>Opening</b>	<b>Recognised in Profit and Loss</b>	<b>Closing Balance</b>
Property, Plant and Equipment	(273.67)	17.99	(255.68)
Right-of-use Assets	(46.07)	(20.34)	(66.41)
Provision for Trade Receivable and Loans	145.11	(20.02)	125.09
Employee benefit and other tax disallowances	174.63	22.37	197.00

**Significant Components of Deferred Tax for the year ended March 31, 2023**

<b>Particulars</b>	<b>Opening</b>	<b>Recognised in Profit and Loss</b>	<b>Closing Balance</b>
Property, Plant and Equipment	(280.04)	6.37	(273.67)
Right-of-use Assets	(21.47)	(24.60)	(46.07)
Provision for Trade Receivable and Loans	121.39	23.72	145.11
Employee benefit and other tax disallowances	180.12	(5.49)	174.63
	-	-	-

**Significant Components of Deferred Tax for the year ended March 31, 2022**

Particulars	Opening	Recognised in Profit and Loss	Closing Balance
Property, Plant and Equipment	(290.89)	10.85	(280.04)
Right-of-use Assets	(28.13)	6.66	(21.47)
Provision for Trade Receivable and Loans	146.55	(25.15)	121.39
Employee benefit and other tax disallowances	172.48	7.64	180.12
	-	-	-

**40 Earning Per Share**

Earnings Per Share (EPS) = Net Profit attributable to Shareholders / Weighted Number of Shares Outstanding

Particulars	For the quarter ended June 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Net Profit attributable to the Equity Share holders (Rs. in Million)	517.44	2,332.05	1,075.68	647.07
Outstanding Number of Equity Shares at the beginning of the year	12,39,63,710	11,39,92,200	11,35,42,200	3,78,47,400
Share Issued during the year	-	99,71,510	4,50,000	7,56,94,800
Closing number of shares at the end of year	12,39,63,710	12,39,63,710	11,39,92,200	11,35,42,200
Weighted Number of Shares during the period – Basic	12,39,63,710	11,90,59,689	11,38,41,789	5,56,82,339
Weighted Number of Shares during the period – Diluted	12,39,63,710	11,90,59,689	11,38,41,789	5,56,82,339
Earning Per Share – Basic (Rs.)	4.17	19.59	9.45	11.62
Earning Per Share – Diluted (Rs.)	4.17	19.59	9.45	11.62

**Note:**

i) Pursuant to the recommendation and resolution passed at the meeting of the Board of Directors, the Shareholders in their meeting held on dated 12th February 2024 has approved the split of 1 Equity share of the face value of Rs. 10/- each into 5 equity share of the face value of Rs. 2/- each.

In terms of Paragraph 64 of Indian Accounting Standard 33 Earnings per Share, if the number of ordinary shares outstanding increases as a result of share split, the calculation of basic and diluted earnings per share for all periods presented shall be adjusted retrospectively. If these changes occur after the reporting period but before the financial statements are approved for issue, the per share calculations for those and any prior period financial statements presented shall be based on the new number of shares. The calculation of basic and diluted EPS has been considered considering the impact of share split as stated above

ii) The number of right shares issued in the year 2021-22 and the number of shares issued under ESOP in the year 2022-23 are adjusted accordingly to reflect the same at Rs. 2/- each to provide comparability.

**41** In Bangladesh, following intense student-led protests against the Government's quota system for public sector jobs, the Government changed and an interim government was formed, under the leadership of Mr. Yunus Muhammed. There was no major disruption in company's operations and currently, all the sites of the Company are functional with adequate security. Power Grid Company of Bangladesh Ltd (PGCB) has resumed working and all the day to day activities such as approvals, invoice processing, and CD VAT payments for imports are continuing as usual. Out of 3 major contractors, 2 contractors have continued working on the sites and 3rd contractor has also started sending back their people to Bangladesh to recommence work. The Company has started sending back its staff as the situation has improved within 15 days of change of Government. The Company has also received payments in the 3rd week of August 2024 and further payments are under process.

The Company does not foresee any significant impact in revenues in the current financial year except some deferment of part of revenue to the next year. The Company also does not expect any increase in cost as the prices with sub-contractors are pre-fixed prices. There is also no write off of receivables as the project is on going and the Company does not expect stoppage as the projects of River crossing is of national importance to them.

**42 Disclosure in accordance with Ind AS – 116 "Leases", of the Companies (Indian Accounting Standards) Rules, 2015**

**A) For changes in the carrying value of right-of-use assets for the quarter ended June 30, 2024, year ended March 31, 2024. Refer Note 4**

**B) The details of the contractual maturities of lease liabilities on an undiscounted basis are as follows:**

Particulars	June 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Less than one year	93.27	97.53	80.35	39.28
One to five years	128.60	192.37	107.20	45.06
More than five years	-	-	-	-
<b>Total</b>	<b>221.87</b>	<b>289.90</b>	<b>187.55</b>	<b>84.34</b>

**C) The following is the movement in lease liabilities**

Particulars	June 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Balance at the beginning	241.56	163.51	74.02	109.00
Addition in liability during the year	-	162.18	151.62	20.18
Reversal on account of termination during the year	-	(8.53)	-	-
Interest on lease liabilities	6.31	28.33	15.68	10.72
Payment of lease liabilities	(26.00)	(103.92)	(77.81)	(65.87)
<b>Closing balance</b>	<b>221.87</b>	<b>241.56</b>	<b>163.51</b>	<b>74.02</b>

The Group does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

**43 Joint Operations**

Particulars	Ownership Interest	Ownership Interest	Ownership Interest	Ownership Interest
Joint Operations	June 30, 2024	2023-24	2022-23	2021-22
i) Consortium of Jyoti Structures Ltd & Transrail Lighting Ltd (CJL) (Bhutan)	50%	50%	50%	50%
ii) Transrail Lighting Ltd - First Capital Energy & Power Ind Ltd JV (Nigeria)	30%	30%	30%	30%
iii) Railsys engineering Pvt Ltd & Transrail Lighting Limited -JV	49%	49%	49%	49%
iv) Gammon Engineers & Contractors Pvt. Ltd & Transrail Lighting Ltd JV (GECPL TLL JV)	95%	95%	95%	95%
v) TLL Metcon Pravesh JV	60%	60%	60%	60%
vi) ITD Cem – Transrail Consortium	25%	25%	-	-
vii) Transrail - Hanbeek Consortium	100%	100%	100%	-
viii) ALTIS - TLL JV	49%	49%	49%	-
ix) TLL-ALTIS JV	80%	80%	-	-
x) TLL-EVRASCON JV	70%	70%	70%	-
xi) TLL - Hyosung T & D India Pvt Ltd.	100%	100%	100%	100%
xii) Transrail - Universal Cables (UNISTAR) Consortium - Suriname	100%	100%	100%	100%

**44 Segment Reporting**  
The Company is primarily engaged in Engineering, Procurement and Construction business (EPC) relating to infrastructure inter alia relating to products, projects and engineering. Managing Director & Chief Executive Officer (Chief Operating Decision Maker) monitors the operating results of its business units for the purpose of making decisions about resource allocation and performance assessment as a whole. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements. The CODM reviews the Company's performance on the analysis of the profit of the company on an entity level basis. The management is of the opinion that the company continues to operate under a single segment of Engineering and Projects and hence the Company has only one reportable segment Engineering & Projects.

**Entity level disclosure as required in Ind AS 108 - "Segment Reporting" of the Companies (Indian Accounting Standards) Rules, 2015**

a The Company principally operates in the business of Engineering, Procurement and Construction business (EPC) relating to infrastructure and the major customers are primarily State or Central utilities of the country in which such projects are undertaken and private BOT operators in the business of laying and operating Transmission Lines. During the three month period ended June 30, 2024 there were two (P.Y 2023-24 two, P.Y 2022-23 three and P.Y 2021-22 three) government customers that contributed for more than 10% of the turnover Rs 3033.14 Million (P.Y. 2023-24 Rs 19714.08 Million, P.Y.2022-23 Rs. Rs 17311.20 Million and P.Y. 2021-22 Rs. 11977 Million).

b **Information about Geographical areas**

Particulars	Revenue for the period ended June 30, 2024	Revenue 2023-24	Revenue 2022-23	Revenue 2021-22
Domicile country	4,494.59	16,619.17	14,388.38	14,170.34
Foreign countries	4,474.44	23,473.13	16,472.99	8,671.08
<b>Total</b>	<b>8,969.03</b>	<b>40,092.30</b>	<b>30,861.37</b>	<b>22,841.42</b>

The revenues attributed to a specific country is basically determined by the country from where the contract has been secured by the company.

c **Non Current Assets other than Financial Assets, Deferred Tax Assets, Employment Benefit Assets and Insurance Contract.**

Particulars	Assets June 2024	Assets 2023-24	Assets 2022-23	Assets 2021-22
Domicile country	3,618.38	3,431.01	3,547.13	3,362.82
Foreign countries	105.73	102.21	92.64	65.28
<b>Total</b>	<b>3,724.11</b>	<b>3,533.22</b>	<b>3,639.77</b>	<b>3,428.10</b>

**45 Fair value hierarchy**

This section explains the judgments and estimates made in determining the fair value of the financial instruments that are (i) recognised and measured at fair value and (ii) measured at amortized cost for which fair value are disclosed.

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

1 **Recognised and measure at fair value**

The Company has not recognised any of the outstanding financial instrument as on June 30, 2024, March 31, 2024 and March 31, 2023 and March 31, 2022 at fair value except as disclosed in the below in note (2)(ii).

2 **Measure at amortized cost for which fair value is disclosed.**

The Company has determined fair value of all its financial instruments measured at amortized cost.

**The following methods and assumptions were used to estimate the fair values:**

i) Long-term fixed-rate of borrowings are evaluated by the Company based on parameters such as interest rates.

ii) The following table presents the fair value measurement hierarchy of financial assets and liabilities measured at fair value

Particulars			Date of Valuation	Fair value measurement using		
				Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Mutual funds - Growth plan			30.06.2024	49.93	-	-
Mutual funds - Growth plan			31.03.2024	49.02	-	-
Mutual funds - Growth plan			31.03.2023	32.36	-	-
Mutual funds - Growth plan			31.03.2022	31.55	-	-
Forward contracts			30.06.2024	-	2.21	-
Forward contracts			31.03.2024	-	13.82	-
Forward contracts			31.03.2023	-	45.98	-
Forward contracts			31.03.2022	-	33.64	-

There have been no transfers between Level 1 and Level 2 during the period.

**46 Capital management**

For the purpose of the Company's capital management, capital includes issued equity capital, and all other reserves attributable to the equity share holders of the company. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt.

Particulars	June 30, 2024	2023-24	2022-23	2021-22
Long Term Borrowings	694.89	806.65	1,203.40	1,179.76
Short Term Borrowings	5,339.39	5,625.22	4,845.83	3,511.41
<b>Less: Cash and Cash Equivalents</b>	<b>883.34</b>	<b>1,098.46</b>	<b>1,247.14</b>	<b>575.04</b>
Net Debt	5,150.94	5,333.41	4,802.09	4,116.13
Total Capital	12,043.58	11,391.23	7,713.97	6,629.69
Gearing Ratio (in times)	0.43	0.47	0.62	0.62

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets lenders terms and conditions attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the terms and conditions would permit the bank to immediately call loans and borrowings. The Company has not breached any term and conditions of any interest-bearing loans and borrowing.

No changes were made in the objectives, policies or processes for managing capital during the period ended June 30, 2024, years ended March 31, 2024, March 31, 2023 and March 31, 2022.

**47 Financial Instruments**

**Categories of financial instruments**

Particulars	As at June 30, 2024		
	FVTPL	FVTOCI	Amortised Cost
<b>Financial Assets</b>			
Non Current Investments	-	-	-
Current Investments	49.93	-	-
Trade Receivables	-	-	9,140.26
Cash and Bank Balances	-	-	2,447.63
Loans	-	-	845.96
Others Financial Assets	2.21	-	1,136.71
<b>Total</b>	<b>52.14</b>	<b>-</b>	<b>13,570.57</b>
<b>Financial Liabilities</b>			
Borrowings	-	-	6,034.28
Trade Payables	-	-	16,807.82
Other Financial Liabilities	-	-	1,364.46
<b>Total</b>	<b>-</b>	<b>-</b>	<b>24,206.56</b>

Particulars	As at March 31, 2024		
	FVTPL	FVTOCI	Amortised Cost
<b>Financial Assets</b>			
Non Current Investments	-	-	-
Current Investments	49.02	-	-
Trade Receivables	-	-	10,261.41
Cash and Bank Balances	-	-	2,238.98
Loans	-	-	850.13
Others Financial Assets	13.82	-	869.43
<b>Total</b>	<b>62.84</b>	-	<b>14,219.95</b>
<b>Financial Liabilities</b>			
Borrowings	-	-	6,431.87
Trade Payables	-	-	16,685.76
Other Financial Liabilities	-	-	1,304.33
<b>Total</b>	-	-	<b>24,421.96</b>
As at March 31, 2023			
Particulars	FVTPL	FVTOCI	Amortised Cost
<b>Financial Assets</b>			
Non Current Investments	-	-	0.05
Current Investments	32.36	-	-
Trade Receivables	-	-	6,448.95
Cash and Bank Balances	-	-	1,981.20
Loans	-	-	556.42
Others Financial Assets	45.98	-	768.61
<b>Total</b>	<b>78.34</b>	-	<b>9,755.23</b>
<b>Financial Liabilities</b>			
Borrowings	-	-	6,049.24
Trade Payables	-	-	13,075.33
Other Financial Liabilities	-	-	1,193.06
<b>Total</b>	-	-	<b>20,317.63</b>
As at March 31, 2022			
Particulars	FVTPL	FVTOCI	Amortised Cost
<b>Financial Assets</b>			
Non Current Investments	-	-	0.05
Current Investments	31.55	-	-
Trade Receivables	-	-	6,397.35
Cash and Bank Balances	-	-	1,107.78
Loans	-	-	453.36
Others Financial Assets	33.64	-	491.43
<b>Total</b>	<b>65.19</b>	-	<b>8,449.97</b>
<b>Financial Liabilities</b>			
Borrowings	-	-	4,691.16
Trade Payables	-	-	10,709.60
Other Financial Liabilities	-	-	980.13
<b>Total</b>	-	-	<b>16,380.90</b>

The management assessed that fair value of cash and short-term deposits, trade receivables, trade payables, book overdrafts and other current financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments. The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

- 48 Financial risk management objectives and policies**
- a) Financial risk management objectives**
- 1 The Company's principal financial liabilities comprises of loans and borrowings, 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 include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations.
  - 2 The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Company's senior management is supported by an appropriate financial risk governance framework for the Company which provides assurance to the Company's senior management that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. It is the Company's policy that no trading in derivatives for speculative purposes may be undertaken. The Board of Directors reviews and lays down policies for managing each of these risks, which are summarised below.
  - 3 Derivative Financial Instruments  
The Company holds derivative financial instruments such as foreign currency forward contracts and commodity future contracts to mitigate the risk of changes in exchange rates on foreign currency exposures and changes in price of commodities. The counter party for these contracts is generally a multinational bank, financial institution or exchange. These derivative financial instruments are valued based on quoted prices for similar assets and liabilities in active markets or inputs that are directly or indirectly observable in the marketplace. Mark to Market gain or loss on derivative instruments is part of other current financial assets or liabilities.

**b) Market risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk namely interest rate risk, currency risk and commodity risk. Financial instruments affected by market risk include receivables, payables, net investment in foreign operations, loans and borrowings and deposits.

The sensitivity analysis in the following sections on the financial assets and Financial liabilities relate to the position as at June 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022.

The following assumptions have been made in calculating the sensitivity analysis:

- The sensitivity analysis have been prepared on the basis that the amount of net debt, the ratio of fixed to floating interest rates of the debt as at June 30, 2024.
- The analysis exclude the impact of movements in market variables on: the carrying values of gratuity and other post-retirement obligations; provisions; and the non-financial assets and liabilities.

- The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks.

**c) 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 Company's long-term and short term debt obligations with floating interest rates.

Presently the borrowings of the company are subject to a floating interest regime at MCLR specified in the respective financing agreements, which is subject to variation in rate of interest in the market. Considering the present market scenario the Company's policy is to maximise the borrowings at MCLR based variable interest rate.

**Interest rate sensitivity**

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

Variation in interest (basis points)	Effect on profit before tax			
	30-06-2024	31-03-2024	31-03-2023	31-03-2022
Increase by 50 Basis points	(30.17)	(32.16)	(30.25)	(27.50)
Decrease by 50 Basis points	30.17	32.16	30.25	27.50

The assumed movement in basis points for the interest rate sensitivity analysis is based on the currently observable market environment.

**d) 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 Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue or expense and monetary assets & liabilities is denominated in a foreign currency).

Foreign Currency Exposure unhedged as at June 30, 2024 is Rs.10319.74 Million (March 31, 2024 is Rs.10804.40 Million, March 31, 2023: Rs. 8156.74 Million, March 31, 2022: Rs. 7042.70 Million ) for Trade and Other Receivables and Rs. 3811.99 Million (March 31, 2024 Rs. 4991.50 Million, March 31, 2023: Rs. 4297.22 Million, March 31, 2022: Rs. 2679.84 Million) for Trade and Other Payables.

**For Un-hedged Foreign Currency Exposures:**

Particulars	June 30, 2024		2023-24		2022-23		2021-22	
	Foreign Currency in "000"	Amount in Rs. Million	Foreign Currency in "000"	Amount in Rs. Million	Foreign Currency in "000"	Amount in Rs. Million	Foreign Currency in "000"	Amount in Rs. Million
<b>Trade and Other Receivables</b>								
USD	86,623.45	7,229.02	86,868.91	7,239.33	72,429.16	5,954.90	65,313.47	4,951.22
EUR	8,086.08	721.67	9,160.80	823.85	4,725.46	423.44	6,746.64	571.17
GBP	-	-	-	-	-	-	-	-
BTN	-	-	-	-	82,802.67	82.80	46,733.11	46.73
NGN	37,678.23	2.24	84,667.71	5.04	7,963.37	1.41	-	-
KSH	1,086.02	0.69	5,898.74	3.69	3,78,156.92	233.00	5,05,309.46	329.54
FCFA	-	-	-	-	-	-	-	-
BDT	19,62,833.17	1,378.08	24,85,359.31	1,866.80	9,07,084.36	687.75	6,10,116.88	525.32
GHS	61.63	0.34	30.85	0.19	979.78	6.81	521.75	5.20
JOD	153.24	18.02	153.24	18.01	259.11	30.03	621.23	66.17
MZN	6,497.37	8.40	12,797.88	16.55	51,902.56	66.15	36,072.02	42.26
QAR	1,785.68	40.45	1,785.68	40.45	1,785.68	39.86	1,785.68	36.80
SEK	(0.00)	(0.00)	(0.00)	(0.00)	943.19	7.46	7,168.35	58.09
AFA	12,293.31	14.23	12,297.08	13.93	13,602.05	12.72	9,815.91	8.31
UGX	43,239.83	0.97	47,909.85	1.02	8,91,403.37	19.30	7,61,456.50	15.96
NIO	89,673.80	200.80	80,988.72	181.43	71,026.45	157.71	50,158.24	105.10
CFA	32,71,285.02	445.41	14,74,051.28	202.09	26,83,730.95	365.62	15,03,607.48	192.39
THB	22,055.45	49.99	18,437.74	42.23	27,342.59	65.72	38,817.43	87.97
SZL	7,247.36	33.19	4,475.72	19.73	-	-	-	-
GMD	21,694.83	26.59	29,568.07	36.24	-	-	-	-
SRD	10,322.42	27.48	36,422.31	85.72	-	-	-	-
TZS	37,89,750.11	119.52	63,85,602.64	205.95	-	-	-	-
PHP	1,859.88	2.65	1,655.55	2.45	1,357.43	2.05	303.78	0.44
		<b>10,319.74</b>		<b>10,804.40</b>		<b>8,156.74</b>		<b>7,042.70</b>

**For Un-hedged Foreign Currency Exposures:**

Particulars	June 30, 2024		2023-24		2022-23		2021-22	
	Foreign Currency in "000"	Amount in Rs. Million	Foreign Currency in "000"	Amount in Rs. Million	Foreign Currency in "000"	Amount in Rs. Million	Foreign Currency in "000"	Amount in Rs. Million
<b>Trade and Other Payables</b>								
USD	26,435.76	2,206.15	31,833.21	2,652.86	33,176.74	2,727.69	20,464.18	1,550.49
EUR	197.41	17.62	824.38	74.14	5,289.33	473.96	181.16	15.34
CAD	-	-	1.20	0.07	-	-	-	-
BTN	-	-	-	-	65,862.74	65.86	51,240.53	51.24
QAR	10.52	0.24	10.52	0.24	-	-	-	-
KSH	27,037.84	17.29	27,089.15	16.93	3,84,996.51	237.22	4,62,019.64	301.31
NGN	21,950.14	1.31	1,29,046.51	7.68	-	-	-	-
AFS	-	-	-	-	-	-	-	-
FCFA	-	-	-	-	-	-	-	-
BDT	13,86,834.81	973.68	21,77,107.87	1,635.26	6,10,381.82	462.79	4,51,702.70	388.93
GHS	53.77	0.29	-	-	519.28	3.61	735.59	7.33
JOD	-	-	-	-	4.15	0.48	686.60	73.13
SEK	-	-	-	-	-	-	-	-
MZN	4,333.38	5.61	3,912.97	5.06	4,302.98	5.48	13,525.25	15.85
NIO	1,05,602.75	236.47	1,05,390.48	236.10	93,311.30	207.19	66,269.36	138.86
UGX	81,341.38	1.82	79,968.85	1.71	4,79,840.52	10.39	9,44,098.79	19.79
AFA	32,260.17	37.35	32,260.17	36.53	28,919.20	27.05	73,828.17	62.54
CFA	14,27,315.40	194.34	12,27,237.28	168.25	5,52,600.71	75.28	1,48,733.09	19.03
THB	157.95	0.36	18.62	0.04	85.40	0.21	15,033.42	34.07
PHP	0.00	0.00	15.00	0.02	-	-	817.58	1.19
GBP	-	-	-	-	-	-	7.76	0.78
SZL	3,332.95	15.26	1,895.83	8.36	-	-	-	-
GMD	19,651.69	24.09	9,211.63	11.29	-	-	-	-
SRD	27,926.28	74.35	45,186.90	106.35	-	-	-	-
TZS	1,80,515.04	5.69	9,38,305.92	30.26	-	-	-	-
BIF	2,391.15	0.07	2,391.15	0.07	-	-	-	-
AUD	-	-	1.23	0.07	-	-	1.14	0.06
	<b>3,811.99</b>		<b>4,991.50</b>		<b>4,297.22</b>		<b>2,679.84</b>	

The Company has designated following forward contracts as fair value hedge which are outstanding as under:

Particulars	No. of Contracts	Currency Type	Amount In Foreign Currency (in "000")	Amount In Rs. Million
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As at June 30, 2024

Sell USD/INR	3	USD	5,000.00	416.87
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As at March 31, 2024

Sell USD/INR	3	USD	12,500.00	1,042.17
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As at March 31, 2023

Sell USD/INR	7	USD	26,265.80	2,159.49
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As at March 31, 2022

Sell USD/INR	14	USD	33,400.09	2,531.96
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Particulars	No. of Contracts	Commodity	Foreign Currency in "000"	Amount In Rs Million
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As at June 30, 2024

Buy	3	Aluminium	4,083.50	340.45
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As at March 31, 2024

Buy	4	Aluminium	2,475.83	206.33
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e) **Foreign currency sensitivity**

The following table demonstrates the sensitivity to a reasonably possible change in USD, EUR, BDT and CFA exchange rates, with all other variables held constant. The impact on the Company's profit before tax is due to changes in the fair value of revenue or expense and monetary assets & liabilities. The Company's exposure to foreign currency changes for all other currencies is not material.

Variation in exchange rate (%)	30-06-2024	31-03-2024	31-03-2023	31-03-2022
<b>USD</b>				
Increase by 5%	251.14	229.32	161.36	170.04
Decrease by 5%	(251.14)	(229.32)	(161.36)	(170.04)
<b>EUR</b>				
Increase by 5%	35.20	37.49	(2.53)	27.79
Decrease by 5%	(35.20)	(37.49)	2.53	(27.79)
<b>BDT</b>				
Increase by 5%	20.22	11.58	11.25	6.82
Decrease by 5%	(20.22)	(11.58)	(11.25)	(6.82)
<b>CFA</b>				
Increase by 5%	12.55	1.69	14.52	8.67
Decrease by 5%	(12.55)	(1.69)	(14.52)	(8.67)

f) **Commodity price risk**

The Group is affected by the price volatility of the major commodities. The Group's operating activities require the ongoing purchase and manufacture of tower, conductors and poles and therefore require a continuous supply of Steel, Aluminium and Zinc. It may be observed that all the three metals have significant volatility in the prices during the year. However in case of steel which is the major item, there is no marketplace to manage the price risk. The Group holds derivative financial instruments such as commodity future contract to mitigate the risk of changes in Aluminium prices.

Further substantial part of our revenues during the year were covered by escalation clauses which addresses the price volatility to a large extent.

Due to the significantly increased volatility of the price of the Steel, Aluminium and Zinc, during the year the Group entered into various purchase contracts for Steel, Aluminium and Zinc at specific rates to manage the risk of the costs. The prices in these purchase contracts are linked to market rates.

The Group's Board of Directors has developed and enacted a risk management strategy regarding commodity price risk and its mitigation.

g) **Credit risk**

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions and other financial instruments.

Customer credit risk is managed by each business unit subject to the Group's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on the ability of the customer to honour his commitments. The credit quality is also assessed on factors like state/central sponsored undertaking, financial strength of the customer, assurance of payments like LC or Guarantees etc. Outstanding customer receivables are regularly monitored and any shipments to major customers are generally covered by letters of credit or other forms of credit insurance. Retention is considered as part of receivable which is payable on completion of the project and achieving the completion milestones. In certain contracts the retention would be realised on submission of a Bank guarantee, which is submitted as per the terms of the contract with customer.

An impairment analysis is performed at each reporting date on an individual basis for major clients. In addition, a large number of minor receivables are consolidated into an homogenous class and assessed for impairment collectively. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in Note 47. The Company does not hold collateral as security. The Group evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and industries and operate in largely independent markets.

In addition, the Group is exposed to credit risk in relation to financial guarantees given by the company on behalf of joint operation (net of group share). These financial guarantees have been issued to the banks on behalf of the joint operations. Based on the expectations at the end of reporting period, Company considers the likelihood of the any claim under such guarantee is remote.

**h) Financial instruments and cash deposits**

Credit risk from balances with banks and financial institutions is managed by the Group's treasury department in accordance with the Group's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. Counterparty credit limits are reviewed by the Group's Board of Directors on an annual basis, and updated throughout the year. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

**i) Liquidity risk**

The Group monitors its risk of a shortage of funds using a liquidity planning tool. The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, bank loans, debentures and other instruments. as at June 30, 2024 no term loan has matured based on the repayment schedule specified in the financing agreements with the lenders.

The table below summarises the maturity profile of the Group's financial liabilities based on contractual undiscounted payments.

Particulars	Less than 1 year	One - Five year	Total
<b>As at June 30, 2024</b>			
Long Term Borrowings	487.60	694.89	1,182.49
Short Term Borrowings	4,851.79	-	4,851.79
Trade Payables	16,807.82	-	16,807.82
Other Financial Liabilities	533.42	609.17	1,142.59
Lease Liabilities	93.27	128.60	221.87
<b>Total</b>	<b>22,773.90</b>	<b>1,432.66</b>	<b>24,206.56</b>
<b>Particulars</b>			
<b>As at March 31, 2024</b>			
Long Term Borrowings	478.79	806.65	1,285.44
Short Term Borrowings	5,146.43	-	5,146.43
Trade Payables	16,685.76	-	16,685.76
Other Financial Liabilities	462.14	600.65	1,062.79
Lease Liabilities	97.50	144.05	241.55
<b>Total</b>	<b>22,870.62</b>	<b>1,551.35</b>	<b>24,421.97</b>
<b>Particulars</b>			
<b>As at March 31, 2023</b>			
Long Term Borrowings	599.14	1,203.40	1,802.54
Short Term Borrowings	4,246.68	-	4,246.68
Trade Payables	13,075.33	-	13,075.33
Other Financial Liabilities	462.81	566.75	1,029.56
Lease Liabilities	80.35	83.16	163.51
<b>Total</b>	<b>18,464.31</b>	<b>1,853.31</b>	<b>20,317.62</b>
<b>Particulars</b>			
<b>As at March 31, 2022</b>			
Long Term Borrowings	809.45	1,179.76	1,989.21
Short Term Borrowings	2,701.96	-	2,701.96
Trade Payables	10,709.60	-	10,709.60
Other Financial Liabilities	373.17	532.94	906.11
Lease Liabilities	39.37	34.65	74.02
<b>Total</b>	<b>14,633.55</b>	<b>1,747.35</b>	<b>16,380.90</b>

The disclosed financial instruments in the above table are the gross undiscounted cash flows. However, those amounts may be settled gross or net.

**j) Excessive risk concentration**

Concentrations arise when a number of counterparties are engaged in similar business activities, or activities in the same geographical region, or have economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the Group's performance to developments affecting a particular industry.

In order to avoid excessive concentrations of risk, the Group's policies and procedures include specific guidelines to focus on the maintenance of a diversified portfolio which includes assessing of geopolitical factors, country risk assessment and other factors to have diverse customer relationships. Identified concentrations of credit risks are controlled and managed accordingly.

**k) Collateral**

As mentioned in note no 18 and 25 the assets of the Group are hypothecated/charged to the lenders for the borrowings and the non-fund based facilities provided by them. There are no collaterals provided by the shareholders or any other person.

**49 Contingent Liabilities and Commitments**

Particulars	June 30, 2024	2023-24	2022-23	2021-22
<b>A Contingent Liabilities</b>				
i) Bank Guarantees issued by the bankers	661.11	1,178.38	1,209.17	689.88
ii) Indirect tax matters for which Company has preferred appeal	930.65	881.50	831.21	801.30
iii) Direct tax matters for which Company has preferred appeal	761.68	651.96	298.76	298.80
iv) Others	177.62	155.89	69.63	34.10
<b>B Commitments</b>				
i) Estimated amount of contracts remaining to be executed on Capital Account and not provided for in accounts.	696.25	54.45	41.69	105.65
ii) Other Commitments	11.37	166.30	625.00	750.00

- 50 **A) Employees Stock Option Scheme**
- A) Employees Stock Option Plan (ESOP) - 2023**
- The Company had implemented Employee stock option scheme as approved by the Nomination and Remuneration Committee on 08th September 2023. As per the scheme company may grant ESOP to identified employees meeting certain criteria. Details of the options granted during the period under the scheme are as given below.
- a) The exercise price of the options was adjusted to Rs. 702/- per option and  
b) The Option Holder shall have the right to subscribe/apply for one equity shares of the company against each option held.

Plan details	Grant Date	Total Options under the Plan	Number of Option granted	Exercise price per option	Vesting Period
ESOP Plan -2023	September ,08 2023	4,56,000	2,66,450	Rs 702/-	3 to 5 Years
ESOP Plan -2023	June 27, 2024		8,200	Rs 702/-	2.5 to 5 Years
<b>Total</b>		<b>4,56,000</b>	<b>2,74,650</b>		

The options are granted at an exercise price, which is fair value at the time of such grants. Each option entitles the holder to exercise the right to apply for and seek allotment of one equity shares of Rs. 10/- each.

Stock option activity under the scheme(s) for the period ended June 30, 2024 is set out below:			
Particulars	No. of options	Weighted average exercise price (Rs) per option	Weighted average Remaining contractual life (years)
Outstanding at the beginning of the year	2,45,070	Rs 702/-	3.09
Granted during the year	8,200	Rs 702/-	3.09
Forfeited/cancelled during the year	-	-	-
Exercised during the year	-	-	-
Options lapsed during the year	-	-	-
Exercisable at the end of the year	-	-	-

The Black Scholes valuation model has been used for computing fair value considering the following inputs:

Particulars	First Vesting	Second Vesting	Third Vesting
Expected volatility	39.25%	39.25%	39.25%
Risk-free interest rate	7.17%	7.17%	7.17%
Weighted average share price (Rs.)	702	702	702
Exercise price (Rs.)	702	702	702
Expected life of options granted in years	3	4	5
Weighted average fair value of options (Rs.)	244.69	286.82	323.44

The effect of share based payment transactions on the entity's profit or loss for the period is presented below:

Particulars	For the period ended June 30, 2024	2023-24
Share based payment expense (Rs. In Millions)	4.50	10.11
Balance in Employee Stock Option Outstanding	14.61	10.11

**B) Employees Stock Option Scheme (ESOP) - 2019**

- i) The Company had implemented Employee stock option scheme as approved by the Nomination and Remuneration Committee on 26th February 2019. During the previous year (FY 2022-23), the company came up with the corporate action vide rights issue of equity shares in the ratio of 1:1 at the issue price of Rs. 80/- per share. Thus on account of corporate action vide Rights issue carried out by the company after the grant of the options, the meeting of Nomination and Remuneration Committee of the board was held on 15th December, 2020 and approved modification in the ESOP Scheme. During the year (FY 2022-23), the company came up with the corporate action vide rights issue of equity shares in the ratio of 1:2 at the issue price of Rs. 20/- per share. Thus on account of corporate action vide Rights issue carried out by the company after the grant of the options, the meeting of Nomination and Remuneration Committee of the Board was held on 5th January, 2022 and approved following modification in the ESOP Scheme.

- a) The exercise price of the options was adjusted to Rs. 578/- (Rs. 498/- Plus 80 Rs./-) per option and  
b) The Option Holder shall have the right to subscribe/apply for six equity shares of the company against each option held

Scheme details	Grant Date/Vesting Period	No. of options Granted	Original exercise price per option	Modified exercise price as per corporate action as on 31.03.2021	Modified exercise price as per corporate action as on 31.03.2022
ESOP Scheme -2019	July, 29 2019 1 year	60,000	Rs 418/- for 60,000 Options	Rs. 498/- for 60,000 options	Rs. 578/- for 60,000 options

The options are granted at an exercise price, which is fair value at the time of such grants. Each option entitles the holder to exercise the right to apply for and seek allotment of six equity shares of Rs. 10/- each.

The Company has carried out fresh assessment of the fair valuation of the option before and after the corporate action to determine additional cost, if any, to be charged to the Statement of Profit and Loss as ESOP Compensation Cost.

The fair valuation carried as per Black Scholes method by an independent valuer has determined the additional charge of Rs. NIL per option outstanding. Since the vesting is completed this difference in fair value changes, if any, is charged to the statement of profit and loss immediately as required by INDAS 102. The Fair value changes and disclosures are detailed hereinafter.

Stock option activity under the scheme(s) for the year ended 31st March, 2023 is set out below:

Particulars	No. of options	Weighted average exercise price (Rs) per option	Weighted average Remaining contractual life (years)
Outstanding at the beginning of the year	60,000	Rs. 578*	0.33 years
Granted during the year	-	-	-
Forfeited/cancelled during the year	-	-	-
Exercised during the year	15,000	Rs. 578*	-
Outstanding at the end of the year	45,000	Rs. 578*	-
Exercisable at the end of the year	-	-	-

\* Modified as per corporate action.

Stock option activity under the scheme(s) for the year ended 31st March, 2022 is set out below:

Particulars	No. of options	Weighted average exercise price (Rs) per option	Weighted average Remaining contractual life (years)
Outstanding at the beginning of the year	60,000	Rs. 498	1.33 years
Granted during the year	-	-	-
Forfeited/cancelled during the year	-	-	-
Exercised during the year	-	-	-
Outstanding at the end of the year	60,000	Rs. 578*	0.33 years
Exercisable at the end of the year	60,000	Rs. 578*	-

\* Modified as per corporate action.

- iii) The Black Scholes valuation model has been used for computing fair value considering the following inputs:

Particulars		ESOP Scheme -2019		
		Original	Modification due to corporate action in 2020-21	Modification due to corporate action in 2021-22
Expected volatility	36.37%	59.17%	31.37%	
Risk-free interest rate	6.46%	6.04%	7.36%	
Weighted average share price (Rs.)	418	498	578	
Exercise price (Rs.)	418	498	578	
Expected life of options granted in years	2	2	2	
Weighted average fair value of options (Rs.)	107.47	116.97	189.97	

- iv) The effect of share based payment transactions on the entity's profit or loss for the period is presented below:

Particulars	For the period ended June 30, 2024	2023-24	2022-23	2021-22	2020-21
Share based payment expense (Rs. in Million)		-	-	-	9.69
Balance in Employee Stock Option Outstanding		-	-	-	14.04

51 Disclosure as required by Accounting Standard – IND AS 24 - "Related Party Disclosures" of the Companies (Indian Accounting Standards) Rules, 2015 are given in Annexure II

52 Disclosure related to entity wise disclosure of breakup of net assets and profit after tax as required under schedule III of the Companies Act, 2013  
Details are given in Annexure -III

53 Summary of Restatement Adjustments

Part A: Statement of Restatement Adjustments to Audited Consolidated Financial Statements

Reconciliation between Audited Total Equity and Restated Total Equity	As at June 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Total Equity (as per audited financial statements)	12,043.58	11,391.23	7,713.97	6,629.69
Adjustments:	-	-	-	-
<b>Total Equity as per Restated Statement of Consolidated Assets and Liabilities</b>	<b>12,043.58</b>	<b>11,391.23</b>	<b>7,713.97</b>	<b>6,629.69</b>
Reconciliation between audited profit/(loss) and restated profit/(loss)	As at June 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Profit/ (Loss) after tax (as per audited financial statements)	517.44	2,332.05	1,075.68	647.07
Adjustments:	-	-	-	-
<b>Restated profit/(loss) after tax for the period/year</b>	<b>517.44</b>	<b>2,332.05</b>	<b>1,075.68</b>	<b>647.07</b>

Part B Material regrouping/reclassifications:

Appropriate groupings have been made in the Restated Statement of Consolidated Assets and Liabilities, Restated Consolidated Statement of Profit and Loss and Restated Consolidated Statement of Cash Flows, wherever required, by reclassification of the corresponding items on income, expenses, assets, liabilities and cashflows, in order to bring them in line with the accounting policies and classification as per the Consolidated Financial Statement of the Group for the year ended June 30, 2024 prepared in accordance with Schedule III of the Act, requirement of Ind AS-1: 'Presentation of financial statements' and other applicable Ind AS principles and the requirements of the SEBI (CDR) requirements, as amended.

Ministry of Corporate Affairs ("MCA") through a notification dated March 24, 2021, amended Division II of Schedule III of the Companies Act, 2013. These amendments are applicable for the reporting period beginning on or after April 1, 2021. Pursuant to these amendments, the Group has made material groupings/reclassification, as applicable, in these Restated Consolidated Financial Information for all the periods/years presented.

Part C: Non adjusting items

Audit qualifications for the respective years, which do not require any adjustments in the restated consolidated summary statement are as follows:

There are no audit qualification in auditor's report for the quarter ended June 30, 2024, financial year ended March 31, 2024, March 31, 2023 and March 31, 2022.

- 54 The information about transaction with struck off Companies (defined under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956) has been determined to the extent such parties have been identified on the basis of the information available with the Group and the same is relied upon by the auditors.
- 55 The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- 56 The Company have not traded or invested in Crypto currency or Virtual Currency during the financial period
- 57 The Company have not 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).
- 58 The Company does not have any investments through more than two layer of investment companies as per section 2(87)(d) and section 186 of Companies Act, 2013.
- 59 The Company has not revalued any of its Property, Plant and Equipment (including Right-of-Use Assets) during the period.
- 60 The Company is not declared as wilful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof or other lender in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.
- 61 The figures for the previous year's have been regrouped and restated to make them comparable with the figures of the current year.
- 62 The balance sheet, statement of profit and loss, cash flow statement, statement of changes in equity, statement of material accounting policy information and the other explanatory notes forms an integral part of the Restated Consolidated financial statements of the Company for the period ended June 30, 2024, March 31 2024, March 31 2023 & March 31 2022.
- 63 Additional information Analytical Ratios are given in Annexure - IV
- 64 The Company has declared dividend of Rs 1.50 per equity share of the face value of Rs 2 each for the financial year ended March 31, 2024 and it has been approved by the shareholders in the Annual General Meeting held on July 01 2024

As per our report of even date attached.

For Nayan Parkh & Co.  
Chartered Accountants  
FRN: 107023W

For and on behalf of Board of Directors

K. N. Padmanabhan  
Partner  
M.N. 036410

D C Bagde  
Executive Chairman  
DIN - 00122564

Randeep Narang  
Managing Director & CEO  
DIN - 07269818

Mumbai, September 18, 2024

Ajit Pratap Singh  
Chief Financial Officer

Gandhari Upadhye  
Company Secretary & Compliance Officer

**Annexure I**  
**Returns/statements submitted to the Bank and Financials Institution**

Sr No	Quarter	Sanction Amount	Name of Bank	As per Books of Accounts	Amount as reported in the quarterly Statement	Amount of difference	Reason for Variance
<b>1</b>	Jun-24	44,923.90	Canara and Consortium Member Banks	15,622.56	14,625.45	(997.11)	
	Jun-23	39,539.30	Canara and Consortium Member Banks	42,034.89	38,685.58	(3,349.31)	
	Jun-22	36,217.00	Canara and Consortium Member Banks	11,039.37	10,916.48	(122.89)	
	Jun-21	36,217.00	Canara and Consortium Member Banks	8,366.47	8,203.80	(162.67)	
<b>2</b>	Mar-24	35,295.40	Canara and Consortium Member Banks	17,136.09	15,379.17	(1,756.91)	
	Mar-23	39,539.30	Canara and Consortium Member Banks	12,289.54	12,204.10	(85.44)	
	Mar-22	36,188.30	Canara and Consortium Member Banks	10,608.10	10,084.06	(524.04)	
<b>3</b>	Dec-23	36,217.00	Canara and Consortium Member Banks	13,409.77	13,835.66	425.89	
	Dec-22	36,217.00	Canara and Consortium Member Banks	11,051.02	10,929.70	(121.32)	
	Dec-21	36,217.00	Canara and Consortium Member Banks	7,848.05	7,731.59	(116.46)	
<b>4</b>	Sep-23	35,295.40	Canara and Consortium Member Banks	12,255.88	14,761.39	2,505.51	
	Sep-22	36,217.00	Canara and Consortium Member Banks	10,948.55	10,827.70	(120.85)	
	Sep-21	36,217.00	Canara and Consortium Member Banks	7,456.16	7,372.84	(83.32)	

The difference is due to Exclusion of slow / non - moving and scrap stock not forming part of quarterly statement and working capital/mobilisation advances on which DP is not availed.

**Annexure - II**  
**Disclosure as required by Accounting Standard – IND AS 24 - Related Party Disclosures.**

**I Relationships:**

**Entity where control exists :**

Ajanma Holdings Private Limited - Holding company  
 Freysinnet Prestressed Concrete Company Limited (FPCC) w.e.f. February 07, 2024

**Subsidiary Company**

Transrail International FZE  
 Transrail Lighting Malaysia SDN BHD  
 Transrail Structures America INC  
 Transrail Lighting Nigeria Limited  
 Transrail Contracting LLC (w.e.f. June 21, 2024)

**Associate Company**

Burberry Infra Private Limited upto November 23 ,2023

**Joint Operation**

- a) Consortium of Jyoti Structures Ltd & Transrail Lighting Ltd (CJT) (Bhutan)
- b) Transrail Lighting Limited - First Capital Energy & Power Ind Ltd JV (Nigeria) (TLL-FCEP JV-Nigeria)
- c) Transrail - SAE Consortium - Tanzania
- d) Railsys Engineers Pvt. Ltd. - Transrail lighting Ltd. (REPL TLL JV)
- e) Gammon Engineers & Contractors Pvt. Ltd & Transrail Lighting Ltd JV (GECPL TLL JV)
- f) TLL Metcon Pravesh JV
- g) Transrail Hanbaek Consortium
- h) TLL-EVRASCON JV
- i) IDT Cementation - Transrail Joint Venture
- j) ALTIS-TLL JV
- k) TLL - Hyosung T & D India Pvt Ltd.
- l) TLL – ALTIS JV
- m) Transrail - Universal Cables (UNISTAR) Consortium - Suriname
- n) Transrail - CSPP Consortium - Thailand
- o) TLL - Hansei JV

**Entities where controls / significant influence by KMP's/Directors and their relatives exist/Fellow Associates**

- a) Chaturvedi SK & Fellows
- b) Transrail Foundation w.e.f. May 12, 2021
- c) JLN Yash & Co. - Mr. Jeevan Lal Nagori ceased to be a Director w.e.f. 27.09.2023
- d) Freysinnet Prestressed Concrete Company Limited (FPCC) w.e.f. 25.08.2023 and up to 06.02.2024.
- e) Burberry Infra Private Limited w.e.f. November 24 ,2023
- f) Deepmala Infrastructure Pvt. Ltd. w.e.f. March 12, 2024

**Key Management Personnel and their relatives:**

- 1 Mr. D C Bagde - Executive Chairman Ceased to be the Managing Director w.e.f. September 30, 2021 and re-designated as an Executive Chairman w.e.f. October 01, 2021
- 2 Mr. Randeep Narang - Managing Director & Chief Executive Officer.
- 3 Mr. Srikant Chaturvedi (Director)
- 4 Mr. Deepak Bhojwani (Independent Director) - Ceased to be the Independent Director w.e.f. September 13, 2021
- 5 Mr. Sai Mohan (Independent Director up to June 04, 2023)
- 6 Mr. Jeevan Lal Nagori - (Executive Director upto April 30, 2023 and Non Executive Director w.e.f. May 31, 2023 and Up to Septmeber 30, 2023)
- 7 Ms. Ravita Punwani - (Independent Director)
- 8 Mr. Sanjay Verma (Non-Executive Director)
- 9 Mr. Aditya Vikram (Director) - Ceased to be the Director w.e.f. January 26, 2022.
- 10 Mr. Vinod Dasari (Independent Director) w.e.f August 10,2023
- 11 Mr. Ranjit Jatar (Independent Director) w.e.f August 10, 2023
- 12 Mr. Ashish Gupta (Independent Director) w.e.f August 10, 2023
- 13 Major General Dr. Dilawar Singh (Independent Director) w.e.f September 14, 2023
- 14 Mr. Jalaj Dani ( Non Executive Nominee Director appointed w.e.f 23rd October, 2023 and ceased top be Director from 27th February,2024)
- 15 Ms. Vita Jalaj Dani ( Non Executive Nominee Director appointed w.e.f. 29th February, 2024)

**II Related Party Transaction before Inter company elimination**

SR No	Transaction	Party	Relation	Transaction value in Million			
				30.06.2024	31.03.2024	31.03.2023	31.03.2022
1	Sale of Products	TLL Metcon Pravesh JV	Joint Operations	104.09	1,050.91	1,535.49	1,101.70
		Transrail Foundation	Entities where controls / significant influence by KMP's and their relatives exist/Fellow Associate	-	-	-	7.46
		GECPL TLL JV	Joint Operations	151.64	1,232.70	2,006.87	2,489.07
		ALTIS-TLL JV	Joint Operations	101.80	908.94	342.70	-
		Transrail Hanbaek Consortium	Joint Operations	34.64	704.85	175.90	-
		IDT Cementation - Transrail Joint Venture	Joint Operations	471.90	-	-	-
		REPL TLL JV	Joint Operations	-	2.36	9.16	17.57
2	Purchase of Goods / Services	Chaturvedi Sk & Fellows	Entities where controls / significant influence by KMP's and their relatives exist/Fellow Associate	1.00	4.00	4.00	4.00
		TLL-FCEP JV-Nigeria	Joint Operations	0.07	-	31.30	-
		Transrail Lighting Nigeria Limited	Subsidiary Co	21.67	43.43	30.04	-
		JLN Yash & Co.	Entities where controls / significant influence by KMP's and their relatives exist/Fellow Associate	-	2.25	-	-
		Freysinnet Prestressed Concrete Company Limited (FPCC)	Entities where controls / significant influence by KMP's and their relatives exist/Fellow Associate	10.47	36.20	-	-
		Transrail International FZE	Subsidiary Co	-	24.86	21.67	-
		Ajanma Holdings Private Limited	Holding Co.	11.31	24.36	-	8.55
3	Interest Expense	Railsys Engineering Pvt. Ltd. - TLL JV (REPL-TLL JV)	Joint Operations	-	8.74	-	-
		GECPL-TLL-JV	Joint Operations	6.77	34.11	-	-
		ALTIS-TLL JV	Joint Operations	1.55	8.25	-	-
		Ajanma Holdings Private Limited	Holding Co.	-	0.13	-	-
4	Share of Profit	TLL-ALTIS JV	Joint Operations	2.07	0.52	-	-
		GECPL TLL JV	Joint Operations	-	2.02	4.73	4.64
		TLL Metcon Pravesh JV	Joint Operations	-	1.34	1.73	-
		REPL TLL JV	Joint Operations	-	0.44	0.38	-
		TLL-FCEP JV-Nigeria	Joint Operations	-	-	12.22	-
		Burberry Infra Private Limited	Associate Company	-	15.80	-	-
		ALTIS-TLL JV	Joint Operations	6.24	3.18	0.59	-
5	Share of loss	Transrail Hanbaek Consortium	Joint Operations	4.81	1.43	-	-
		TLL Metcon Pravesh JV	Joint Operations	0.01	-	-	2.17
		REPL TLL JV	Joint Operations	0.01	-	-	0.07
		TLL-FCEP JV-Nigeria	Joint Operations	1.25	1.01	-	6.99
		Burberry Infra Private Limited	Associate Company	-	-	9.57	0.39
		TLL ALTIS - JV	Joint Operations	0.46	0.12	-	-
		GECPL TLL JV	Joint Operations	4.95	-	-	-
		Transrail Hanbaek Consortium	Joint Operations	-	-	0.35	-

6	Donation	Transrail Foundation	Entities where controls / significant influence by KMP's and their relatives exist/Fellow Associate	-	-	1.00	-
7	Towards Corporate Social Responsibility Expenditure	Transrail Foundation	Entities where controls / significant influence by KMP's and their relatives exist/Fellow Associate	-	-	19.40	-
8	Advances Given	Transrail Foundation	Entities where controls / significant influence by KMP's and their relatives exist/Fellow Associate	-	-	-	23.40
		Ajanma Holdings Private Limited	Holding Co.	-	-	-	2.00
		Transrail Lighting Nigeria Limited	Subsidiary Co	-	-	21.02	-
9	Advances Received	ALTIS-TLL JV	Joint Operations	-	110.34	-	-
		TLL-ALTIS JV	Joint Operations	-	85.00	-	-
		ITD Cementation - Transrail Joint Venture	Joint Operations	616.53	-	-	-
		Transrail Hanbaek Consortium	Joint Operations	-	-	280.00	-
10	Advance adjusted/repaid	Transrail Foundation	Entities where controls / significant influence by KMP's and their relatives exist/Fellow Associate	-	-	22.40	-
		TLL-FCEP JV-Nigeria	Joint Operations	-	32.92	7.59	32.46
		Consortium of Jyoti Structures Ltd & Transrail Lighting Ltd (CJT) (Bhutan)	Joint Operations	-	-	-	173.48
		Transrail International FZE	Subsidiary Co	-	-	15.83	0.07
		Transrail Hanbaek Consortium	Joint Operations	0.85	178.28	34.22	-
		Transrail Lighting Nigeria Limited	Subsidiary Co	0.11	3.39	3.24	-
		ALTIS-TLL-JV	Joint Operations	-	29.15	-	-
11	Loan Taken	Ajanma Holdings Private Limited	Holding Co.	-	90.00	-	-
12	Loan Given	Burberry Infra Private Limited	Associate Company	-	470.00	125.00	195.00
		Transrail International FZE	Subsidiary Co	-	-	22.78	15.14
		-Transrail Lighting Nigeria Limited	Subsidiary Co	-	-	6.84	57.78
13	Loan Repaid	Ajanma Holdings Private Limited	Holding Co.	-	90.00	-	-
14	Interest Repaid	Ajanma Holdings Private Limited	Holding Co.	-	0.13	-	-
15	Loan Repayment Received	Transrail International FZE	Subsidiary Co	-	-	12.42	-
16	Re-Imbursement incurred by us on their behalf	-Transrail Hanbaek Consortium	Joint Operations	4.98	67.52	2.84	-
		Consortium of Jyoti Structures Ltd & Transrail Lighting Ltd (CJT) (Bhutan)	Joint Operations	-	-	-	37.92
		TLL Metcon Pravesh JV	Joint Operations	0.48	0.40	-	-
		Transrail Structures America INC	Subsidiary Co	5.03	-	-	0.11
		-Transrail Lighting Nigeria Limited	Subsidiary Co	0.16	0.40	7.13	-
		Transrail Lighting Malaysia SDN BHD	Subsidiary Co	-	-	-	0.00
17	Investment Made	Burberry Infra Private Limited	Associate Company	-	-	-	0.05
18	Shares issued on ESOP exercised	Mr. D. C. Bagde	Key Management Personnel	-	-	8.70	-
19	Compensation to Key Management Personnel	Mr. D. C. Bagde	Key Management Personnel	-	-	-	-
		Short-term employee benefits (including bonus and value of perquisites)		9.23	32.61	36.64	28.08
		Mr. Randeep Narang	Key Management Personnel	-	-	-	-
		Short-term employee benefits		6.56	27.06	39.79	21.79
		Post employment benefits		0.11	1.56	0.39	0.56
		Employee Stock Options granted		0.73	1.65	-	-
		Commission		-	7.79	-	-
		Mr. Jeevan Lal Nagori	Key Management Personnel	-	-	-	-
		Short-term employee benefits		-	0.83	13.60	8.04
		Commission		-	0.17	-	-
20	Sitting fees and commission to directors	Ms. Ravita Punwani	Key Management Personnel	0.10	1.57	1.51	0.90
		Mr. Srikant Chaturvedi A	Key Management Personnel	0.14	1.64	1.51	1.00
		Mr. N.Sai Mohan	Key Management Personnel	-	0.34	1.51	1.02
		Mr. Jeevanlal Nagori	Key Management Personnel	-	0.47	-	0.09
		Mr. Aditya Vikram	Key Management Personnel	-	-	-	0.30
		Mr Deepak Bhojwani	Key Management Personnel	-	-	-	0.38
		Mr Sanjay Verma	Key Management Personnel	-	1.16	1.18	0.61
		Mr. Ashish Gupta	Key Management Personnel	0.08	1.02	-	-
		Mr. Vinod Dasari	Key Management Personnel	0.06	1.01	-	-
		Mr. Ranjit Jatar	Key Management Personnel	0.06	1.06	-	-
		Mr. Dilawar Singh	Key Management Personnel	0.04	0.86	-	-
		Mr. Jalaj Dani	Key Management Personnel	-	0.51	-	-
		Ms. Vita Jalaj Dani	Key Management Personnel	0.04	0.12	-	-
21	Interest Income	Transrail International FZE	Subsidiary Co	0.96	3.84	3.42	1.15
		Transrail Lighting Nigeria Limited	Subsidiary Co	5.03	20.22	19.89	15.49
		Transrail Lighting Malaysia SDN BHD	Subsidiary Co	0.03	0.13	0.11	0.04
		Burberry Infra Private Limited	Associate Company	23.64	89.02	23.44	0.71
		-Freysinnet Prestressed Concrete Company Limited (FPCC)	Entities where controls / significant influence by KMP's and their relatives exist/Fellow Associate	-	3.52	-	-
22	Bank/ Corporate Guarantees Outstanding as at	Transrail - Universal Cables (UNISTAR) Consortium - Suriname	Joint Operations	127.73	225.58	-	-
		GECPL TLL JV	Joint Operations	330.60	330.60	969.16	633.60
		TLL Metcon Pravesh JV	Joint Operations	363.58	363.58	274.65	-
		ALTIS-TLL JV	Joint Operations	319.73	319.73	319.73	-
		TLL-ALTIS JV	Joint Operations	207.07	296.47	-	-
		TLL-EVRASCON JV	Joint Operations	-	292.60	768.20	-
		TLL-Hyosung T & D India Pvt Ltd.	Joint Operations	105.82	105.82	105.82	-
		REPL TLL JV	Joint Operations	-	-	-	11.40
		TLL - Hansei JV	Joint Operations	53.62	-	-	-
		Consortium of Jyoti Structures Ltd & Transrail Lighting Ltd (CJT) (Bhutan)	Joint Operations	463.07	934.16	1,018.85	1,018.80
		Transrail SAE Consortium Tanzania	Joint Operations	60.08	60.07	59.19	55.00
		Transrail Hanbaek Consortium	Joint Operations	407.08	467.31	444.81	-
		ITD Cementation - Transrail Joint Venture	Joint Operations	1,167.72	1,167.01	-	-
		Transrail - CSPP Consortium - Thailand	Joint Operations	82.40	119.86	-	-
23	Right Issue of Equity Shares Issued	Ajanma Holdings Private Limited	Holding Co.	-	-	-	290.10
		Mr. D. C. Bagde	Key Management Personnel	-	-	-	2.85
		Mr. Deepak Bhojwani	Key Management Personnel	-	-	-	0.40
		Mr. N.Sai Mohan	Key Management Personnel	-	-	-	0.20
		Ms. Meha Chaturvedi	Key Management Personnel	-	-	-	0.40
24	Provision for Doubtful Advances	Consortium of Jyoti Structures Ltd & Transrail Lighting Ltd (CJT) (Bhutan)	Joint Operations	46.72	46.72	46.72	46.72
		TLL-FCEP JV-Nigeria	Joint Operations	-	-	-	150.34
25	Loans & Advances Receivable as at	TLL-FCEP JV-Nigeria	Joint Operations	49.63	54.36	229.05	401.31
		Burberry Infra Private Limited	Associate Company	790.00	790.00	320.00	195.00
		Consortium of Jyoti Structures Ltd & Transrail Lighting Ltd (CJT) (Bhutan)	Joint Operations	46.72	46.72	46.72	46.72
		Transrail Lighting Nigeria limited	Subsidiary Co	215.02	216.07	198.83	176.60
		Transrail International FZE	Subsidiary Co	41.95	41.93	37.76	25.06
		Transrail Lighting Malaysia SDN BHD	Subsidiary Co	1.25	1.25	1.16	0.76
		REPL TLL JV	Joint Operations	4.50	4.50	4.50	4.50
26	Receivables Outstanding as at	TLL Metcon Pravesh JV	Joint Operations	55.92	64.97	157.86	308.39
		GECPL TLL JV	Joint Operations	1,146.95	1,114.79	1,025.68	1,327.05
		ALTIS-TLL JV	Joint Operations	220.16	217.37	149.90	-
		Transrail Foundation	Entities where controls / significant influence by KMP's and their relatives exist/Fellow Associate	-	-	-	32.12
		REPL TLL JV	Joint Operations	11.46	11.46	14.45	27.58
		Transrail Hanbaek Consortium	Joint Operations	218.15	354.82	139.74	-

		Transrail Structures America INC	Subsidiary Co	5.88	0.85	0.84	0.77	
		Transrail Lighting Malaysia SDN BHD	Subsidiary Co	0.74	0.74	0.78	0.76	
		Transrail Lighting Nigeria limited	Subsidiary Co	6.86	7.03	25.11	0.25	
		Transrail International FZE	Subsidiary Co	10.21	10.20	13.18	27.93	
		ITD Cementation - Transrail Joint Venture	Joint Operations	472.37				
		-Freysinnet Prestressed Concrete Company Limited (FPCC)	Entity where control exists	53.55	52.84	-	-	
27	Interest Receivable as at	Burberry Infra Private Limited	Associate Company	101.43	80.16	-	0.63	
		TLL-FCEP JV-Nigeria	Joint Operations	5.45	5.98	17.86	18.25	
		Transrail International FZE	Subsidiary Co	8.28	7.32	3.43	3.36	
		Transrail Lighting Malaysia SDN BHD	Subsidiary Co	0.33	0.30	0.16	0.08	
		Transrail Lighting Nigeria limited	Subsidiary Co	66.04	61.00	38.33	18.83	
28	Interest Payable Outstanding as at	ALTIS-TLL JV	Joint Operations	9.80	8.25			
		TLL-ALTIS JV	Joint Operations	2.59	0.52			
29	Payables Outstanding as at	Chaturvedi Sk & Fellows	Entities where controls / significant influence by KMP's and their relatives exist/Fellow Associate	-	-	-	1.08	
		ALTIS-TLL JV	Joint Operations	81.19	81.19			
		TLL-ALTIS JV	Joint Operations	85.00	85.00			
		Railsys Engineering Pvt. Ltd. -TLL JV (REPL-TLL JV)	Joint Operations	2.74	10.14			
		TLL-FCEP JV-Nigeria	Joint Operations	-	31.30	-	-	
		Ajanna Holdings Private Limited	Holding Co.	0.07	27.68	3.57	7.07	
		Transrail Hanbaek Consortium	Joint Operations	100.87	101.72	245.78	-	
		Transrail International FZE	Subsidiary Co	7.91	20.71			
		ITD Cementation - Transrail Joint Venture	Joint Operations	616.53				
		Transrail Lighting Nigeria limited	Subsidiary Co	8.78	21.94	13.09		
30	Sale of Investment	Freysinnet Prestressed Concrete Company Limited (FPCC)	Entities where controls / significant influence by KMP's and their relatives exist/Fellow Associate	-	22.71	-	-	
		Ajanna Holding Pvt Ltd	Holding Co.	-	15.14	-	-	
31	Investments as at	Burberry Infra Private Limited	Associate Company	-	-	0.05	0.05	
		Transrail International FZE	Subsidiary Co	3.61	3.61	3.61	3.61	
		Transrail Lighting Malaysia SDN BHD	Subsidiary Co	0.17	0.17	0.17	0.17	
		Transrail Lighting Nigeria limited	Subsidiary Co	1.97	1.97	1.97	1.97	
		Transrail Structures America INC	Subsidiary Co	0.69	0.69	0.69	0.69	
32	Capital Commitment	-Transrail Contracting LLC	Subsidiary Co	11.37	-	-	-	
The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. The Company has not recorded any impairment of receivables relating to amounts owed by related parties except write off								
^ This includes Commission paid /payable to M/s Chaturvedi S.K & Fellows, in which Mr. Shrikant Chaturvedi is a partner.								
<b>III Related Party transaction with Subsidiaries listed in Note II eliminated during the period / year while preparing the Restated Consolidated Financial Information</b>								
		Name of Related Party	Nature of transactions	30.06.2024	31.03.2024	31.03.2023	31.03.2022	
		Transrail International FZE	Share Capital	3.61	3.61	3.61	3.61	
		Transrail Structures America INC	Share Capital	0.69	0.69	0.69	0.69	
		Transrail Lighting Malaysia SDN BHD	Share Capital	0.17	0.17	0.17	0.17	
		Transrail Lighting Nigeria Ltd	Share Capital	1.97	1.97	1.97	1.97	
		Transrail Contracting LLC	Share Capital	11.37	-	-	-	
		GECPL TLL JV	Share of Profit	-	2.02	4.73	4.64	
		Railsys Engineering Pvt. Ltd. -TLL JV (REPL-TLL JV)	Share of Profit	-	0.44	0.38	-	
		TLL Metcon Pravesh JV	Share of Profit	-	1.34	1.73	-	
		TLL-FCEP JV-Nigeria	Share of Profit	-	-	12.22	-	
		ALTIS-TLL-JV	Share of Profit	6.24	3.18	0.59	-	
		Burberry Infra pvt limited	Share of Profit	-	15.80	-	-	
		Transrail Hanbaek Consortium	Share of Profit	4.81	1.43	-	-	
		GECPL TLL JV	Share of Loss	4.95				
		TLL-FCEP JV-Nigeria	Share of Loss	1.25	1.01	-	6.99	
		Railsys Engineering Pvt. Ltd. -TLL JV (REPL-TLL JV)	Share of Loss	0.01	-	-	0.07	
		TLL Metcon Pravesh JV	Share of Loss	0.01	-	-	2.17	
		Burberry Infra Private Limited	Share of Loss	-	-	9.57	0.39	
		TLL ALTIS - JV	Share of Loss	0.46	0.12	-	-	
		Transrail Hanbaek Consortium	Share of Loss	-	-	0.35	-	
		Transrail Lighting Malaysia SDN BHD	Interest Income	0.03	0.13	0.11	0.04	
		Transrail Lighting Nigeria Ltd	Interest Income	5.03	20.22	19.89	15.49	
		Transrail International FZE	Interest Income	0.96	3.84	3.42	1.15	
		Transrail Structures America INC	Revenue from operation	4.88	-	-	-	
		Transrail Lighting Nigeria Ltd	Purchase of Goods and Services	21.67	43.43	30.04	-	
		Transrail International FZE	Purchase of Goods and Services	4.88	24.86	21.67	-	
		Transrail Contracting LLC	Payable Outstanding	1.30	-	-	-	
		Transrail Structures America INC	Receivable Outstanding	5.88	0.85	0.84	0.77	
		Transrail Lighting Malaysia SDN BHD	Receivable Outstanding	0.74	0.74	0.78	0.76	
		Transrail Lighting Nigeria Ltd	Receivable Outstanding	6.86	7.03	25.11	0.25	
		Transrail International FZE	Receivable Outstanding	11.51	10.20	13.18	27.93	
		Transrail Lighting Nigeria Ltd	Loan & Advance Outstanding	215.02	216.07	198.83	176.60	
		Transrail Lighting Malaysia SDN BHD	Loan & Advance Outstanding	1.25	1.25	1.16	0.76	
		Transrail International FZE	Loan & Advance Outstanding	41.95	41.93	37.76	25.06	
		Transrail Lighting Malaysia SDN BHD	Interest Receivable Outstanding	0.33	0.30	0.16	0.08	
		Transrail Lighting Nigeria Ltd	Interest Receivable Outstanding	66.04	61.00	38.33	18.83	
		Transrail International FZE	Interest Receivable Outstanding	8.28	7.32	3.43	3.36	
		Transrail Lighting Nigeria Ltd	Payable Outstanding	8.78	21.94	13.09	-	
		Transrail International FZE	Payable Outstanding	7.91	20.71	-	-	

**Annexure -III**

Related to entity wise disclosure of breakup of net assets and profit after tax

**Restated Consolidated Financial Statements Additional information disclosure**

Name of the entity in the Group	For the period ended June 30, 2024							
	Net Asset i.e. total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net	Amount in Million	As % of consolidated	Amount in Million	As % of consolidated other	Amount in Million	As % of total comprehensive	Amount in Million
<b>Parent</b>								
Transrail Lighting Limited	94.15%	11,338.82	107.22%	554.80	96.81%	126.25	105.12%	681.05
<b>Subsidiaries</b>								
<b>Foreign</b>								
Transrail International FZE	1.03%	123.94	(0.79%)	(4.08)	(0.00%)	(0.00)	(0.63%)	(4.08)
Transrail Structures America INC	0.04%	4.68	(1.25%)	(6.49)	(0.02%)	(0.03)	(1.01%)	(6.52)
Transrail Lighting Malaysia SDN BHD	0.06%	7.35	(0.01%)	(0.03)	(0.00%)	(0.00)	(0.00%)	(0.03)
Transrail Lighting Nigeria Ltd	4.64%	559.29	(5.99%)	(31.02)	3.22%	4.19	(4.14%)	(26.83)
Transrail Contracting LLC	(0.00%)	(0.11)	(0.02%)	(0.11)	0.00%	-	(0.02%)	(0.11)
<b>Joint operations</b>								
<b>Indian</b>								
GECPL - TLL JV	0.05%	6.45	(0.96%)	(4.95)	0.00%	-	(0.76%)	(4.95)
Railsys Engineers Pvt. Ltd. - Transrail lighting Ltd. JV - "REPL-TLL JV"	0.01%	1.09	(0.00%)	(0.01)	0.00%	-	(0.00%)	(0.01)
METCON-TLL JV	0.01%	0.90	(0.00%)	(0.01)	0.00%	-	(0.00%)	(0.01)
ALTIS - TLL JV	0.08%	9.07	1.21%	6.24	0.00%	-	0.96%	6.24
TLL- ALTIS JV	(0.00%)	(0.58)	(0.09%)	(0.46)	0.00%	-	(0.07%)	(0.46)
<b>Foreign</b>								
Transrail -FCEP JV- Nigeria	(0.12%)	(14.15)	(0.24%)	(1.25)	0.00%	-	(0.19%)	(1.25)
Transrail - Hanbaek consortium	0.06%	6.83	0.93%	4.81	0.00%	-	0.74%	4.81
	100%	12,043.58	100%	517.44	100%	130.41	100%	647.85

Name of the entity in the Group	2023-24							
	Net Asset i.e. total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount in Million	As % of consolidated profit or loss	Amount in Million	As % of consolidated other comprehensive	Amount in Million	As % of total comprehensive	Amount in Million
<b>Parent</b>								
Transrail Lighting Limited	94.88%	10,807.49	102.73%	2,395.58	147.36%	(95.68)	101.45%	2,299.90
<b>Subsidiaries</b>								
<b>Foreign</b>								
Transrail International FZE	0.63%	71.97	(0.63%)	(14.79)	0.91%	(0.59)	(0.68%)	(15.38)
Transrail Structures America INC	0.04%	4.63	(0.02%)	(0.53)	0.01%	(0.01)	(0.02%)	(0.54)
Transrail Lighting Malaysia SDN BHD	0.04%	4.72	(0.01%)	(0.15)	(0.17%)	0.11	(0.00%)	(0.04)
Transrail Lighting Nigeria Ltd	4.36%	497.19	(2.37%)	(55.34)	(48.11%)	31.25	(1.06%)	(24.09)
<b>Joint operations</b>								
<b>Indian</b>								
GECPL - TLL JV	0.10%	11.40	0.09%	2.02	0.00%	-	0.09%	2.02
Railsys Engineers Pvt. Ltd. - Transrail lighting Ltd. JV - "REPL-TLL JV"	0.01%	1.09	0.02%	0.44	0.00%	-	0.02%	0.44
METCON-TLL JV	0.01%	0.91	0.06%	1.34	0.00%	-	0.06%	1.34
ALTIS - TLL JV	0.02%	2.83	0.14%	3.18	0.00%	-	0.14%	3.18
TLL- ALTIS JV	(0.00%)	(0.12)	(0.01%)	(0.12)	0.00%	-	(0.01%)	(0.12)
<b>Foreign</b>								
Transrail -FCEP JV- Nigeria	(0.11%)	(12.90)	(0.04%)	(1.01)	0.00%	-	(0.04%)	(1.01)
Transrail - Hanbaek consortium	0.02%	2.02	0.06%	1.43	0.00%	-	0.06%	1.43
	100%	11391.23	100%	2332.05	100%	(64.92)	100%	2267.13

**Transrail Lighting Limited**  
CIN: U31506MH2008PLC179012

Notes to Restated Consolidated Financial Statements as at and for the three months period ended June 30, 2024 & year ended March 31, 2024 , March 31, 2023 and March 31, 2022

(All figures are Rupees in Million unless otherwise stated)

Name of the entity in the Group	2022-23							
	Net Asset i.e. total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount in Million	As % of consolidated profit or loss	Amount in Million	As % of consolidated other comprehensive income	Amount in Million	As % of total comprehensive income	Amount in Million
<b>Parent</b>								
Transrail Lighting Limited	93.86%	7,240.20	104.38%	1,122.84	(4809.73%)	3.12	104.68%	1,125.96
<b>Subsidiaries</b>								
<b>Foreign</b>								
Transrail International FZE	0.59%	45.14	(2.69%)	(28.89)	5962.05%	(3.87)	(3.05%)	(32.76)
Transrail Structures America INC	0.05%	3.63	(0.01%)	(0.14)	18.03%	(0.01)	(0.01%)	(0.15)
Transrail Lighting Malaysia SDN BHD	0.03%	2.42	(0.03%)	(0.33)	110.05%	(0.07)	(0.04%)	(0.40)
Transrail Lighting Nigeria Ltd	5.63%	434.60	(2.56%)	(27.53)	(1180.40%)	0.77	(2.49%)	(26.77)
<b>Associates</b>								
Burberry Infra Private Limited	(0.13%)	(9.96)	(0.89%)	(9.57)	0.00%	-	(0.89%)	(9.57)
<b>Joint operations</b>								
<b>Indian</b>								
GECPL - TLL JV	0.12%	9.39	0.44%	4.73	0.00%	-	0.44%	4.73
Railsys Engineers Pvt. Ltd. - Transrail lighting Ltd. JV - "REPL-TLL JV"	0.01%	0.65	0.04%	0.38	0.00%	-	0.04%	0.38
METCON-TLL JV	(0.01%)	(0.44)	0.16%	1.73	0.00%	-	0.16%	1.73
ALTIS - TLL JV	0.01%	0.59	0.05%	0.59	0.00%	-	0.05%	0.59
<b>Foreign</b>								
Transrail -FCEP JV- Nigeria	(0.15%)	(11.89)	1.14%	12.22	0.00%	-	1.14%	12.22
Transrail - Hanbaek consortium	(0.00%)	(0.35)	(0.03%)	(0.35)	0.00%	-	(0.03%)	(0.35)
	<b>100%</b>	<b>7713.98</b>	<b>100%</b>	<b>1075.68</b>	<b>100%</b>	<b>(0.06)</b>	<b>100%</b>	<b>1075.61</b>

Name of the entity in the Group	2021-22							
	Net Asset i.e. total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount in Million	As % of consolidated profit or loss	Amount in Million	As % of consolidated other comprehensive income	Amount in Million	As % of total comprehensive income	Amount in Million
<b>Parent</b>								
Transrail Lighting Limited	96.70%	6,411.14	100.34%	649.27	1141.41%	20.70	103.26%	669.96
<b>Subsidiaries</b>								
<b>Foreign</b>								
Transrail International FZE	0.29%	19.50	(1.06%)	(6.83)	(130.84%)	(2.37)	(1.42%)	(9.20)
Transrail Structures America INC	0.03%	2.25	(0.03%)	(0.16)	(0.02%)	(0.00)	(0.03%)	(0.16)
Transrail Lighting Malaysia SDN BHD	0.01%	0.56	(0.07%)	(0.42)	(0.16%)	(0.00)	(0.07%)	(0.42)
Transrail Lighting Nigeria Ltd	3.29%	217.98	1.58%	10.19	(910.39%)	(16.51)	(0.97%)	(6.32)
<b>Associates</b>								
Burberry Infra Private Limited	(0.01%)	(0.39)	(0.06%)	(0.39)	-	-	(0.06%)	(0.39)
<b>Joint operations</b>								
<b>Indian/Foreign</b>								
Transrail -FCEP JV- Nigeria	(0.36%)	(24.11)	(1.08%)	(6.99)	0.00%		(1.08%)	(6.99)
GECPL - TLL JV	0.07%	4.66	0.72%	4.64	0.00%		0.72%	4.64
Railsys Engineers Pvt. Ltd. - Transrail lighting Ltd. JV - "REPL-TLL JV"	0.00%	0.27	(0.01%)	(0.07)	0.00%		(0.01%)	(0.07)
METCON-TLL JV	(0.03%)	(2.17)	(0.34%)	(2.17)	0.00%		(0.33%)	(2.17)
	<b>100%</b>	<b>6629.69</b>	<b>100%</b>	<b>647.07</b>	<b>100%</b>	<b>1.81</b>	<b>100%</b>	<b>648.88</b>

Sr. No.	Ratio	Numerator/ Denominator	Ratio (June 30, 2024)	Ratio (March 31, 2024)	% Of Variation	Reason for variance*
1	Current ratio	<u>Current Asset</u> Current Liabilities	1.24	1.24	(0.36)	
2	Debt-Equity ratio	<u>Total Debts</u> Shareholders Equity	0.50	0.56	(11.26)	
3	Debt Service Coverage ratio	<u>Earnings available for debt service</u> Debt Service	2.35	2.23	5.52	
4	Return on Equity ratio (ROE)	<u>Net Profits after taxes – Preference</u> <u>Dividend</u> Average Shareholder's Equity	4.42%	24.41%	(81.91)	
5	Inventory Turnover Ratio	<u>Cost of goods sold OR sales</u> Average Inventory	2.13	11.63	(81.72)	
6	Trade Receivables turnover ratio	Net Credit Sales Average Accounts Receivable	0.94	4.86	(80.68)	
7	Trade payables turnover ratio	<u>Net Credit Purchases</u> Average Trade Payables	0.32	1.52	(79.15)	
8	Net capital turnover ratio	<u>Net Sales</u> Average working capital	1.11	6.39	(82.65)	
9	Net profit ratio	<u>Net Profit after Tax</u> Net Sales	5.68%	5.74%	(1.09)	
10	Return on Capital employed (ROCE)	<u>Earning before interest and taxes</u> Capital Employed	6.02%	24.33%	(75.24)	
11	Return on Investment (ROI)	<u>(MV(T1) – MV(T0) – Sum [C(t)])</u> <u>(MV(T0) + Sum [W(t) * C(t)])</u>				Investment in the subsidiaries and associated are strategic and non treasury. Hence this ratio is not applicable.

\* June 2024 Ratios are not annualised hence not comparable and reason for variance not given.

Sr. No.	Ratio	Numerator/ Denominator	Ratio (March 31, 2024)	Ratio (March 31, 2023)	% Of Variation	Reason for variance
1	Current ratio	<u>Current Asset</u> Current Liabilities	1.24	1.19	4.90	
2	Debt-Equity ratio	<u>Total Debts</u> Shareholders Equity	0.56	0.78	(28.00)	Ratio decreased due to increase in share capital by Rs 19.9 Million & profit during the financial year. This is despite of increase in debts.
3	Debt Service Coverage ratio	<u>Earnings available for debt service</u> Debt Service	2.23	1.26	77.39	Ratio improves due to substantial increase in earnings as compare to last financial year.
4	Return on Equity ratio (ROE)	<u>Net Profits after taxes – Preference</u> <u>Dividend</u> Average Shareholder's Equity	24.41%	15.00%	62.77	Increase in ROE is attributable to increase in profit.
5	Inventory Turnover Ratio	<u>Cost of goods sold OR sales</u> Average Inventory	11.63	10.47	11.10	
6	Trade Receivables turnover ratio	Net Credit Sales Average Accounts Receivable	4.86	4.88	(0.30)	
7	Trade payables turnover ratio	<u>Net Credit Purchases</u> Average Trade Payables	1.52	1.55	(1.74)	
8	Net capital turnover ratio	<u>Net Sales</u> Average working capital	6.39	7.32	(12.76)	
9	Net profit ratio	<u>Net Profit after Tax</u> Net Sales	5.74%	3.43%	67.16	Increase in Net profit ratio attributable mainly due to reduction in Cost of material cost & employment benefit cost as a % of sale.
10	Return on Capital employed (ROCE)	<u>Earning before interest and taxes</u> Capital Employed	24.33%	18.27%	33.17	Increase in ROI is attributable to increase in profit.
11	Return on Investment (ROI)	<u>(MV(T1) – MV(T0) – Sum [C(t)])</u> <u>(MV(T0) + Sum [W(t) * C(t)])</u>	-	-	-	Investment in the subsidiaries and associated are strategic and non treasury. Hence this ratio is not applicable.

Sr. No.	Ratio	Numerator/ Denominator	Ratio (March 31, 2023)	Ratio (March 31, 2022)	% Of Variation	Reason for variance
1	Current ratio	<u>Current Asset</u> Current Liabilities	1.19	1.20	(0.94)	
2	Debt-Equity ratio	<u>Total Debts</u> Shareholders Equity	0.78	0.71	10.82	
3	Debt Service Coverage ratio	<u>Earnings available for debt service</u> Debt Service	1.26	1.65	(23.62)	
4	Return on Equity ratio (ROE)	<u>Net Profits after taxes – Preference Dividend</u> Average Shareholder's Equity	15.00%	10.51%	42.64	Increase in ROE is attributable to increase in profit.
5	Inventory Turnover Ratio	<u>Cost of goods sold OR sales</u> Average Inventory	10.47	8.94	17.11	
6	Trade Receivables turnover ratio	Net Credit Sales Average Accounts Receivable	4.88	4.12	18.41	
7	Trade payables turnover ratio	<u>Net Credit Purchases</u> Average Trade Payables	1.55	1.29	19.77	
8	Net capital turnover ratio	<u>Net Sales</u> Average working capital	7.32	6.48	12.98	
9	Net profit ratio	<u>Net Profit after Tax</u> Net Sales	3.43%	2.78%	23.57	
10	Return on Capital employed (ROCE)	<u>Earning before interest and taxes</u> Capital Employed	18.27%	14.94%	22.30	
11	Return on Investment (ROI)	<u>{MV(T1) – MV(T0) – Sum [C(t)]}</u> <u>{MV(T0) + Sum [W(t) * C(t)]}</u>				Investment in the subsidiaries and associated are strategic and non treasury. Hence this ratio is not applicable.

Sr. No.	Ratio	Numerator/ Denominator	Ratio (March 31, 2022)	Ratio (March 31, 2021)	% Of Variation	Reason for variance
1	Current ratio	<u>Current Asset</u> Current Liabilities	1.20	1.22	(2.10)	
2	Debt-Equity ratio	<u>Total Debts</u> Shareholders Equity	0.71	0.76	(6.37)	
3	Debt Service Coverage ratio	<u>Earnings available for debt service</u> Debt Service	1.65	1.74	(5.62)	
4	Return on Equity ratio (ROE)	<u>Net Profits after taxes – Preference Dividend</u> Average Shareholder's Equity	10.51%	19.50%	(46.09)	Ratio is adversely affected due to increase in commodity prices and issue of Right shares to existing share holders.
5	Inventory Turnover Ratio	<u>Cost of goods sold OR sales</u> Average Inventory	8.94	8.94	-	
6	Trade Receivables turnover ratio	Net Credit Sales Average Accounts Receivable	4.12	4.46	(7.71)	
7	Trade payables turnover ratio	<u>Net Credit Purchases</u> Average Trade Payables	1.29	1.22	5.71	
8	Net capital turnover ratio	<u>Net Sales</u> Average working capital	6.48	6.67	(2.79)	
9	Net profit ratio	<u>Net Profit after Tax</u> Net Sales	2.78%	4.53%	0.00%	
10	Return on Capital employed (ROCE)	<u>Earning before interest and taxes</u> Capital Employed	14.94%	22.18%	(32.63)	Due to increase in commodity prices EBIT was lower & increase in capital employed due to accretion of profit & Right issue.
11	Return on Investment (ROI)	<u>{MV(T1) – MV(T0) – Sum [C(t)]}</u> <u>{MV(T0) + Sum [W(t) * C(t)]}</u>				Investment in the subsidiaries and associated are strategic and non treasury. Hence this ratio is not applicable.

## OTHER FINANCIAL INFORMATION

The accounting ratios derived from Restated Consolidated Financial Information required to be disclosed under the SEBI ICDR Regulations are set forth below:

Particulars	As at / for the three months period ended	As at/ for the Financial Years ended		
		June 30, 2024	March 31, 2024	March 31, 2023
Basic Earnings per equity share <sup>(1) (2)</sup> *(in ₹)	4.17**	19.59	9.45	11.62
Diluted Earnings per equity share <sup>(1)</sup> <sup>(2)</sup> *(in ₹)	4.17**	19.59	9.45	11.62
Return on Net Worth (%) <sup>#(3)</sup>	4.54**	21.68	15.17	10.80
Net Asset Value per equity share (in ₹) <sup>#(5)*</sup>	92.02	86.79	62.21	52.78
EBITDA <sup>#(6)</sup>	1,201.05	4,775.58	2,939.35	2,056.68

\*Pursuant to the recommendation and resolution passed at the meeting of the Board of Directors, the Shareholders in their meeting held on dated February 12, 2024 has approved the split of 1 Equity share of the face value of ₹10/- each into 5 equity share of the face value of ₹2 each. In terms of Paragraph 64 of Indian Accounting Standard 33 Earnings per Share, if the number of ordinary shares outstanding increases as a result of share split, the calculation of basic and diluted earnings per share for all periods presented shall be adjusted retrospectively. If these changes occur after the reporting period but before the financial statements are approved for issue, the per share calculations for those and any prior period financial statements presented shall be based on the new number of shares. The calculation of basic and diluted EPS has been considered considering the impact of share split as stated above.

\*\* Not annualised.

# These are Non-GAAP Measures. For reconciliation see “– Reconciliation of Non-GAAP Measures” on page 332.

Notes:

- (1) Earnings per share = Net profit after tax (loss after tax) as restated / Weighted average number of equity shares outstanding during the period/year.
- (2) Diluted earnings per share: Net profit after tax (loss after tax) as restated / Weighted average number of potential equity shares outstanding during the period/year.
- (3) Return on Net Worth (%) = Net profit after tax, as restated / Net worth as restated as at period/year end.
- (4) Net Worth represents the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, but does not include reserves created out of revaluation of assets, write-back of depreciation amalgamation, capital reserve and ESOP reserve.
- (5) Net Asset Value per equity share (in ₹) = Net Worth at the end of the period/year / number of equity shares outstanding at the end of the period/year.
- (6) EBITDA is calculated as Restated profit before exceptional items and tax plus Finance Costs, Depreciation and amortisation expense less Other Income.

For reconciliation of non-GAAP measures, see “Reconciliation of Non-GAAP Measures” on page 332.

### Non-GAAP Financial Measures

This section includes Certain Non-GAAP financial measures and other statistical information relating to our operations and financial performance (together, “**Non-GAAP Measures**” and each a “**Non-GAAP Measure**”), as presented below. These Non-GAAP financial measures are not required by or presented in accordance with Ind AS.

Further, these Non-GAAP Measures are not a measurement of our financial performance or liquidity under Ind AS and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the years/ period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS. In addition, these Non-GAAP Measures are not standardized terms, hence a direct comparison of these Non-GAAP Measures between companies may not be possible. Other companies may calculate these Non-GAAP Measures differently from us, limiting its usefulness as a comparative measure. Although such Non-GAAP Measures are not a measure of performance calculated in accordance with applicable accounting standards, our Company’s management believes that they are useful to an investor in evaluating us as they are widely used measures to evaluate a company’s operating performance.

### Reconciliation of Non-GAAP Measures

Reconciliation for the various Non-GAAP Financial Measures included in this Red Herring Prospectus are given below.

#### Reconciliation of Net Worth and Return on Net Worth

Particulars	As at / for the three months period ended	As at/ for the Financial Years ended		
		June 30, 2024	March 31, 2024	March 31, 2023
equity share capital (A)	247.93	247.93	227.98	227.08
Instrument entirely equity in nature (B)	-	-	-	-
Other equity (C)	11,795.65	11,143.30	7,485.99	6,402.61
Equity (D = A + B + C)	12,043.58	11,391.23	7,713.97	6,629.69
Capital redemption reserve (E)	-	-	-	-
Capital reserve (F)	622.44	622.44	622.44	622.44
Employee Stock Option Outstanding (G)	14.61	10.11	-	14.04

Particulars	As at / for the three months period ended	As at/ for the Financial Years ended		
		June 30, 2024	March 31, 2024	March 31, 2023
Net Worth (H = D - E - F - G)	<b>11406.53</b>	<b>10758.68</b>	<b>7,091.53</b>	<b>5,993.21</b>
Profit for the period/year (I)	517.44	2,332.05	1,075.68	647.07
<b>Return on Net Worth (J = I/H) (%)</b>	4.54	21.68	15.17	10.80

*Reconciliation of Net Asset Value per equity share*

(₹ in million, except as otherwise stated)

Particulars	As at / for the three months period ended	As at/ for the Financial Years ended		
		June 30, 2024	March 31, 2024	March 31, 2023
Equity share capital (A)	247.93	247.93	227.98	227.08
Instrument entirely equity in nature (B)	-	-	-	-
Other equity (C)	11,795.65	11,143.30	7,485.99	6,402.61
Equity (D = A + B + C)	12,043.58	11,391.23	7,713.97	6,629.69
Capital redemption reserve (E)	-	-	-	-
Capital reserve (F)	622.44	622.44	622.44	622.44
Employee Stock Option Outstanding (G)	14.61	10.11	-	14.04
Net Worth (H = D - E - F - G)	<b>11406.53</b>	<b>10758.68</b>	<b>7,091.53</b>	<b>5,993.21</b>
Number of Equity Shares outstanding as at the end of the year/period (I)*	12,39,63,710	12,39,63,710	113,992,200	113,542,200
<b>Net Asset Value per equity share (J = H/I) (in ₹)**</b>	<b>92.02</b>	<b>86.79</b>	<b>62.21</b>	<b>52.78</b>

\*Pursuant to the recommendation and resolution passed at the meeting of the Board of Directors, the Shareholders in their meeting held on dated February 12, 2024 has approved the split of 1 Equity share of the face value of ₹10/- each into 5 equity share of the face value of ₹2 each. In terms of Paragraph 64 of Indian Accounting Standard 33 Earnings per Share, if the number of ordinary shares outstanding increases as a result of share split, the calculation of basic and diluted earnings per share for all periods presented shall be adjusted retrospectively. If these changes occur after the reporting period but before the financial statements are approved for issue, the per share calculations for those and any prior period financial statements presented shall be based on the new number of shares.

\*\*The calculation of basic and diluted EPS has been considered considering the impact of share split as stated above.

*Reconciliation of EBITDA, EBITDA Growth and EBITDA Margin*

(₹ in million, except as otherwise stated)

Particulars	As at / for the three months period ended	As at/ for the Financial Years ended		
		June 30, 2024	March 31, 2024	March 31, 2023
Profit for the year/ period (A)	517.44	2,332.05	1,075.68	647.07
Add: Tax expense (B)	257.50	849.17	407.26	254.64
Add: Finance costs (C)	438.70	1,626.07	1,196.94	848.43
Add: Depreciation and amortization expense (D)	126.68	503.04	458.26	378.39
Less - Other Income(E)	139.26	534.75	198.78	71.84
<b>EBITDA (F = A + B + C + D-E)</b>	<b>1,201.05</b>	<b>4,775.58</b>	<b>2,939.35</b>	<b>2,056.68</b>
<b>EBITDA Growth (%)^</b>		62.47%	42.92%	-18.56%
Total Revenue excluding Other income (G)	9,157.78	40,765.25	31,521.56	23,500.15
<b>EBITDA Margin (H = F/G) (%)</b>	13.12%	11.71%	9.32%	8.75%

\* EBITDA growth has not been included as the comparative period has not been included in this Red Herring Prospectus

^ EBITDA Growth means (EBITDA of current period/year minus EBITDA of previous period/year) divided by EBITDA of previous period/year.

# This Figure has not been disclosed as it has not been annualised.

*Reconciliation of PAT Margin*

(₹ in million, except as otherwise stated)

Particulars	As at / for the three months period ended	As at/ for the Financial Years ended		
		June 30, 2024	March 31, 2024	March 31, 2023
Profit for the year/period (A)	517.44	2,332.05	1,075.68	647.07
Total Income (B)	9,297.04	41,299.99	31,720.34	23,571.99
<b>PAT Margin (C = A/B) (%)</b>	<b>5.57%</b>	<b>5.65%</b>	<b>3.39%</b>	<b>2.75%</b>

*Reconciliation of Tangible Net Worth, Capital Employed and Return on Capital Employed*

(₹ in million, except as otherwise stated)

Particulars	As at / for the three months period ended	As at/ for the Financial Years ended		
		June 30, 2024	March 31, 2024	March 31, 2023
Equity share capital (A)	247.93	247.93	227.98	227.08
Instrument entirely equity in nature (B)	0	0	-	-
Other equity (C)	11,795.65	11,143.30	7,485.99	6,402.61
Equity (D = A+B+C)	12,043.58	11,391.23	7,713.97	6,629.69
Less: Capital redemption reserve (E)	0	0	-	-
Less: Share suspense account (F)	0	0	-	-
Less: Other intangible assets (G)	244.86	264.73	185.02	87.71
Less: Intangible assets under development (H)	0	0	-	-
<b>Tangible Net Worth (I = D-E-F-G-H)</b>	<b>11,798.72</b>	<b>11,126.50</b>	<b>7,528.95</b>	<b>6,514.98</b>
Add: Non-current borrowings (J)	694.89	806.65	1,203.40	1,179.76
Add: Current borrowings (K)	5339.39	5625.22	4,845.82	3,511.41
Add: Deferred tax liabilities (L)	0	0	-	-
<b>Capital Employed (M = I +J+K+L)</b>	<b>17,833.01</b>	<b>17,558.37</b>	<b>13,578.18</b>	<b>11,233.14</b>
Profit for the year/ period (N)	517.44	2,332.05	1,075.68	647.07
Add: Tax expense (O)	257.50	849.17	407.26	254.64
Add: Finance costs (P)	438.70	1,626.07	1,196.94	848.43
Less : Other income	139.26	534.75	198.78	71.84
Earnings before interest and tax (Q = N + O + P)	1,074.37	4,272.54	2,481.10	1,678.29
<b>Return on Capital Employed (S = R/N) (%)</b>	<b>6.02%*</b>	<b>24.35%</b>	<b>18.27%</b>	<b>14.94%</b>

\*Not annualised

*Reconciliation of Capital Expenditure*

(₹ in million, except as otherwise stated)

Particulars	As at / for the three months period ended	As at/ for the Financial Years ended		
		June 30, 2024	March 31, 2024	March 31, 2023
Addition to gross carrying value of property, plant and equipment (A)	180.30	306.01	790.33	573.79
Add: Adjustment pursuant to scheme of business acquisition in gross carrying value of property, plant and equipment (B)	-	-	-	-
Add: Addition to gross carrying value of capital work-in-progress ©	12.26	89.30	287.89	140.01
Less: Deletion from gross carrying value of capital work-in-progress (D)	-	72.69	418.78	6.40
-	-	-	-	-
Add: Addition to gross carrying value of other intangible assets (E)	-	0.10	0.12	0.13
Add: Adjustment pursuant to scheme of business acquisition in gross carrying value of other intangible assets (F)	-	-	-	-
Add: Addition to gross carrying value of intangible assets under development (G)	-	-	-	-
Less: Deletion from Gross carrying value of Intangible assets under development (H)	-	-	-	-
<b>Capital Expenditure (J = A +B +C - D + E + F +G - H)</b>	<b>192.56</b>	<b>322.73</b>	<b>659.56</b>	<b>707.53</b>

### Reconciliation of Return on Equity

(₹ in million, except as otherwise stated)

Particulars	As at / for the three months period ended	As at/ for the Financial Years ended		
		June 30, 2024	March 31, 2024	March 31, 2023
Profit for the year/period (A)	517.44	2,332.05	1,075.68	647.07
Closing equity** (B)	12,043.58	11,391.23	7,713.97	6,629.69
Opening equity** (C)	11,391.23	7,713.97	6,629.69	5,678.03
Average equity (D = (B + C)/2)	11,717.41	9,552.60	7,171.84	6,153.86
<b>Return on Equity (E = A/D) (%)</b>	<b>4.42%*</b>	<b>24.41%</b>	<b>15.00%</b>	<b>10.51%</b>

\* Not Annualised

\*\* Equity means equity share capital plus Instrument entirely equity in nature plus other equity

### Reconciliation of Debt to Equity Ratio

(₹ in million, unless otherwise specified)

Particulars	As at / for the three months period ended	As at/ for the Financial Years ended		
		June 30, 2024	March 31, 2024	March 31, 2023
Non-current borrowings (A)	694.89	806.65	1,203.40	1,179.76
Add: Current borrowings (B)	5,339.39	5,625.22	4,845.82	3,511.41
Total Debt (C = A + B)	6,034.28	6,431.87	6,049.24	4,691.16
Equity share capital (D)	247.93	247.93	227.98	227.08
Instrument entirely equity in nature (E)	-	-	-	-
Other equity (F)	11,795.65	11,143.30	7,485.99	6,402.61
Equity (G = D + E + F)	12,043.58	11,391.23	7,713.98	6,629.69
<b>Debt to Equity Ratio (H = C/G)</b>	<b>0.50</b>	<b>0.56</b>	<b>0.78</b>	<b>0.71</b>

### Reconciliation of Net Debt and Net Debt to EBITDA

(₹ in million, unless otherwise specified)

Particulars	As at / for the three months period ended	As at/ for the Financial Years ended		
		June 30, 2024	March 31, 2024	March 31, 2023
Non-current Borrowings (A)	694.89	806.65	1,203.40	1,179.76
Add: Current Borrowings (B)	5,339.39	5,625.22	4,845.82	3,511.41
Less: Cash and cash equivalents (C)	883.34	1,098.46	1,247.14	575.04
Net debt (D = A + B - C)	5,150.94	5,333.41	4,802.09	4,116.13
EBITDA (E)*	1,201.05	4,775.58	2,939.35	2,056.68
<b>Net debt to EBITDA (F = D/E) (times)</b>	<b>4.29*</b>	<b>1.12</b>	<b>1.63</b>	<b>2.00</b>

\*Not annualised

In accordance with the SEBI ICDR Regulations, the audited financial statements of our Company for the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022 (“Audited Financial Statements”) and the reports are available on our website at <https://transrail.in/investors-centre/financials.aspx>. 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 Red Herring Prospectus; or (ii) a prospectus, a statement in lieu of a prospectus, an offering circular, an offering memorandum, an advertisement, an offer or a solicitation of any offer or an offer document or recommendation or solicitation to purchase or sell any securities under the Companies Act, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere. The Audited Financial Statements should not be considered as part of information that any investor should consider subscribing for or purchase any securities of our Company and should not be relied upon or used as a basis for any investment decision. None of our Company or any of its advisors, nor Book Running Lead Managers or the Promoter Selling Shareholder, nor any of their respective employees, directors, affiliates, agents or representatives accept any liability whatsoever for any loss, direct or indirect, arising from reliance placed on any information presented or contained in the Audited Financial Statements, or the opinions expressed therein.

### RELATED PARTY TRANSACTIONS

For details of the related party transactions, as per the requirements under applicable Accounting Standards, i.e., Ind AS 24 - Related Party Disclosures, read with the SEBI ICDR Regulations for the three months period ended June 30, 2024 and Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022 and as reported in the Restated Consolidated Financial Information, see “Restated Consolidated Financial Information - Note 51: Related Party Disclosures” on page 323.

## CAPITALISATION STATEMENT

The following table sets forth our Company's capitalisation as at June 30, 2024, on the basis of amounts derived from our Restated Consolidated Financial Information, and as adjusted for the Offer. This table should be read in conjunction with the sections titled “*Risk Factors*”, “*Financial Information*”, “*Other Financial Information*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*”, on pages 31, 269, 332 and 340, respectively.

Particulars	Pre-Offer as at June 30, 2024	(₹ in million, unless otherwise stated)
<b>Total borrowings</b>		
Current borrowings(A)	4,851.79	
Non-current borrowings (including current maturities)(B)	1,182.49	
<b>Total borrowings (C=A+B)</b>	<b>6,034.28</b>	
<b>Total equity</b>		
Equity share capital (D)	247.93	
Other equity (E)	11,795.65	
<b>Total equity (F=D+E)</b>	<b>12,043.58</b>	
<b>Ratio: Non-current borrowings/ Total equity (B)/(F) (in times)</b>	0.10	
<b>Ratio: Total borrowings/ Total equity (C)/(F) (in times)</b>	0.50	

Notes:

% The corresponding post Offer capitalization data for each of the amounts given in the above table is not determinable at this stage pending the completion of the Book Building process and hence the same have not been provided in the above statement.

## FINANCIAL INDEBTEDNESS

Our Company has availed credit facilities in the ordinary course of its business for the purposes of meeting working capital requirements and capital expenditure requirements. Our Board is empowered to borrow monies, in accordance with Sections 179 and 180 of the Companies Act and our Articles of Association.

For further details regarding the borrowing powers of our Board, see “*Our Management – Borrowing Powers of Board*” on page 248.

The following table sets forth details of the aggregate outstanding borrowings of our Company, as on September 30, 2024:

Category of borrowing	Sanctioned Amount as on September 30, 2024	Outstanding amount as on September 30, 2024*	(in ₹ million)
<b><i>Secured Loans</i></b>			
<b><i>Fund based facilities</i></b>			
Term loans	532.90	110.04	
Term loans from NBFC	1,000.00	267.11	
Working capital demand loan	3,396.87	3,396.87	
Working capital term loan under Emergency Credit Line Guarantee Scheme (“ECLGS”)	745.60	472.87	
Working capital term loan under Emergency Credit Line Guarantee Scheme extension (“ECLGS ext.”)	415.20	242.11	
Cash Credit	1,854.78	1,398.49	
<b><i>Non-Fund based facilities</i></b>			
Letter of credit	13,319.50	10,690.07	
Bank guarantee	39,515.75	35,518.76	
Forward contract	573.60	-	
<b>Sub-total (A)</b>	<b>61,354.20</b>	<b>52,096.32</b>	
<b><i>Unsecured Loans</i></b>			
<b><i>Fund based</i></b>			
Working capital loan/vfs	2,107.60	958.34	
<b><i>Non-Fund based</i></b>			
Bank guarantee	4,634.64	4,634.64	
<b>Sub-total (B)</b>	<b>6,742.24</b>	<b>5,592.98</b>	
<b>Total (A) + (B)</b>	<b>68,096.44</b>	<b>57,689.30</b>	

\* As certified by our Statutory Auditors, by way of their certificate dated December 10, 2024.

For disclosure of borrowings as on March 31, 2024, as per requirements of Schedule III of Companies Act and related accounting standards see “*Financial Information*” on page 269.

### Principal terms of the borrowings availed by our Company:

Brief details of the terms of our various borrowing arrangements are provided below. The details provided below are indicative and there may be additional terms, conditions and requirements under the various borrowing arrangements entered into by our Company. For details, 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 43.

1. **Interest:** The applicable rate of interest for the various fund based facilities and term loans availed by us are typically linked to the marginal cost of lending rate (“MCLR”) over a specific period of time and are subject to mutual discussions between the relevant lenders and our Company. The rate of interest is linked to a three month to one-year MCLR with a spread ranging between 1.50% to 5.20% per annum, whereas the commission the non-fund based facility typically ranges from 1.00% per annum to 1.85% per annum. The interest rate charged by the lenders on our unsecured facility typically ranges from 8.75% per annum to 11.10% per annum.
2. **Tenor:** The tenor of the term loans availed by us under the Emergency Credit Line Guarantee Scheme (“ECLGS”) and ECLGS extension Scheme is repayable in 48 months after initial moratorium period of 12 months and 24 months from the date of first disbursement, respectively, whereas the term loans from NBFC typically ranges from 21 months to 48 months. The other facilities availed by us under the secured and unsecured facility are renewable on yearly basis as per the respective sanction letters.
3. **Security:** Certain working capital facilities availed by us are typically unsecured. In terms of our borrowings where security needs to be created, we are typically required to create security by way of:
  - (a) First ranking *pari passu* security interest over the entire current assets, loans and advances, long term trade receivables and other assets, both present and future of the borrower;

- (b) First ranking *pari passu* security interest on the entire fixed assets (immovable and movable), both present and future of the borrower excluding the assets covered under exclusive charge; and
- (c) Collateral comfort in the form of term deposit by stipulating 1% cut back on quarterly sales turnover, which shall remain under lien on first *pari passu* basis to all the working capital lenders under the consortium of the lenders.

Further, there may be additional requirements for creation of security under the various borrowing arrangements entered into by us.

4. **Repayment:** The credit facilities are typically repayable on demand in accordance with the facility agreements executed by our Company. Each sub-limit has a specific schedule prescribed with provisions of periodic repayments for some of the sub-limits. For, term loan facility repayment is typically in equal monthly instalment after the end of specific moratorium.

5. **Prepayment:** Facilities availed by us typically have prepayment provisions which allow for prepayment of the outstanding loan amount, by serving a notice to the relevant lender, both with and without the payment of prepayment charges.

6. ***Key covenants:***

In terms of our facility agreements and sanction letters, we are required to undertake certain actions and seek written prior consent of the lenders for certain actions, among others:

- (a) take prior written consent of the bank to enter into any scheme of merger, amalgamation, or shifting of premise;
- (b) take prior written consent of the bank to make any amendments in our Company's constitutional documents;
- (c) take prior written consent of the bank to make any change in our Company's capital structure/shareholding pattern or making any change in our Company's ownership/control or management;
- (d) declaration or payment of dividends; and
- (e) take prior written consent of the bank to dispose its assets other than those as permitted by the bank in writing.

7. ***Events of Default:***

In terms of the facility agreements and sanction letters, the following, among others, constitute as events of default:

- (a) our Company or any other person is in breach of any covenants, conditions or any other terms of the transaction documents of the credit facilities;
- (b) default has occurred in the payment of any amount of the credit facilities due and payable on the due dates, whether by acceleration or otherwise;
- (c) if our Company has voluntarily taken any action for its insolvency, winding up or dissolution;
- (d) the security for the facilities is in jeopardy or ceases to have effect;
- (e) if any of the transaction documents executed or furnished by or on behalf of our Company becomes illegal, invalid, unenforceable or fails or ceases to be in effect or fails or ceases to provide the benefit of the liens, rights, powers, privileges or security interests created by transaction documents;
- (f) if any of the transaction documents is assigned or otherwise transferred, amended or terminated, repudiated or revoked, without the approval of the bank;
- (g) if loan is utilized for any purpose other than sanctioned purpose;
- (h) occurrence of cross default;
- (i) occurrence of material adverse change affecting the business or financial position of our Company; and
- (j) if any information, representation and warranty, statement made, or deemed to be made, in or in connection with any transaction document is incorrect or misleading in any material respect.

8. ***Consequences of occurrence of events of default:***

In terms of the facility agreements and sanction letters, in case of occurrence of events of default set out above, our lenders may, among others:

- (a) terminate the facilities and/ or declare that the dues and all obligations shall immediately become due and payable;
- (b) declare security created to be enforceable;
- (c) take possession of and/or transfer the assets comprised within the security; and
- (d) exercise such remedies as may be permitted or available to the Bank under law, including RBI guidelines.

This is an indicative list and there may be additional consequences of an event of default under the various borrowing arrangements entered into by us.

Our Company has obtained written approvals from our lenders and have provided intimations, to the extent required under the agreements and loan documents entered into between us and such lenders, for undertaking the Offer and activities in connection thereto and the same have not been withdrawn as on the date of this Red Herring Prospectus. For further details, see “*Risk Factor – 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 43.

## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*The following discussion is intended to convey management's perspective on our financial condition and results of operations for the three months period ended June 30, 2024 and the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022. You should read the following discussion and analysis of our financial condition and results of operations in conjunction with our Restated Consolidated Financial Information and the sections entitled "Summary of Restated Consolidated Financial Information" and "Restated Consolidated Financial Information" on pages 69 and 269, respectively. This discussion contains forward-looking statements and reflects our current views with respect to future events and our financial performance and involves numerous risks and uncertainties, including, but not limited to, those described in the section entitled "Risk Factors" on page 31. Actual results could differ materially from those contained in any forward-looking statements and for further details regarding forward-looking statements, kindly refer to the section entitled "Forward-Looking Statements" on page 29. Unless otherwise stated or unless the context otherwise requires, the financial information of our Company used in this section has been derived from the Restated Consolidated Financial Information. Unless noted otherwise, some of the industry related information in this section is obtained or extracted from the CRISIL Report (which is a paid report and was commissioned by us solely in connection with the Offer).*

*Our financial year ends on March 31 of each year. Accordingly, unless otherwise stated, all references to a particular financial year are to the 12-month period ended March 31 of that year.*

### Overview

We are an Indian engineering, procurement and construction ("EPC") companies, ranked number 4 amongst its peers in the power transmission and distribution sector, in terms of operating revenue, for the Financial Year ended March 31, 2024. (*Source: CRISIL Report*) Our Company primarily focuses on power transmission and distribution business and integrated manufacturing facilities for lattice structures, conductors, and monopoles. We have a track record of four decades in providing comprehensive solutions in the power transmission and distribution sector, on a turnkey basis globally and have been a trusted and longstanding partner. We have completed more than 200 projects in power transmission and distribution vertical since our inception, along with comprehensive and extensive project execution capabilities in terms of manpower, supply of materials (including self-manufactured products) and availability of world class machinery, both in India and internationally (majorly across Asia and Africa). Our position in the power transmission and distribution sector is owing to the following factors:

Having a footprint in 58 countries like Bangladesh, Kenya, Tanzania, Niger, Nigeria, Mali, Cameroon, Finland, Poland, Nicaragua etc. including turnkey EPCs or supply projects.

As of June 30, 2024, we have undertaken EPC of 34,654 circuit kilometers ("CKM") transmission lines and 30,000 CKM distribution lines, domestically and internationally. We provide EPC services in relation to substations up to 765 kilovolts ("kV").

Our Company has presence in all the power transmission and distribution segments and majorly in high voltage ("HV") and extra high voltage ("EHV") segments. For details, see "*- Strengths*" on page 199.

Other than the power transmission and distribution business, we have other business verticals, such as, civil construction, poles and lighting, and railways. The details of contribution to revenue from operations by each vertical is set out below:

*(Amount in ₹ million, unless otherwise stated)*

Vertical	For the three months period ended June 30, 2024		For the Financial Year ended March 31, 2024		For the Financial Year ended March 31, 2023		For the Financial Year ended March 31, 2022		Financial Year ended March 31, 2024-March 31, 2022 CAGR (%)
	Revenue of operations generated	% of total revenue of operations	Revenue of operations generated	% of total revenue of operations	Revenue of operations generated	% of total revenue of operations	Revenue of operations generated	% of total revenue of operations	
Power transmission and distribution	7,460.30	83.18	33,611.20	83.83	24,065.58	77.98	15,359.16	67.24	47.93
Civil construction	1,040.25	11.60	3,741.21	9.33	3,317.82	10.75	4,420.31	19.35	(8.00)
Railways	194.82	2.17	974.25	2.43	1,760.93	5.71	1,521.43	6.66	-19.98
Poles and lighting	273.66	3.05	1,765.64	4.40	1,717.04	5.56	1,540.52	6.74	7.06
<b>Total</b>	<b>8,969.03</b>	<b>100.00</b>	<b>40,092.30</b>	<b>100.00</b>	<b>30,861.37</b>	<b>100.00</b>	<b>22,841.42</b>	<b>100.00</b>	<b>27.01</b>

Further the details for revenue generated from our business by geographical regions is set out below:

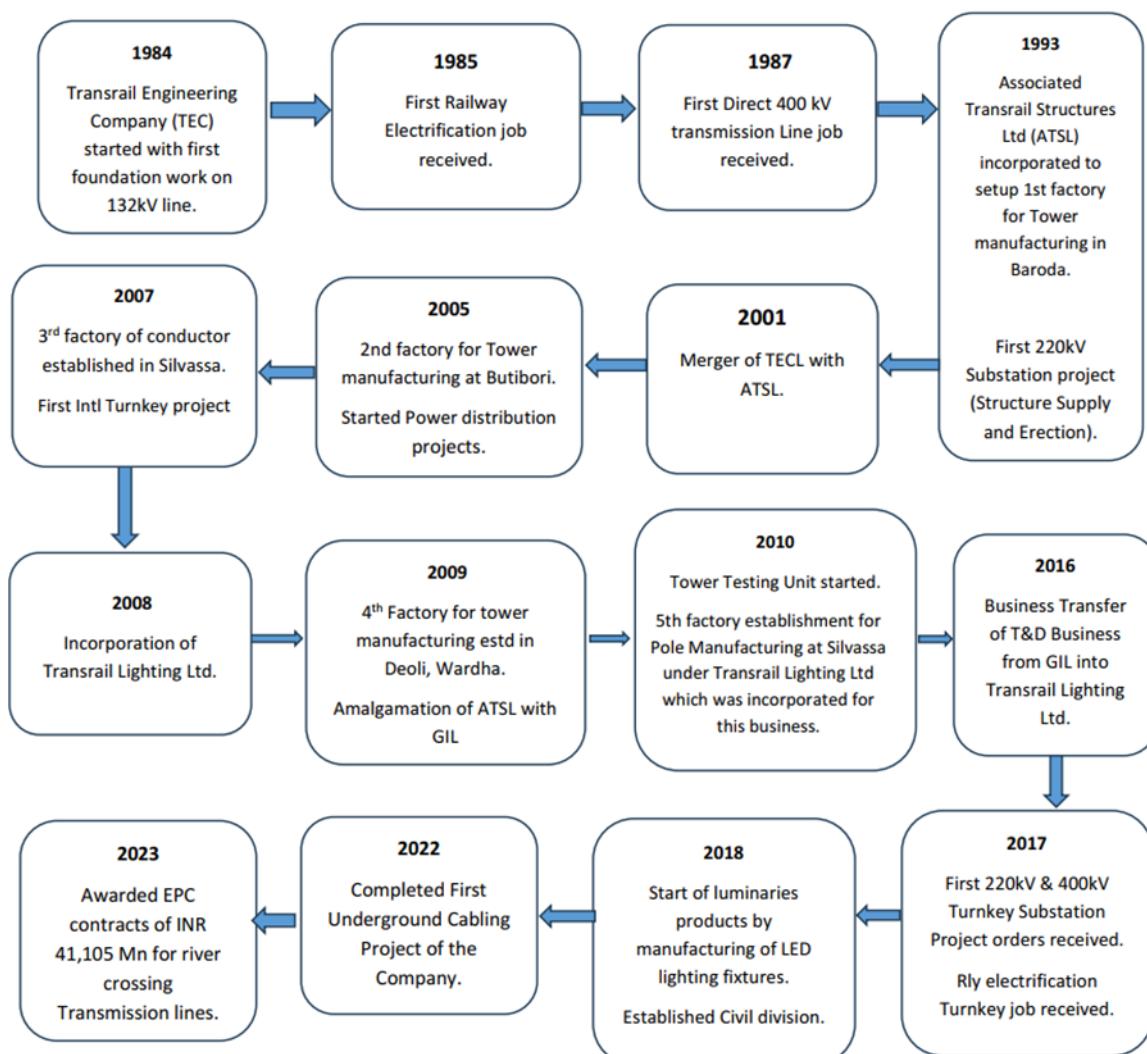
Geography of client	For the three months period ended June 30, 2024	For the Financial Year ended March 31, 2024	For the Financial Year ended March 31, 2023	For the Financial Year ended March 31, 2022
In India	4,494.59	16,619.17	14,388.38	14,170.34
Outside India	4,474.44	23,473.13	16,472.99	8,671.08
<b>Total</b>	<b>8,969.03</b>	<b>40,092.30</b>	<b>30,861.37</b>	<b>22,841.42</b>

## Market opportunity

The power transmission and distribution system across India has expanded extensively. The total length of domestic transmission lines rose from 413,407 CKM in Financial Year ended March 31, 2019 to 485,544 CKM in Financial Year ended March 31, 2024. To service a large generation installed base, the estimated investment in the transmission sector is expected to cumulatively reach approximately ₹3.00 trillion for Financial Year 2025-2029. The distribution segment is expected to attract investments worth Rs 3-4 trillion over fiscals 2025 to 2029 vis-à-vis ~Rs 3.3 trillion between fiscal 2019-2024 led by the government's thrust on the Revamped Distribution Sector Scheme, improving access to electricity and providing 24x7 power to all. (*Source: CRISIL Report*) Further, internationally, the lack of access to electricity across the African region has influenced public and private investments in the deployment of new transmission and distribution networks across the region. For instance, at present, 43% of the total population in the African region, lack access to electricity, which displays the critical need for electrical infrastructure in Africa. Further, power sector investment in Latin America and the Caribbean is also expected to increase to meet rising electricity demand and to modernise and expand grid infrastructure. (*Source: CRISIL Report*)

## Our journey

One of our Promoters, Digambar Chunnilal Bagde, has experience of more than 40 years in the EPC industry and was at the helm of affairs of our Company from its inception. Digambar Chunnilal Bagde was also associated with Transrail Engineering Company Limited and Associated Transrail Structures Limited as promoter of such entities. A brief journey of our milestones is delineated below:



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 233.

As on the date of this Red Herring Prospectus, we have four operational manufacturing facilities including one tower testing facility. For details, see “*-Manufacturing Facilities*”. Our key services and significant projects include:

- Supply as well as design, engineering, procurement and construction of transmission lines and distribution lines - As of June 30, 2024, we have designed, engineered, procured and constructed 34,654 CKM transmission lines and 30,000 CKM distribution lines, respectively, both domestically and internationally. Our Company operates as EPC service providers and as a supplier of engineered products in the power transmission and distribution segment. We also provide EPC services in relation to air insulated and gas insulated substations. The table below sets forth the orders procured by our Company during the three months period ended June 30, 2024 and the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022, in our domestic and international power transmission and distribution business:

Geography of the client	For the three months period ended June 30, 2024		For the Financial Year ended March 31, 2024		For the Financial Year ended March 31, 2023		For the Financial Year ended March 31, 2022	
	Amount (in ₹ million)	% of total orders procured in the power transmission and distribution business	Amount (in ₹ million)	% of total orders procured in the power transmission and distribution business	Amount (in ₹ million)	% of total orders procured in the power transmission and distribution business	Amount (in ₹ million)	% of total orders procured in the power transmission and distribution business
Domestic	525.52	6.21	20,003.25	51.06	16,847.30	26.19	6,693.72	25.12
International	7,943.57	93.79	19,175.23	48.94	47,487.73	73.81	19,951.66	74.88
<b>Total</b>	<b>8,469.09</b>	<b>100.00</b>	<b>39,178.48</b>	<b>100.00</b>	<b>64,335.03</b>	<b>100.00</b>	<b>26,645.37</b>	<b>100.00</b>

- Civil Construction - We provide EPC services including design in relation to bridges, tunnels, elevated roads and cooling towers. We have been awarded with the Kosi bridge project which is the largest civil construction project currently being executed in India by us. We are constructing some of the tallest natural draft cooling towers (“NDCT”) in India. Our civil construction services are majorly provided domestically.
- Poles and Lighting - We have a diverse product manufacturing set-up, including high masts, street poles, luminaries, power transmission and distribution monopoles, stadium lighting, derrick structures, road gantries and signages, flag masts, solar streetlights, decorative poles etc. We operate as both manufacturers as well as supply, installation, testing and commissioning service providers in the poles and lighting segment. Our poles and lighting vertical primarily operates in the Indian markets with select projects internationally. Our products have been used in many landmark projects across India and have also been exported to many countries. A few examples include Mumbai Trans Harbour Link, M. Chinnaswamy cricket stadium in Bengaluru, Samruddhi Highway, LED traffic lights in Mumbai Qatar’s sports and decorative lightings, Zambia’s Lusaka city de-congestion project etc. Recently, we have expanded our factory by adding a dedicated facility for signages.
- Railway services - We provide several services in relation to railways including overhead electrification, signaling and telecommunication services, earthwork, track linking and other composite works. Our manufacturing units have supplied railway portals and overhead contact rods. Our railways vertical has operations only in India. We have provided services to government undertaking and corporations of the Ministry of Railways in India, in this segment.

Over a period of time, we have steadily invested into backward integration by adding manufacturing units for towers, conductors and poles to our business and have developed the ability to provide comprehensive solutions including designing, manufacturing, procuring, testing and supplying of conductors, towers etc. for our EPC projects and also towards direct supplies. Generally, these products and services cover a substantial part of the EPC value in a typical transmission line project, which reduces our dependency on third-party suppliers.

We cater to a wide client base in India including central public sector undertakings under the Ministry of Power of India, state government run and private power transmission and distribution companies. Further, we have actively diversified and expanded our business across the globe with our overall footprint of supply and service in 58 countries. We generally take export orders which are either funded by multilateral funding agencies (which include organisations like World Bank, African Development Bank, Asian Development Bank etc) or backed by letters of credit. As on June 30, 2024, our Order Book comprises of international projects and domestic projects and is a healthy client mix with typically governmental authorities of various countries such as India, Bangladesh, Kenya, Tanzania, Niger, Nigeria, Mali, Cameroon, Philippines, Suriname, Nicaragua etc. Internationally, some of our biggest clients have been Power Grid Company of Bangladesh and Da Afghanistan Breshna Sherkat in Asia and Kenya Power and Lighting Company, West African Power Pool, Electricidade De Mocambique, E.P. Mozambique etc. in Africa. Further, in the three months period ended June 30, 2024 and the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022, our Company has completed more than 200 projects across the globe across power transmission and distribution business.

We have shown strong financial performance, which is evident from our growing revenues and increasing orders. Our total revenue increased to ₹41,299.99 million in Financial Year ended March 31, 2024 from ₹23,571.99 million in Financial Year ended March 31, 2022 at a CAGR of 32.37% while our profit for the year increased to ₹2,332.05 million in Financial Year ended March 31, 2024 from ₹647.07 million in Financial Year ended March 31, 2022 at a CAGR of 89.84%. Further our order intake and Unexecuted Order Book has shown stellar growth. Our Unexecuted Order Book has almost doubled to ₹1,01,004.74 million as on March 31, 2024, from ₹59,075.87 million as of March 31, 2022.

### **Significant Factors Affecting Our Results of Operations**

Our results of operations have been, and will be, affected by many factors, some of which are beyond our control. The following is a discussion of certain factors that have had, and will continue to have, a significant effect on our financial condition and results of operations:

#### ***Government policies, macro-economic conditions and performance of the power generation, transmission and distribution sectors***

Our business is substantially dependent on co-existence of power generation sector and transmission and distribution sector in India which is primarily undertaken or awarded by governmental authorities, entities funded by the central and state Governments which is undertaken through tariff based competitive bidding process. We currently derive and, in the future expect to derive a significant portion of our revenue from power generation, transmission and distribution business projects in India which are dependent on budgetary allocations made by central and state Governments, participation from multilateral agency sponsored developments, public bodies as well as significant access through private sector funding. We believe that sustained increase in budgetary allocation for and the participation of public bodies, multilateral agencies in and the development of comprehensive infrastructure policies that encourage greater private sector participation and funding will result in several power transmission and distribution business and other infrastructure projects being launched in India. Macroeconomic factors like increasing need of power for residential, industrial and commercial purposes, increased usage of electricity in rural economy, creation of green energy corridors higher focus on renewable energy and related governmental policies thereof, Indian government's specific focus on transmission sector and related policies will have a significant impact on our prospects and results of operations. Other macroeconomic factors like global GDP growth, Indian foreign investment regulations, oil prices, financial stability may impact the economic environment of India and the policies of the government with respect to the infrastructure sector. A change in policy resulting from a change in government (including change in central government and/or state governments of regions where our projects are under construction) may also impact our business.

#### ***International Transmission and Distribution***

We also service our customers outside India with the requisite execution skill gained over the course of years and typically undertake those projects along with our subsidiaries and joint ventures which are present outside India. Our ability to successfully expand our international operations, will, therefore, depend on our ability to deliver the projects on time, our ability to manage their operations and, in the event of any future acquisitions, successfully integrate such business with our operations. However, demand for our services would also depend upon the sustained economic development in the regions that we seek to expand and operate in and the government policies relating to the development of these sectors.

Our results of operations may be materially affected by conditions in the global capital markets and the economy generally in India and elsewhere around the world. Financial Year ended March 31, 2022 was full of perils and promises for the electric power sector as electricity consumption continued to rise as the pandemic recovery progressed. The costs also spiked, largely due to natural gas prices more than doubling due to global shortages, exacerbated by rising geopolitical tensions. Coal prices also rose as demand surged for alternatives to gas. Renewable energy prices followed suit due to supply chain disruptions, inflation, and rising interest rates. Significant slowdowns in economic growth could have a deleterious impact on power consumption and could result in shifts of government policy away from power transmission projects, which could affect our business and results of operations. To that extent, the performance of the power industry and the power transmission industry could be influenced by the general economic conditions.

#### ***Our bidding and execution capabilities***

Most of our EPC contracts are obtained through a competitive bidding process. In selecting consultants and contractors for major engineering consultancy and EPC projects, clients generally limit the tender to consultants and contractors they have pre-qualified based on several criteria. These criteria include, among other factors, experience, technological capacity and performance, reputation for quality, safety record, financial strength and bonding capacity and size of previous contracts in similar projects, as well as price competitiveness of the bid. Our recent experience and the infrastructure initiatives by the Governments across the world indicate that the clients in the energy industry are expected to develop larger and more technically complex EPC projects. Accordingly, this is resulting into awarding the entire contract to a single EPC contractor in order to avoid lack of synergies between multiple contractors. Therefore, while we are usually eligible to bid for the transmission projects opened in and outside India on the basis of pre-qualification criteria, the execution and completion of such projects is dependent upon factors which may not be foreseeable at the time of bidding.

A significant portion of our revenue and earnings is generated from large project awards. Revenue from operations of our Company for the three months period ended June 30, 2024 and the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022 are as follow:

Sr. No.	Particulars	Three months period ended June 30, 2024	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023	Financial Year ended March 31, 2022	(₹ in million)
1.	Revenue earned from top 5 projects of our Company	2,816.36	13,126.40	12,845.62	9,092.21	
2.	Revenue earned from top 10 projects of our Company	4,466.18	20,401.23	18,851.50	11,718.01	

We are usually qualified to bid for most projects in India and up to a certain value for international projects. We operate in competitive markets where it is difficult to predict whether and when we will receive awards since these awards and projects often involve complex and lengthy negotiations and bidding processes. These processes can be impacted by a wide variety of factors including governmental approvals, our ability to show experience of working on similar projects, financing contingencies, commodity prices, investment bottlenecks such as environmental clearance and land acquisition issues, and overall market and economic conditions. During an economic downturn, many of our competitors may be more inclined to take greater or unusual risks or terms and conditions in a contract that we might not deem favourable or standard as per the market practice, since investment in such projects by the Governments or entities may be reduced significantly and be only acceptable if a bidder is accepting the terms prescribed by the employer. Since a significant portion of our revenue is generated from large projects, our results of operations can fluctuate from quarter to quarter and year to year depending on whether and when project awards occur and the commencement and progress of work under awarded contracts.

#### ***Success of our diversification strategy into other sectors and geographies***

Historically, significant portion of our revenue has been derived from the power transmission and distribution business in India. Our revenue from operations for the three months period ended June 30, 2024 and the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022 are as below:

Particulars	Three months period ended June 30, 2024		Financial Year ended March 31, 2024		Financial Year ended March 31, 2023		Financial Year ended March 31, 2022	
	(₹) in million	(%) of Total Revenue from operations	(₹) in million	(%) of Total Revenue from operations	(₹) in million	(%) of Total Revenue from operations	(₹) in million	(%) of Total Revenue from operations
Revenue from operations (EPC)	8,136.67	90.72	38,134.51	95.12	28,747.08	93.15	20,558.48	90.01

We constantly leverage our EPC capabilities and track record to selectively diversify into other potential project segments as part of our strategic initiatives for enhanced growth and diversification. We intend to focus on specific project segments and industries where we believe that there is a potential for growth and where we enjoy competitive advantages including in power transmission and distribution business, civil construction, railway services and poles and lightning. We continue to expand our international operations, including in Africa especially West and East Africa, SAARC. We also continue to expand our supply business focussing on newer markets like Middle East, South East Asia, Americas & Oceania. For further details relating to our diversification into other sectors and the expansion of our international operations, see section “*Business - Strategies - Expanding our international business*” on page 208. The success of our diversification strategy into these new sectors and into the international markets are linked to amongst others, our ability to leverage our existing track record in the transmission industry to provide cost and operational advantages to our clients. Demand for our services would also depend upon the sustained economic development in the regions that we seek to expand and operate in and the government policies relating to the development of these sectors.

#### ***Nature of contracts and the risks associated therewith***

Our projects are typically fixed-price or lump-sum contracts, and under the terms of such fixed-price or lump-sum contracts. Under Lump-sum turnkey contracts (“**LSTK**”) contracts are fixed price contracts in which the contractor fixes a lump-sum fee, based on the specific project requirements. The LSTK sets out project specifications with respect to designs, drawings, technical stipulations, quality of raw material, etc, based on which the contractor provides bids, stating a lump-sum fee for execution. In relation to our turnkey projects which are performed on a fixed price basis, we are susceptible to the risk of material cost variation from the assumptions underlying a bid for several reasons, including unanticipated changes in engineering design of the project; unanticipated changes in currency fluctuations, unanticipated variations in the cost of equipment, fuel, material or manpower; timing of delivery of equipment and materials to the project site; ability of the client to obtain requisite environmental and other approvals; and the performance of suppliers and sub-contractors.

## ***Operational uncertainties***

Our business is subject to various operational uncertainties that may affect our results of operations. These operational uncertainties including the availability of raw materials and retention of skilled manpower, could affect our ability to complete the project and/ or ensure delivery of our manufactured products on time, delays in meeting agreed milestones or ensuring commencement of operations of projects undertaken by us within the scheduled completion date. Further, EPC sector has witnessed many consistent changes over the past few years. Delay in project completion is one of the major challenges for the EPC market in India. EPC projects are large scale, time and cost sensitive. The gestation period of project also increases because of factors such as political risks in the country, liquidity crunch, and delay in getting environmental clearance, forest clearance, defence land handovers etc. Time and overrun and project inflationary cost escalations plague many large government-based projects. All projects have to be time bound to be profitable; however, the market still suffers from inherent delays owing to various reasons. These could lead to increased financing costs, delayed payments from the client, invocation of liquidated damages or penalty clauses by the client in accordance with terms agreed with the client, and in certain circumstances, even termination of the contract. We are typically required to provide bank guarantees for advances as well as performance guarantees. Our projects are typically fixed-price or lump-sum contracts, and under the terms of such fixed-price or lump-sum contracts, we generally agree on a fixed price for providing engineering, procurement and construction services for part of the project that is contracted to us. For further details of the nature of project related contracts entered into by us, see "*Our Business – Description of our Business – Key highlights of our completed projects in the power transmission and distribution sector*" on page 211. The actual expenditure incurred by us in connection with such contracts may, however, vary from the assumptions underlying our bid as a result of various project uncertainties, including unanticipated changes in engineering design of the project or any escalation or change in work scope of our ongoing projects, resulting in delays and increased costs. While most of these projects provide for cost escalation provisions and price escalation, there is no assurance that our clients will not dispute the increased costs, which may affect our results of operations and financial condition.

Accordingly, given the nature of our business, operating costs and efficiencies are critical to maintaining our competitiveness and profitability. Our profitability is partially dependent on our ability to spread fixed production costs over our production volumes. Accordingly, we continually undertake efforts to reduce our costs, such as negotiating discounts, outsourcing non-critical processes, reducing energy usage and rationalising our labour. Our ability to reduce our operating costs in line with customer demand is subject to risks and uncertainties, as our costs depend, in part, on external factors beyond our control.

## ***Failure to meet high quality standards and stringent performance requirements of our customers.***

Our products and engineering processes are measured against, high quality standards and stringent specifications of our customers, due to the critical industries they find applications in. Most of our orders are awarded to us through a competitive bidding process, where we compete on various factors including our technical capabilities. Depending on the terms under which we supply products or services, if we supply products or services that do not comply with the specifications provided by our customers, our customers may hold us responsible for (i) some or all of the repair or replacement costs of defective products or services; and (ii) all losses incurred due to injury, illness or death to third party or violation of laws due to defective products or services, and the costs of claims, suits and actions in relation to such losses. We cannot assure you that we will be able to meet such technical specifications and quality standards imposed by our customers, at all times. The failure by us or to achieve or maintain compliance with these requirements or quality standards may disrupt our ability to supply products to our customers until compliance with such quality standards is achieved. Such instances could adversely affect our reputation and business and, to the extent not covered by insurance, our results of operations, financial condition and cash flows.

Our contracts require us to indemnify our customers from any liabilities and expenses incurred due to defects and damages found in the products or in connection with performance of engineering service and supplies. Customers can enforce such indemnities against us, unless such defect, damage, or delay is caused due to the customer's wilful misconduct, fraud, gross negligence or wilful misrepresentation. Under our agreements with our customers, we are liable to pay liquidated damages for any delay in the supply of products and services. These liquidated damages typically range from 0.1% to 1.5% of the total contract or purchase order value, per week of delay, and are typically capped at 5% to 10% of the total contract or purchase order value. We are also liable to pay liquidated damages for any delay in providing documents to our customers in connection with the work which we undertake. There have been instances in the past where we were not able to meet the scheduled timelines of delivery and consequently, we had to pay liquidated damages to certain customers.

Our contracts also require us to provide warranty against the products and engineering services which we have provided, which requires us to repair or replace the goods or services furnished, which fail to comply to the specifications prescribed by our customers, during the warranty/ defect liability period. Accordingly, our customers require us to undertake or provide performance bank guarantees for such quality and delivery related obligations which can be enforced against us in case of defective or damaged products or delay in delivery of the products or services supplied by us. The performance bank guarantees which we are required to furnish to our customers typically range from 3% to 10% of the total contract value of the order.

If we default on any of the existing terms, delivery timelines, specifications or quality standards prescribed by our customers, it may result in the cancellation of existing and future orders, recalls, liquidated damages, invocation of performance bank guarantees or warranty, indemnity and liability claims. Further, such delays in the execution of orders results in the cost overruns and affects our payment milestones subsequently impacting our revenue. Such instances could adversely affect our reputation and business and, to the extent not covered by insurance, our results of operations, financial condition and cash flows.

## **Competition**

We operate in a highly competitive environment in both in the Indian and overseas markets. The industry is highly fragmented, both domestically and globally. Success of our operations depends on our ability to effectively compete, including by continuing to distinguish our brand and products from competition by maintaining our brand perception centred around the values of trust and transparency and by continuing to optimize our product assortment and marketing campaigns to cater to preferences in the markets in which we operate. As a result, to remain competitive in the market we must, in addition, continue to meet exacting quality standards, continuously strive to reduce our production and distribution costs and improve our operating efficiencies and innovate our products offering. If we fail to do so, it may have an adverse effect on our market share and results of operations. Many of our competitors may be larger than us and may benefit from greater economies of scale and operating efficiencies. There can be no assurance that we can continue to effectively compete with such manufacturers in the future, and failure to compete effectively may have an adverse effect on our business, financial condition, and results of operations. Moreover, the competitive nature of the manufacturing industry may result in lower prices for our products and decreased profit margins, which may materially adversely affect our revenue and profitability.

## **Exchange rates**

Although, our Company's reporting currency is in Indian Rupees, we transact a significant portion of our business in several other currencies. Further, a large part of our revenues is derived from projects based outside of India. In the three months period ended June 30, 2024 and the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022, our revenues from operations to customers based outside of India were ₹4,474.44 million, ₹23,473.13 million, ₹16,472.99 million, and ₹ 8,671.08 million, respectively, which represented 49.88%, 58.55%, 53.38 %, and 37.96% of our total revenue, respectively.

The exchange rate between the Indian Rupee and the currencies in which we receive payments for such exports, i.e. primarily the USD and Euro, has fluctuated in the past and our results of operations have been impacted by such fluctuations in the past and may be impacted by such fluctuations in the future. For example, during times of strengthening of the Indian Rupee, we expect that our overseas sales and revenues will generally be negatively impacted as foreign currency received will be translated into fewer Indian Rupees. However, the converse positive effect on depreciation of the Indian Rupee may not be sustained or may not show an appreciable impact in our results of operations in any given financial period due to other variables impacting our results of operations during the same period. Moreover, we expect that our cost of borrowing as well as our cost of imported raw materials, overseas professional costs, freight and other expenses incurred by us may rise during a sustained depreciation of the Indian Rupee against USD or Euro.

Certain portions of our income and expenses are generated or incurred in other currencies and certain portions of our assets (trade receivables and cash and cash equivalents) and liabilities (trade payables and borrowings) are in other currencies, such as BDT, Cfa, Naira etc. Therefore, our exchange rate risk primarily arises from currency mismatches between our income and our expenditure which we seek to mitigate by matching income currency to expenditure currency to the extent possible.

We have a formal hedging policy and accordingly, may be subject to foreign currency exposure and fluctuations in the exchange rates between the Indian Rupee and other currencies.

## **Our Critical Accounting Policies**

The significant accounting policies followed by us in the preparation of our Restated Consolidated Financial Information are set out below.

### **a) Revenue Recognition**

The Group derives revenues primarily from Engineering, Procurement and Construction business. Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration we expect to receive in exchange for those products or services. Revenue from Operations, where the performance obligations are satisfied over time and where there is no uncertainty as to measurement or collectability of consideration, is recognized as per the percentage-of-completion method. The Group determines the percentage-of-completion on the basis of direct measurements of the value of the goods or services transferred to the customer to date relative to the remaining goods or services promised under the contract. When there is uncertainty as to measurement or ultimate collectability, revenue recognition is postponed until such uncertainty is resolved.

Revenue from the sale of distinct manufactured / traded material is recognised upfront at the point in time when the control over the material is transferred to the customer. Revenue from rendering of services is recognized in the accounting period when the service is rendered and the right to receive the revenue is established. Revenues in excess of invoicing are classified as Contract assets while invoicing in excess of revenues are classified as contract liabilities (which can be referred as Advances from Customers).

'Advance payments received from customers for which no services are rendered are also presented under 'Advance from Customers'. In arrangements for supply and erection contracts performed over a period of time, the Group has applied the guidance in Ind AS 115, Revenue from contract with customer, by applying the revenue recognition criteria

for each distinct performance obligation. Although there may be separate contracts with customers for supply of parts and erection of towers, it is accounted for as a single contract as they are bid and negotiated as a package with a single commercial objective and the consideration for one contract depends on the price and performance of the other contract. The goods and services promised are a single performance obligation. The Group presents revenues net of indirect taxes in its Statement of Profit and Loss.

### **Interest Income**

Interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortized cost of a financial liability. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in other income in the statement of profit and loss.

### **Export Benefits**

Duty Drawback claims are recognized based on the entitlement under relevant scheme / laws.

### **Other Revenues**

All other revenues are recognized on accrual basis.

## **b) Property, Plant and Equipment (PPE)**

The Property, Plant and Equipment are stated at cost less accumulated depreciation and impairment, if any. The Group depreciates the assets on straight line method in accordance with the useful life prescribed in Schedule II of the Act except for erection tools and tackles which are depreciated over the period of 2 and 5 years based on the technical evaluation of the same. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

An item of property, plant and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognized. The residual values and useful lives of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

### **Non-current Assets held for sale**

A Non-Current Asset is classified as held for sale if its carrying amount will be recovered principally through sale rather than through its continuing use, is available for immediate sale in its present condition, subject only to terms that are usual and customary for sale, it is highly probable that sale will take place within next 1 year and sale will not be abandoned.

## **c) Intangible assets**

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses. Internally generated intangibles, excluding capitalized development costs, are not capitalized and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred. Intangible assets consist of rights and licenses which are amortised over the useful life on a straight line basis.

## **d) Leases**

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a year of time in exchange for consideration.

The Group, as a lessee, recognizes a right-of-use asset and a lease liability for its leasing arrangements, if the contract conveys the right to control the use of an identified asset. The contract conveys the right to control the use of an identified asset, if it involves the use of an identified asset and the Group has substantially all of the economic benefits from use of the asset and has right to direct the use of the identified asset. The cost of the right-of-use asset shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date plus any initial direct costs incurred. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any re-measurement

of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset.

The Group measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Group uses incremental borrowing rate. For short-term and low value leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the lease term.

## e) Financial Instruments

### Initial Recognition

The Group recognizes financial assets and financial liabilities when it becomes a party to the contractual provision of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are recorded at transaction price. 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.

### Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- (i) financial instruments at amortised cost;
- (ii) financial instruments at fair value through other comprehensive income (FVTOCI); and
- (iii) financial instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)

#### Financial Assets at amortized cost

A Financial instrument is measured at the amortized cost if both the following conditions are met:

- (i) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows; and
- (ii) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Group. After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the statement of profit or loss. The losses arising from impairment are recognized in the statement of profit or loss.

#### Financial Assets at FVTOCI

A financial asset is classified as at the FVTOCI if both of the following criteria are met:

- (i) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets; and
- (ii) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Group recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the statement of profit & loss. On de-recognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified from the equity to statement of profit & loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

#### Financial Asset at FVTPL

Any financial asset which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

### De-recognition

A financial asset is derecognized when:

- (i) The rights to receive cash flows from the asset have expired; or
- (ii) The Group has transferred its rights to receive cash flows from the asset and the transfer qualifies for de-recognition under Ind AS 109.

**f) Financial Liabilities**

**Initial recognition and measurement**

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Group's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

**Subsequent measurement**

The measurement of financial liabilities depends on their classification, as described below:

**Financial liabilities at fair value through profit or loss**

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109.

Gains or losses on liabilities held for trading are recognized in the statement of profit & loss. Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/losses attributable to changes in own credit risk is recognized in OCI. These gains/ losses are not subsequently transferred to the statement of profit & loss. However, the group may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognized in the statement of profit or loss. The Group has not designated any financial liability as at fair value through the statement of profit & loss.

**Loans and borrowings**

This is the category most relevant to the Group. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

**Hedge accounting**

The Group designates certain hedging instruments, which include derivatives, embedded derivatives and non-derivatives in respect of foreign currency risk, commodity price risk as cash flow hedges. Hedges of foreign exchange risk and commodity price risk for highly probable forecast transactions are accounted for as cash flow hedges. Hedges of the fair value of recognised assets or liabilities or a firm commitment are accounted for as fair value hedges.

At the inception of the hedge relationship, the entity documents the relationship between the hedging instrument and the hedged item, along with its risk management objectives and its strategy for undertaking various hedge transactions. Furthermore, at the inception of the hedge and on an ongoing basis, the Group documents whether the hedging instrument is highly effective in offsetting changes in fair values or cash flows of the hedged item attributable to the hedged risk. Note 42 sets out details of the fair values of the derivative instruments used for hedging purposes.

**Fair value hedges**

Changes in the fair value of derivatives that are designated and qualify as fair value hedges are recorded in profit or loss, together with any changes in fair value of the hedged asset or liability that are attributable to the hedged risk. The gain or loss is recognised in profit or loss.

Where the hedged item subsequently results in the recognition of a non-financial asset, both the deferred hedging gains and losses and the deferred time value of the option contracts, if any, are included within the initial cost of the asset. The deferred amounts are ultimately recognised in profit or loss as the hedged item affects profit or loss through cost of material consumed.

### **Cash flow hedges that qualify for hedge accounting**

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in other comprehensive income and accumulated under the heading of cash flow hedging reserve. The gain or loss relating to the ineffective portion is recognised immediately in the Statement of Profit and Loss.

Amounts previously recognised in other comprehensive income and accumulated in equity relating to (effective portion as described above) are reclassified to the Statement of Profit and Loss in the periods when the hedged item affects profit or loss, in the same line as the recognised hedged item. However, when the hedged forecast transaction results in the recognition of a non-financial asset or a non-financial liability, such gains and losses are transferred from equity (but not as a reclassification adjustment) and included in the initial measurement of the cost of the non-financial asset or nonfinancial liability.

Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, or when it no longer qualifies for hedge accounting. Any gain or loss recognised in other comprehensive income and accumulated in equity at that time remains in equity and is recognised when the forecast transaction is ultimately recognised in the Statement of Profit and Loss. When a forecast transaction is no longer expected to occur, the gain or loss accumulated in equity is recognised immediately in the Statement of Profit and Loss.

### **De-recognition**

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another liability from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

### **Fair Value Measurement**

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

## **g) Impairment**

### **Impairment of Financial Assets**

The Group recognizes the loss allowance using the expected credit loss (ECL) model for financial assets which are not valued through the statement of profit and loss account.

The Group follows ‘simplified approach’ for recognition of impairment loss allowance on trade receivables or contract revenue receivables. The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. For recognition of impairment loss on other financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss (P&L). This amount is reflected under the head ‘other expenses’ in the statement of profit and loss.

## **h) Impairment of Non-Financial Assets**

Assets with an indefinite useful life and goodwill are not amortized / depreciated and are tested annually for impairment. Assets subject to amortization / depreciation are tested for impairment provided that an event or change in circumstances indicates that their carrying amount might not be recoverable. An impairment loss is recognized in the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the difference between asset's fair value less sale costs and value in use. For the purposes of assessing impairment, assets are aggregated at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets other than Goodwill for which impairment losses have been recognized are tested at each balance sheet date in the event that the loss has reversed.

The Group, on an annual basis, tests Goodwill for impairment, and if any impairment indicators are identified tests other non-financial assets, in accordance with the accounting policy. The recoverable amounts of cash-generating units have been determined based on value-in-use calculations. These calculations require the use of estimates and sensitivity analysis is performed on the most relevant variables included in the estimates, paying particular attention to situations in which potential impairment indicators may be identified.

## **i) Provisions, Contingent Liabilities, Contingent Assets**

### **General**

The group recognizes a provision when it has a present legal or constructive obligation as a result of past events; it is likely that an outflow of resources will be required to settle the obligation; and the amount can be reliably estimated. Provisions are not recognized for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required to settle the obligation is determined by considering the class of obligations as a whole. A provision is recognized even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are carried at the present value of forecast payments that are expected to be required to settle the obligation, using a rate before taxes that reflects the current market assessment of the time value of money and the specific risks of the obligation. The increase in the provision due to passage of time is recognized as interest expense.

### **Provision for Contractual Obligation**

The group is exposed to shortages in the supply and rectification of erection services of the materials which generally are identified during the course of the execution of the project. These shortages are due to various aspects like theft, pilferage and other losses. The group therefore records the costs, net of any claims, at the time related revenues are recorded in the statement of profit & loss.

The group estimates such costs based on historical experience and estimates are reviewed on an annual basis for any material changes in assumptions and likelihood of occurrence.

### **Contingent Liabilities**

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Group does not recognize a contingent liability but discloses its existence in the financial statements. Contingent assets are only disclosed when it is probable that the economic benefits will flow to the entity.

## **j) Foreign Currencies**

### **Transactions and Balances**

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Exchange differences arising on settlement or translation of monetary items are recognized in profit or loss with the exception of the following:

- (i) Exchange differences arising on monetary items that forms part of a reporting entity's net investment in a foreign operation are recognized in Other Comprehensive Income (OCI) in the Consolidated financial statements of the reporting entity. The foreign operations are accounted in the Consolidated financial statements as a non-integral operation;

- (ii) Exchange differences arising on monetary items that are designated as part of the hedge of the Group's net investment of a foreign operation are recognized in OCI until the net investment is disposed of, at which time, the cumulative amount is reclassified to statement of profit & loss; and
- (iii) Tax charges and credits attributable to exchange differences on those monetary items are also recorded in OCI.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognized in OCI or profit or loss are also recognized in OCI or profit or loss, respectively).

#### **k) Share based payments**

The Group operates equity-settled share based remuneration plans for its employees. For share settled share based payments, a liability is recognised for the services acquired, measured initially at the fair value of the liability. All goods and services received in exchange for the grant of any share based payment are measured at their fair values on the grant date. Grant date is the date when the Group and employees have shared an understanding of terms and conditions on the arrangement.

Where employees are rewarded using share based payments, the fair value of employees services is determined indirectly by reference to the fair value of the equity instruments granted. This fair value is appraised at the grant date and excludes the impact of non-market vesting conditions. All share based remuneration is ultimately recognised as an expense in profit or loss. If vesting periods or other vesting conditions apply, the expense is allocated over the vesting period, based on the best available estimate of the number of share options expected to vest.

Upon exercise of share options, the proceeds received, net of any directly attributable transaction costs, are allocated to share capital up to the nominal (or par) value of the shares issued with any excess being recorded as share premium.

#### **l) Taxes**

##### **Current Income Tax**

Current income tax assets and liabilities are measured at the amount expected to be refunded from or paid to the taxation authorities. The tax rates and the tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the domicile country. Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). The management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and makes provisions wherever appropriate.

##### **Deferred Tax**

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates and the tax laws that have been enacted or substantively enacted at the reporting date. Deferred tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity. Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

#### **m) Inventories**

Inventories are valued at the lower of cost and net realizable value. Costs incurred in bringing each product to its present location and condition are accounted for as follows:

- (i) Raw materials: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average;

- (ii) Work in progress: cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity, but excluding borrowing costs. Cost of direct material is determined on weighted average. Work In Progress on construction contracts reflects value of material inputs and expenses incurred on contracts including profits recognized based on percentage completion method on estimated profits in evaluated jobs;
- (iii) Traded goods: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average;
- (iv) Consumable Stores and construction materials are valued and stated at lower of cost or net realizable value;
- (v) Finished Goods are valued at cost or net realizable value, whichever is lower. Costs are determined on weighted average method; and
- (vi) Scrap are valued at net realizable value.

**n) Retirement and other employee benefits**

Retirement benefit in the form of provident fund, family pension fund and employee state insurance contribution is a defined contribution scheme. The Group has no obligation, other than the contribution payable to the provident fund, family pension fund and employee state insurance contribution. The group recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund. The Group operates a defined benefit gratuity plan in India, which requires contributions to be made to a separately administered fund and / or creation of provision for unfunded portion of defined gratuity.

The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method. Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognized immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognized in the statement of profit & loss on the earlier of:

- (i) The date of the plan amendment or curtailment; and
- (ii) The date that the Group recognizes related restructuring costs.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Group recognizes the following changes in the net defined benefit obligation as an expense in the Consolidated statement of profit and loss:

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- Net interest expense or income

**Termination Benefits**

Termination benefits are payable as a result of the group's decision to terminate employment before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. The group recognizes these benefits when it has demonstrably undertaken to terminate current employees' employment in accordance with a formal detailed plan that cannot be withdrawn, or to provide severance indemnities as a result of an offer made to encourage voluntary redundancy. Benefits that will not be paid within 12 months of the balance sheet date are discounted to their present value.

**o) Cash and Cash Equivalents**

Cash and cash equivalents include cash in hand, demand deposits in banks and other short-term highly liquid investments with original maturities of three months or less. Bank overdrafts are shown within bank borrowings in current liabilities on the balance sheet.

**p) Trade and Other Receivables**

Trade receivables are amounts due from customers related to goods sold or services rendered in the ordinary course of business. If the receivables are expected to be collected in a year or less (or in the operation cycle if longer), they are classified as current assets. Otherwise, they are recorded as non-current assets.

Trade receivables are initially recognized at fair value and are subsequently measured at amortized cost using the effective interest rate method, less provision for impairment. A provision for impairment of trade receivables is established when there is objective evidence that the Group will not be able to collect all amounts due in accordance with the original terms of the receivables. The existence of significant financial difficulties on the part of the debtor, the probability that the debtor will become bankrupt or undertake a financial restructuring, and late payment or default are considered to be indicators of the impairment of a receivable. The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the effective interest rate. The asset's carrying amount is written down as the provision is applied and the loss is recognized in the statement of profit and loss. When a receivable is uncollectable, the provision for receivables is made in statement of profit & loss. Subsequent recoveries of receivables written off are recognized in the statement of profit & loss for the year in which the recovery takes place.

**q) Cash Flow Statement**

Cash flows are reported using the indirect method, whereby the profit for the period is adjusted for the effects of the transactions of a non-cash nature, any deferrals or past and future operating cash flows, and items of incomes and expenses associated with investing and financing cash flows. The cash flows from operating and investing activities of the group are segregated.

**r) Operating Cycle**

Assets and liabilities relating to long term projects/ contracts are classified as current/non-current based on the individual life cycle of the respective contract / project as the operating cycle. In case of pure supply contracts and other businesses, the operating cycle is considered as twelve months.

**s) Borrowing Costs**

Borrowing costs attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for its intended use are added to the cost of those assets. Interest income earned on temporary investment of specific borrowing pending their deployment is deducted from the borrowing costs eligible for capitalization. All other borrowing costs are recognized in the Statement of Profit and Loss in the period in which they are incurred.

**t) Onerous Contracts**

If the Group has a contract that is onerous, the present obligation under the contract is recognised and measured as a provision. However, before a separate provision for an onerous contract is established, the Group recognises any impairment loss that has occurred on assets dedicated to that contract. An onerous contract is a contract under which the unavoidable costs (i.e., the costs that the Group cannot avoid because it has the contract) of meeting the obligations under the contract exceed the economic benefits expected to be received under it. The unavoidable costs under a contract reflect the least net cost of exiting from the contract, which is the lower of the cost of fulfilling it and any compensation or penalties arising from failure to fulfil it. The cost of fulfilling a contract comprises the costs that relate directly to the contract (i.e., both incremental costs and an allocation of costs directly related to contract activities)."

**u) Earnings per share**

Basic earnings per share is calculated by dividing the profit attributable to owners of the Group by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares. Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential equity shares and the weighted number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

**Principal Components of our Consolidated Statement of Profit and Loss**

The following descriptions set forth information with respect to the key components of our consolidated statement of profit and loss.

***Our Income***

***Revenue from operations***

Our revenue from operations primarily consists of sale of products, sale of services, income from EPC contracts and other operating revenue including sale of scrap, job work, export incentive, sundry credit balances written back and others. Sale of services is categorized as sale of products by us, where such products have been manufactured by us pursuant to the same being procured by our Company and then manufactured as per the designs and specifications of our customers.

The sale of products consists of sale of Poles and High masts, Towers & Conductor, Wind Mills and Bought out Sales. Sale of services includes testing services provided by our Company.

#### *Other income*

The key components of our other income are: (i) interest income; (ii) profit on sale of assets; (iii) reversal of provision; (iv) gain on mutual fund; and (v) miscellaneous income.

#### *Our Expenses*

Our expenses primarily consist of the following:

- *Cost of materials consumed* consists of raw material such as steel including tower steel, being angles, channels and plates, steel wires aluminium, zinc, copper, etc., required for the manufacturing of reinforcement steel and cement etc. required for the construction of lattice towers;
- *Changes in inventories of finished goods, work-in-progress and stock-in trade* reflects the change in inventory maintained by us at the end of the period / financial year;
- *Sub-contracting expenses* consists of sub-contracting expenses, Piece Rate Workmen (“PRW”) contractors required by us to undertake construction activities and payment of wages to contract labor towards the manufacturing activities undertaken by our Company;
- *Employee benefits expense* consists of salaries, bonus perquisites etc., contribution to employees’ welfare funds, expenses on employee stock option scheme and staff welfare;
- *Finance costs* includes interest expense, interest on lease liability, interest on direct and indirect tax, interest- others and other borrowing costs;
- *Depreciation and amortisation* comprises of depreciation on property, plant and equipment, depreciation on right-of-use assets and amortization; and
- *Other expenses* primarily includes consumption of stores and spares, bank charges and bank guarantee charges, power and fuel, rent, rates and taxes, repairs and maintenance, security expenses, printing and postage, sundry debit balance written off, bad debts written off, allowance for expected and lifetime credit loss, provision for doubtful debts, assets discarded, corporate social responsibility expenditure, insurance, director sitting fees and commission, donation, travelling expenses, vehicle expenses, project consultancy charges, freight and other expenses, net foreign exchange, professional fees, foreign branch auditor fees, loss on sale of property, plant and equipment, component auditors fees and other expenses.

***Profit before share of profit of Joint venture and Tax*** consists of share of loss of joint venture and associate accounted by using the equity method.

#### *Our Tax Expenses*

Elements of our tax expense are as follows:

- *Current tax- domestic:* Our current tax is the amount of tax payable based on the taxable profit for the year / period as determined in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961.
- *Deferred tax liability / (Asset):* Deferred tax liability / (Asset) is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Our deferred tax is measured based on the applicable tax rates and tax laws that have been enacted or substantively enacted by the relevant balance sheet date.
- *Excess/short provision of earlier years:* Our tax pertaining to earlier years is due to excess / short provisions of tax pertaining to earlier years as compared to actual.

#### *Other Comprehensive Income for the period / year*

The other comprehensive income consists of items that will be reclassified to profit or loss in subsequent period and exchange differences on translation of financial statement of foreign operations.

#### *Total Comprehensive Income for the period / year*

Total comprehensive income for the period / year consists of profit for the period / year and other comprehensive income for the period / year.

## Our Results of Operations

The following table sets forth a breakdown of our restated results of operations for the three months period ended June 30, 2024 and the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022:

Particulars	Three months period ended June 30, 2024		Financial Year ended March 31, 2024		Financial Year ended March 31, 2023		Financial Year ended March 31, 2022	
	(₹) in million	(%) of Total Revenue	(₹) in million	(%) of Total Revenue	(₹) in million	(%) of Total Revenue	(₹) in million	(%) of Total Revenue
Revenue from operations	8,969.03	96.47	40,092.30	97.08	30,861.37	97.29	22,841.42	96.90
Other operating revenue	188.75	2.03	672.94	1.63	660.19	2.08	658.73	2.79
Other income	139.26	1.50	534.75	1.29	198.78	0.63	71.84	0.30
<b>Total revenue</b>	<b>9,297.04</b>	<b>100.00</b>	<b>41,299.99</b>	<b>100.00</b>	<b>31,720.34</b>	<b>100.00</b>	<b>23,571.99</b>	<b>100.00</b>
<b>Expenses</b>								
Cost of materials consumed	4,801.69	51.65	22,453.98	54.37	18,214.11	57.42	12,059.66	51.16
Change in inventories of finished goods, work-in-progress and stock-in trade	(312.95)	(3.37)	(370.82)	(0.90)	(82.08)	(0.26)	(178.14)	(0.76)
Sub-contracting expenses	1,322.12	14.22	4,996.47	12.10	3,471.57	10.94	3,540.40	15.02
Employee benefits expense	551.76	5.93	1,985.04	4.81	1,790.37	5.64	1,594.58	6.76
Finance costs	438.70	4.72	1,626.07	3.94	1,196.94	3.77	848.43	3.60
Depreciation and amortisation	126.68	1.36	503.04	1.22	458.26	1.44	378.39	1.61
Other expenses	1,598.46	17.19	6,948.08	16.82	5,197.97	16.39	4,422.00	18.76
<b>Total expenses</b>	<b>8,526.46</b>	<b>91.71</b>	<b>38,141.86</b>	<b>92.35</b>	<b>30,247.14</b>	<b>95.36</b>	<b>22,665.32</b>	<b>96.15</b>
<b>Profit before share of profit of Joint Venture and tax</b>	<b>770.58</b>	<b>8.29</b>	<b>3,158.13</b>	<b>7.65</b>	<b>1,473.20</b>	<b>4.64</b>	<b>906.67</b>	<b>3.85</b>
Share of Profit/ (Loss) of Joint Venture and Associate accounted by using the equity method	4.36	0.05	23.09	0.06	9.74	0.03	(4.97)	(0.02)
<b>Profit Before Tax</b>	<b>774.94</b>	<b>8.34</b>	<b>3181.22</b>	<b>7.70</b>	<b>1,482.94</b>	<b>4.68</b>	<b>901.70</b>	<b>3.83</b>
<b>Tax Expenses</b>								
Current tax	257.50	2.77	849.17	2.06	389.96	1.23	237.03	1.01
Deferred tax	-	-	-	-	-	-	-	-
(Excess) /short provision of tax	-	-	-	-	17.30	0.05	17.60	0.07
<b>Total tax expense</b>	<b>257.50</b>	<b>2.77</b>	<b>849.17</b>	<b>2.06</b>	<b>407.26</b>	<b>1.28</b>	<b>254.64</b>	<b>1.08</b>
<b>Profit for the period / year</b>	<b>517.44</b>	<b>5.57</b>	<b>2,332.05</b>	<b>5.65</b>	<b>1,075.68</b>	<b>3.39</b>	<b>647.07</b>	<b>2.75</b>
<b>Other Comprehensive Income</b>								
Other Comprehensive Income to be reclassified to profit or loss in subsequent periods								
Exchange differences on translation of the Financial Statements of Foreign Operations	128.20	1.38	(57.65)	(0.14)	(1.62)	-0.01	(0.20)	-0.00
<b>Net other comprehensive income not to be reclassified to profit or loss in subsequent periods</b>	<b>2.21</b>	<b>0.02</b>	<b>(7.27)</b>	<b>(0.02)</b>	<b>1.55</b>	<b>0.00</b>	<b>2.01</b>	<b>0.01</b>
Re-measurement gains/ (losses) on defined benefit plans	2.21	0.02	(7.27)	(0.02)	2.07	0.01	2.69	0.01
Tax thereon			-	-	(0.52)	(0.00)	(0.68)	(0.00)
<b>Total other comprehensive income</b>	<b>130.41</b>	<b>1.40</b>	<b>(64.92)</b>	<b>(0.16)</b>	<b>(0.07)</b>	<b>(0.00)</b>	<b>1.81</b>	<b>0.01</b>

Particulars	Three months period ended June 30, 2024		Financial Year ended March 31, 2024		Financial Year ended March 31, 2023		Financial Year ended March 31, 2022	
	(₹) in million	(%) of Total Revenue	(₹) in million	(%) of Total Revenue	(₹) in million	(%) of Total Revenue	(₹) in million	(%) of Total Revenue
<b>Total comprehensive income / (loss) for the period / year</b>	647.85	6.97	2,267.13	5.49	1,075.61	3.39	648.88	2.75

### ***Three months period ended June 30, 2024***

**Total revenue:** Our total revenue was ₹9,297.04 million for the three months period ended June 30, 2024.

- **Revenue from operations:** Our revenue from operations from (a) sale of products, (b) sale of services, (c) income from EPC contracts and (d) other operating revenue was ₹770.06 million, ₹62.30 million, ₹8,136.67 million and ₹188.75 million, respectively for the three months period ended June 30, 2024. Sale of products primarily comprised of pole, tower and conductor and bought out sale. Sale of services primarily comprised of income generated from providing testing services. Other operating revenue includes sale of scrap, job work income, export incentives, sundry credit balances written back.
- **Other income:** Our other income was ₹139.26 million for the three months period ended June 30, 2024. Other income comprised mainly of (i) interest income; (ii) profit on sale of assets; (iii) gain on mutual fund; and (iv) miscellaneous income.
- **Total expenses:** Our total expenses were ₹8,526.46 million for the three months period ended June 30, 2024.
- **Cost of materials consumed:** Our cost of materials consumed totaled ₹4801.69 million for the three months period ended June 30, 2024. Cost of materials consumed primarily comprised of raw materials and intermediates such as steel, aluminium, zinc, cement etc., for the manufacture of our products.
- **Changes in inventories of finished goods, work-in-progress and stock-in trade:** Changes in inventories of finished goods, work-in-progress was ₹(312.95) million in the three months period ended June 30, 2024. This was due to increased purchases of the Company to meet-out future growth.
- **Sub-contracting expenses:** Our sub-contracting expenses totaled ₹ 1,322.12 million for the three months period ended June 30, 2024. Sub-contracting expenses primarily comprised of costs towards the sub-contractors, piece rate workmen (“PRW”) contractors required by us to undertake construction activities and payment of wages to contract labor towards the manufacturing activities undertaken by our Company.
- **Employee benefits expense:** Our employee benefits expense totaled ₹551.76 million for the three months period ended June 30, 2024. Employee benefits expense primarily comprised consists of salaries, bonus perquisites etc., contribution to employees welfare funds, expenses on employee stock option scheme and staff welfare.
- **Finance costs:** Our finance cost totaled ₹438.70 million for the three months period ended June 30, 2024. Our finance costs primarily comprised of interest expense of ₹364.77 million, interest on lease liability ₹6.32 million, interest on direct and indirect tax of ₹20.34 million, other interests and other borrowing costs (including loan processing charges) of ₹47.26 million.
- **Depreciation and amortisation expense:** Our depreciation and amortisation expense totaled ₹126.68 million for the three months period ended June 30, 2024. Depreciation and amortisation primarily comprised of depreciation on property, plant and equipment of ₹106.81 million, depreciation on right-of-use assets of ₹19.85 million and amortization of ₹0.02 million.
- **Other expenses:** Our other expenses amounted to ₹1,598.46 million for the three months period ended June 30, 2024, which comprised primarily of freight, professional expenses, consumption of stores and spares, bank charges and bank guarantee charges, power and fuel, rent, sundry debit balances written off, bad debts written off, insurance expenses, rates and taxes, repairs and maintenance.

**Share of profit of Joint venture and Tax** amounted to ₹4.36 million for three months period ended June 30, 2024. This consists of share of profit of joint venture and associate accounted by using the equity method.

**Profit before tax:** As a result of the factors outlined above, our restated profit before tax was ₹774.94 million for the three months period ended June 30, 2024.

#### *Tax expense*

- *Current tax:* We recorded a current tax expense of ₹257.50 million in the three months period ended June 30, 2024.
- *Deferred tax:* We recorded NIL deferred tax expense for the three months period ended June 30, 2024. Our Company has accounted for deferred tax asset on tax disallowances on a prudent basis only to the extent of deferred tax liability as there is reasonable probability of future taxable income to the extent of reversal of temporary tax differences.
- *Excess/short provision of earlier years:* We do not have any such excess / short provision of earlier years in three months period ended June 30, 2024 accounts.

*Profit for the period / year:* As a result of the factors outlined above, our profit for the year was ₹517.44 million in the three months period ended June 30, 2024.

*Total other comprehensive income for the period / year:* Our total other comprehensive loss for the year was ₹130.41 million in the three months period ended June 30, 2024, was primarily due to foreign exchange difference on translation of financial statement of foreign operation.

*Total comprehensive income for the period / year:* As a result of the factors outlined above, our total comprehensive income for the period was ₹647.85 million in the three months period ended June 30, 2024.

#### ***Financial Year ended March 31, 2024 compared to Financial Year ended March 31, 2023***

*Total revenue:* Our total revenue increased by 30.20% from ₹31,720.34 million in Financial Year ended March 31, 2023 to ₹41,299.99 million in Financial Year ended March 31, 2024. This increase was primarily due to an increase in revenue from operations. This increase was mainly due to the following:

- *Revenue from sale of products:* Our revenue from sale of products decreased by 11.54% from ₹ 2,007.77 million in Financial Year ended March 31, 2023, to ₹1,776.03 million in Financial Year ended March 31, 2024. This marginal reduction was primarily due to reduction in the volume of products sold since our facilities were deployed in the completion of ongoing large scale domestic and international power transmission and distribution projects which required higher volumes of towers and conductors
- *Revenue from sale of services:* Our revenue from sale of services increased by 70.63% from ₹106.52 million in Financial Year ended March 31, 2023, to ₹181.76 million in Financial Year ended March 31, 2024. This was primarily due to increase in revenue of testing services.
- *Income from EPC contracts:* Our revenue from income from EPC contracts increased by 32.66% from ₹28,747.08 million in Financial Year ended March 31, 2023, to ₹38,134.51 million in Financial Year ended March 31, 2024. This was primarily due to increased executions of the projects mainly lead by international projects.
- *Revenue from other operating revenue:* Our revenue from other operating revenue increased by 1.93% from ₹660.19 million in Financial Year ended March 31, 2023, to ₹672.94 million in Financial Year ended March 31, 2024. This was primarily due to increase in sale of scrap from ₹392.82 to ₹438.93 million.
- *Other income:* Our other income increased by 169.02% from ₹198.78 million in Financial Year ended March 31, 2023, to ₹534.75 million in Financial Year ended March 31, 2024. This increase was primarily due to increase in interest income from ₹81.63 million to ₹211.43 million and profit on sale of investment in Burberry Infra Private Limited shares of ₹31.95 million.
- *Total expenses:* Our total expenses increased by 26.10 % from ₹30,247.14 million in Financial Year ended March 31, 2023, to ₹38,141.86 million in Financial Year ended March 31, 2024. This increase was mainly due to the following factors:
  - *Cost of materials consumed:* Our cost of materials consumed increased by 23.28% from ₹18,214.11 million in Financial Year ended March 31, 2023 to ₹22,453.98 million in Financial Year ended March 31, 2024. The was mainly due to increase in sales volume. However, as a percentage of turnover, it has gone down from 57.42% in Financial Year 2023 to 54.37% in Financial Year 2024 due to rationalization in commodity pricing.
  - *Changes in inventories of finished goods, work-in-progress and stock-in trade:* Changes in inventories of finished goods, work-in-progress was ₹(370.82) million in Financial Year ended March 31, 2024, as compared to ₹(82.08) million in Financial Year ended March 31, 2023. This was due to increased purchases of the Company to meet-out future growth.
  - *Sub-contracting expenses:* Our sub-contracting expenses increased by 43.93% from ₹3,471.57 million in Financial Year ended March 31, 2023, to ₹49,96.47 million in Financial Year ended March 31, 2024, due to increased execution of work as compared to previous year.

- *Employee benefits expense:* Our employee benefits expense increased by 10.87% over ₹1,790.37 million in Financial Year ended March 31, 2023 to ₹1985.04 million in Financial Year ended March 31, 2024. This increase was primarily due to a 10.45 % increase in salaries, bonus, perquisites etc. from ₹1,708.35 million in Financial Year ended March 31, 2023 to ₹1,886.90 million in Financial Year ended March 31, 2024. This increase was due to an increase in the number of employees employed by us and annual compensation increments.
- *Finance costs:* Our finance cost increased by 35.85% from ₹1,196.94 million in Financial Year ended March 31, 2023, to ₹1,626.07 million in Financial Year ended March 31, 2024. This was primarily due to increased short term borrowing including acceptances.
- *Depreciation and amortisation expense:* Our depreciation and amortisation expense increased by 9.77% from ₹458.26 million in Financial Year ended March 31, 2023, to ₹503.04 million in Financial Year ended March 31, 2024. This was primarily due to increased capital expenditure to meet increased business volume.
- *Other expenses:* Our other expenses increased by 33.67% from ₹5,197.97 million in Financial Year ended March 31, 2023 to ₹6,948.08 million in Financial Year ended March 31, 2024. This was primarily due to an increase in (i) insurance expenses increased from ₹204.23 million in Financial Year ended March 31, 2023 to ₹586.47 million in Financial Year ended March 31, 2024 (ii) professional fees increased from ₹241.02 million in Financial Year ended March 31, 2023 to ₹610.04 million in Financial Year ended March 31, 2024 (iii) stores and spares consumed from ₹629.33 million in Financial Year ended March 31, 2023 to ₹840.37 million in Financial Year ended March 31, 2024; (iv) Net foreign exchange Gain of ₹171.33 million in Financial Year ended March 31, 2023 to Net foreign exchange loss ₹38.11 million in Financial Year ended March 31, 2024 (v) freight and other expenses increased from ₹1,727.76 million in Financial Year ended March 31, 2023 to ₹1916.78 million in Financial Year ended March 31, 2024; (vi) bank charges and bank guarantee charges increased from ₹690.34 million in Financial Year ended March 31, 2023 to ₹836.69 million in Financial Year ended March 31, 2024; (vii) rent expense increased from ₹244.93 million in Financial Year ended March 31, 2023 to ₹355.20 million in Financial Year ended March 31, 2024; The increase in other expenses was in line with the increase in revenues from operations.

**Share of profit of Joint venture** amounted to ₹23.09 million for Financial Year ended March 31, 2024. This was mainly due to the profits made by Burberry Infra Private Limited and ALTIS TLL JV in Financial Year ended March 31, 2024 as against the loss in Financial Year ended March 31, 2023.

**Profit before tax:** As a result of the factors outlined above, our profit before tax was ₹3,181.22 million in Financial Year ended March 31, 2024, as compared to the profit before tax of ₹1,482.94 million in Financial Year ended March 31, 2023.

#### *Tax expense*

- *Current tax:* We recorded a current tax expense of ₹849.17 million in Financial Year ended March 31, 2024, as compared to a current tax expense of ₹389.96 million in Financial Year ended March 31, 2023. This increase was primarily due to increase in profit before tax.
- *Deferred tax:* We recorded a Nil deferred tax expense for Financial Year ended March 31, 2024, and Financial Year ended March 31, 2023. Our Company has accounted for deferred tax asset on tax disallowances on a prudent basis only to the extent of deferred tax liability as there is reasonable probability of future taxable income to the extent of reversal of temporary tax differences.
- *Excess/short provision of earlier years:* We recorded short of tax provisions for earlier years by NIL in Financial Year ended March 31, 2024, as compared to ₹17.30 million in Financial Year ended March 31, 2023.

**Profit for the period / year:** As a result of the factors outlined above, our profit for the year was ₹2,332.05 million in Financial Year ended March 31, 2024 as compared to the profit for the year of ₹1,075.68 million in Financial Year ended March 31, 2023.

**Total other comprehensive income for the period / year:** Our total other comprehensive loss for the year was ₹64.92 million in Financial Year ended March 31, 2024, as compared to total other comprehensive loss for the year of ₹0.07 million in Financial Year ended March 31, 2023. This was primarily due to increase in loss on exchange difference on translation of financial statement of our foreign operations.

**Total comprehensive income for the period / year:** As a result of the factors outlined above, our total comprehensive income for the year in Financial Year ended March 31, 2024, was ₹2,267.13 million as compared to a total comprehensive income for the year of ₹1,075.61 million in Financial Year ended March 31, 2023.

## **Financial Year ended March 31, 2023 compared to Financial Year ended March 31, 2022**

**Total revenue:** Our total revenue increased by 34.57 % from ₹ 23,571.99 million in Financial Year ended March 31, 2022, to ₹ 31,720.34 million in Financial Year ended March 31, 2023. This increase was primarily due to an increase in revenue from operations. This increase was mainly due to the following:

- **Revenue from sale of products:** Our revenue from sale of products decreased by 2.90% from ₹ 2,067.76 million in Financial Year ended March 31, 2022, to ₹ 2,007.77 million in Financial Year ended March 31, 2023. This marginal reduction was primarily due to reduction in the volume of products sold as our facilities were deployed in the completion of ongoing large scale Domestic and International T&D projects which required higher volumes of towers and conductors.
- **Revenue from sale of services:** Our revenue from sale of services decreased by 50.50% from ₹215.18 million in Financial Year ended March 31, 2022, to ₹106.52 million in Financial Year ended March 31, 2023. This was primarily due to decrease in undertaking of new service orders by our Company and focusing on completion of the ongoing EPC projects.
- **Income from EPC contracts:** Our revenue from income from EPC contracts increased by 39.83 % from ₹20,558.48 million in Financial Year ended March 31, 2022, to ₹28,747.08 million in Financial Year ended March 31, 2023. This was primarily due to an increase in the in the completion of the EPC for international and domestic T&D business.
- **Revenue from other operating revenue:** Our revenue from other operating revenue increased by 0.22 % from ₹658.73 million in Financial Year ended March 31, 2022, to ₹660.19 million in Financial Year ended March 31, 2023. This was primarily due to increase in scrap sale and export incentives.
- **Other income:** Our other income increased by 176.69 % from ₹71.84 million in Financial Year ended March 31, 2022, to ₹198.78 million in Financial Year ended March 31, 2023. This increase was primarily due to increase in interest income due to the increase in deposit made by our Company from ₹48.87 million in Financial Year ended March 31, 2022 to ₹81.63 million in Financial Year ended March 31, 2023, increase in miscellaneous income which mainly includes Vat refund and credit notes from vendors, from ₹21.01million in Financial Year ended March 31, 2022 to ₹80.87 million in Financial Year ended March 31, 2023 and due to increase in reversal of provision by ₹35.48 million.
- **Total expenses:** Our total expenses increased by 33.45 % from ₹ 22,665.32 million in Financial Year ended March 31, 2022, to ₹30,247.14 million in Financial Year ended March 31, 2023. This increase was mainly due to the following factors:
  - **Cost of materials consumed:** Our cost of materials consumed increased by 51.03 % from ₹12,059.66 million in Financial Year ended March 31, 2022, to ₹18,214.11 million in Financial Year ended March 31, 2023. The increase was mainly due to an increase in volume of material utilized for undertaking EPC projects, coupled with increase in the price of materials. Further, due to increase in outlay of supply of manufactured items, proportion of the material consumed to the total revenue was higher.
  - **Changes in inventories of finished goods, work-in-progress and stock-in trade:** Changes in inventories of finished goods, work-in-progress was ₹(82.08) million in Financial Year ended March 31, 2023, as compared to ₹(178.14) million in Financial Year ended March 31, 2022. This increase in inventories was due to increase in the sales of supply and erection of the finished goods.
  - **Sub-contracting expenses:** Our sub-contracting expenses marginally decreased by 1.94% from ₹3,540.40 million in Financial Year ended March 31, 2022, to ₹3,471.57 million in Financial Year ended March 31, 2023 due to lower execution in erection and construction jobs.
  - **Employee benefits expense:** Our employee benefits expense increased by 12.28 % over ₹ 1,594.58 million in Financial Year ended March 31, 2022, to ₹1,790.37 million in Financial Year ended March 31, 2023. This increase was primarily due to a 12.31 % increase in salaries, bonus, perquisites etc. from ₹1,521.09 million in Financial Year ended March 31, 2022, to ₹1,708.35 million in Financial Year ended March 31, 2023. This increase was due to an increase in the number of employees employed by us and annual compensation increments.
  - **Finance costs:** Our finance cost increased by 41.08 % from ₹848.43 million in Financial Year ended March 31, 2022, to ₹1,196.94 million in Financial Year ended March 31, 2023. This increase was primarily due to an increase in the lending interest rates because of increase in MCLR during the period and due to increase in the borrowings and interest based bills of acceptances against letter of credit given by our Company.
  - **Depreciation and amortisation expense:** Our depreciation and amortisation expense increased by 21.11 % from ₹378.39 million in Financial Year ended March 31, 2022, to ₹458.26 million in Financial Year ended March 31, 2023. This was primarily due to capitalization of certain assets acquired during the year in the ordinary course of business.
  - **Other expenses:** Our other expenses increased by 17.55 % from ₹4,422.00 million in Financial Year ended March 31,

2022, to ₹5,197.97 million in Financial Year ended March 31, 2023. This was primarily due to an increase in (i) stores and spares consumed from ₹528.30 million in Financial Year ended March 31, 2022 to ₹629.33 million in Financial Year ended March 31, 2023; (ii) bank charges and bank guarantee charges from ₹537.20 million in Financial Year ended March 31, 2022 to ₹690.34 million in Financial Year ended March 31, 2023; (iii) power and fuel consumed from ₹78.89 million in Financial Year ended March 31, 2022 to ₹97.36 million in Financial Year ended March 31, 2023; (iv) freight and other expenses from ₹1,136.39 million in Financial Year ended March 31, 2022 to ₹1,727.76 million in Financial Year ended March 31, 2023; (v) rates and taxes from ₹75.13 million in Financial Year ended March 31, 2022 to ₹223.28 million in Financial Year ended March 31, 2023; (vi) decrease in Sundry Debit balances written off from ₹80.12 million in Financial Year ended March 31, 2022 to ₹27.65 million in Financial Year ended March 31, 2023; (vii) Bad Debts written off decreased from ₹83.53 million in Financial Year ended March 31, 2022 to ₹14.86 million in Financial Year ended March 31, 2023; and (viii) insurance expenses increased from ₹171.56 million in Financial Year ended March 31, 2022 to ₹204.23 million in Financial Year ended March 31, 2023. The increase in other expenses was in line with the increase in revenues from operations.

**Share of profit of Joint venture** amounted to ₹9.74 million for Financial Year ended March 31, 2023. This was mainly due to the profits made by Transrail Lighting Limited – First Capital Energy & Power Industries Limited JV (Nigeria) in Financial Year ended March 31, 2023, as against the loss in Financial Year ended March 31, 2022.

**Profit before tax:** As a result of the factors outlined above, our profit before tax was ₹1,482.94 million in Financial Year ended March 31, 2023, as compared to the profit before tax of ₹901.70 million in Financial Year ended March 31, 2022.

#### Tax expense

- **Current tax:** We recorded a current tax expense of ₹389.96 million in Financial Year ended March 31, 2023, as compared to a current tax expense of ₹237.03 million in Financial Year ended March 31, 2022. This increase was primarily due to increase in profit before tax.
- **Deferred tax:** We recorded a Nil deferred tax expense for Financial Year ended March 31, 2023, and Financial Year ended March 31, 2022. Our Company has accounted for deferred tax asset on tax disallowances on a prudent basis only to the extent of deferred tax liability as there is reasonable probability of future taxable income to the extent of reversal of temporary tax differences.
- **Excess/short provision of earlier years:** We recorded short of tax provisions for earlier years by ₹17.30 million in Financial Year ended March 31, 2023, as compared to ₹17.60 million in Financial Year ended March 31, 2022. This was due to differential in provision for tax as against actual tax payment for the assessment year 2022- 2023.

**Profit for the period / year:** As a result of the factors outlined above, our profit for the year was ₹1,075.68 million in Financial Year ended March 31, 2023, as compared to the profit for the year of ₹647.07 million in Financial Year ended March 31, 2022.

**Total other comprehensive income for the period / year:** Our total other comprehensive loss for the year was ₹(0.07) million in Financial Year ended March 31, 2023 as compared to total other comprehensive income for the year of ₹1.81 million in Financial Year ended March 31, 2022. This was primarily due to loss on exchange difference on translation of financial statement of our foreign operations.

**Total comprehensive income for the period / year:** As a result of the factors outlined above, our total comprehensive income for the year in Financial Year ended March 31, 2023, was ₹1,075.61 million as compared to a total comprehensive income for the year of ₹648.88 million in Financial Year ended March 31, 2022.

#### Other operating revenue

The following table sets forth a breakdown of our other operating revenue for the three months period ended June 30, 2024 and the Financial Years ended March 31, 2024, March 31, 2023, and March 31, 2022:

Particulars	Three months period ended June 30, 2024	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023	Financial Year ended March 31, 2022	(₹ in million)
Sale of scrap	123.53	438.93	392.82	370.50	
Job work	21.97	101.15	74.95	75.67	
Export incentives	43.25	105.12	99.94	64.55	
Sundry credit balances written back	0.00	20.43	83.08	124.43	
Others	-	7.31	9.40	23.58	
<b>Total</b>	<b>188.75</b>	<b>672.94</b>	<b>660.19</b>	<b>658.73</b>	

## Liquidity and Capital Resources

### *Capital Requirements*

For the three months period ended June 30, 2024 and the Financial Year ended March 31, 2024, Financial Year ended March 31, 2023, and Financial Year ended March 31, 2022, we met our funding requirements, including capital expenditure, satisfaction of debt obligations, investments, taxes, working capital requirements and other cash outlays, principally with funds generated from operations and optimization of operating working capital, with the balance principally met using external borrowings and additional equity.

The following table sets forth information on liquidity and capital resources as at the dates indicated:

Particulars	(₹ in million)			
	As at June 30 2024	2024	As at March 31 2023	2022
Cash and cash equivalents at the end of the period / year	883.34	1,098.46	1,247.14	575.04
Non-Current borrowings	694.89	806.65	1,203.40	1,179.76
Current Borrowings	5,339.39	5,625.22	4,845.82	3,511.41
Lease Liabilities	221.87	241.55	163.51	74.02
Bank balances other than cash and cash equivalent	<b>1,564.29</b>	<b>1,140.52</b>	<b>734.05</b>	<b>532.75</b>

The following table sets forth certain information concerning our cash flows for the three months period ended June 30, 2024 and the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022 indicated:

Particulars	(₹ in million)			
	Three months period ended June 30, 2024	For Financial Year ended March 31, 2024	For Financial Year ended March 31, 2023	For Financial Year ended March 31, 2022
Net cash flow from operating activities	1,318.72	354.85	1,426.79	501.62
Net cash flow used in investing activities	(752.81)	(782.99)	(1,045.30)	(813.91)
Net cash flow from / (used in) financing activities	(781.03)	279.46	290.61	(3.72)

### *Net cash flow from operating activities*

For three months period ended June 30, 2024, our net cash flow from operating activities was ₹1,318.72 million which primarily comprised of (i) net profit before tax and extraordinary items for the period of ₹770.58 million which was adjusted primarily for, among other things, depreciation and amortisation expense of ₹126.68 million and finance cost of ₹379.55 million; (ii) working capital changes; and (iii) income taxes paid (net of refund). Working capital changes primarily included, *inter-alia*, increase in trade receivables and contract assets of ₹470.45 million, increase in inventories of ₹871.95 million, increase in trade payable and contract liabilities of ₹1,803.40 million, increase in other financials, non- financial liabilities and provisions of ₹125.89 million and increase in other financial and non- financial assets of ₹225.60 million. Net cash flow from operating activities also included income taxes paid (net of refund) of ₹163.47 million.

For Financial Year ended March 31, 2024, our net cash flow from operating activities was ₹354.85 million which primarily comprised of (i) net profit before tax and extraordinary items for the period of ₹3158.13 million which was adjusted primarily for, among other things, depreciation and amortisation expense of ₹503.08 million and finance cost of ₹1436.79 million; (ii) working capital changes; and (iii) income taxes paid (net of refund). Working capital changes primarily included, *inter-alia*, increase in trade receivables and contract assets of ₹8,726.33 million, increase in inventories of ₹672.68 million, increase in trade payable and contract liabilities of ₹7543.46 million, increase in other financials, non- financial liabilities and provisions of ₹100.59 million and increase in other financial and non- financial assets of ₹1656.82 million. Net cash flow from operating activities also included income taxes paid (net of refund) of ₹1,101.61 million.

For Financial Year ended March 31, 2023, our net cash flow from operating activities was ₹1,426.79 million which primarily comprised of (i) net profit before tax and extraordinary items for the period of ₹1,473.20 million which was adjusted primarily for, among other things, depreciation and amortisation expense of ₹458.26 million and finance cost of ₹1,057.95 million; (ii) working capital changes; and (iii) income taxes paid (net of refund). Working capital changes primarily included, *inter-alia*, increase in trade receivables and contract assets of ₹3,861.12 million, increase in inventories of ₹325.11 million, increase in other financials, non- financial liabilities and provisions of ₹3,311.70 million and decrease in other financial and non- financial assets of ₹381.36 million. Net cash flow from operating activities also included income taxes paid (net of refund) of ₹137.63 million.

For Financial Year ended March 31, 2022, our net cash flow from operating activities was ₹501.62 million which primarily comprised of (i) net profit before tax and extraordinary items for the period of ₹906.67 million which was adjusted primarily for, among other things, depreciation and amortisation expense of ₹378.39 million and finance cost of ₹679.46 million; (ii) working capital changes; and (iii) income taxes paid (net of refund). Working capital changes primarily included, *inter-alia*, increase in trade receivables and contract assets of ₹5,992.20 million, increase in inventories of ₹4,60.27 million, increase in

other financials, non-financial liabilities and provisions of ₹5,233.76 million and increase in other financial and non-financial assets of ₹103.69 million. Net cash flow from operating activities also included income taxes paid (net of refund) of ₹353.60 million.

#### ***Net cash flow used in investing activities***

For the three months period ended June 30, 2024, our net cash flow used in investing activities was ₹752.81 million which was towards purchase of property, plant and equipment of ₹231.77 million, purchase of equity shares in associate company being , purchase of other investments of ₹ NIL million, loans and advances given to related parties of ₹NIL million and movement in other bank balances of ₹542.52 million which was partially offset by proceeds from sale of property, plants and equipment's of ₹0.73 million, sale of other investment of ₹NIL million and interest received of ₹20.75 million.

For Financial Year ended March 31, 2024, our net cash flow used in investing activities was ₹782.99 million which was towards purchase of property, plant and equipment of ₹289.64 million, purchase of other investments of ₹44.94 million, loans and advances given to related parties of ₹470.00 million and movement in other bank balances of ₹367.51 million which was partially offset by proceeds from sale of property, plants and equipment's of ₹17.03 million, sale of investment in Associates of ₹31.95 million, sale of other investment ₹33.00 million, interest received of ₹132.38 million and loans and advances repaid by related parties of ₹174.74 million.

For Financial Year ended March 31, 2023, our net cash flow used in investing activities was ₹1,045.30 million which was towards purchase of property, plant and equipment of ₹539.50 million, loans and advances given to related parties of ₹125.00 million and movement in other bank balances of ₹486.57 million which was partially offset by proceeds from sale of property, plants and equipment's of ₹21.33 million, interest received of ₹62.51 million and loans and advances repaid by related parties of ₹21.93 million.

For Financial Year ended March 31, 2022, our net cash flow used in investing activities was ₹813.91 million which was towards purchase of property, plant and equipment of ₹805.80 million, purchase of equity shares in associate company of ₹0.05 million, loans and advances given to related parties of ₹199.37 million and movement in other bank balances of ₹65.42 million which was partially offset by proceeds from sale of property, plants and equipment's of ₹47.60 million, interest received of ₹26.88 million and loans and advances repaid by related parties of ₹182.25 million.

#### ***Net cash flow from / (used) in financing activities***

For the three months period ended June 30, 2024, our net cash flow used in financing activities was ₹781.03 million which primarily comprised of interest payment and repayment of borrowings. Repayment of current borrowings of ₹294.64 million and long term borrowing of ₹102.95 and interest payment of ₹ 357.44 million respectively.

For Financial Year ended March 31, 2024, our net cash flow from financing activities was ₹279.46 million which primarily comprised of repayment of long term borrowings of ₹602.00 million, principal repayment of lease liabilities ₹75.49 million and interest paid ₹1,399.50 million which was partially offset by proceeds from long term borrowings ₹84.95 million and Net proceeds from short term borrowings of ₹899.83 million.

For Financial Year ended March 31, 2023, our net cash flow from financing activities was ₹290.61 million which primarily comprised of repayment of long term borrowings of ₹1,191.15 million, principal repayment of lease liabilities ₹62.13 million and interest paid ₹998.32 million which was partially offset by proceeds from long term borrowings ₹1,004.50 million and net proceeds from short term borrowings(net) of ₹1,544.72 million.

For Financial Year ended March 31, 2022, our net cash flow used in financing activities was ₹(3.72) million which primarily comprised of repayment of long term borrowings of ₹499.12 million, repayment of short term borrowings of ₹132.76 million, principal repayment of lease liabilities ₹55.81 million and interest paid ₹639.99 million which was partially offset by proceeds from issue of equity shares/ preference shares of ₹302.78 million and proceeds from long term borrowings (net) ₹1,031.90 million.

#### ***Capital Expenditure***

The table below provides details of our net cash outflow on capital expenditure for the three months period ended June 30, 2024 and the Financial Year ended March 31, 2024, Financial Year ended March 31, 2023 and Financial Year ended March 31, 2022, respectively:

Particulars	For the three months period ended June 30, 2024	For the Financial Year ended March 31, 2024	For the Financial Year ended March 31, 2023	For the Financial Year ended March 31, 2022	(in ₹ million)
Net cash outflow on capital expenditure	231.05	272.61	518.17	758.20	

### **Planned Capital Expenditure**

Our planned capital expenditure for Financial Year 2024-2025 shall be primarily used for plant, tools and equipment for construction projects and some additions to the factories.

(in ₹ million)

Particulars	For the three months period ended June 30, 2024	For the Financial Year ended March 31, 2024	For the Financial Year ended March 31, 2023	For the Financial Year ended March 31, 2022
Property plant and machinery	3,547.38	3,474.01	3,604.27	3,254.35
Capital work in progress	70.11	57.85	41.24	172.13
Intangible assets	0.88	0.90	1.95	2.38

In the Financial Year ended March 31, 2022, our capital expenditure towards additions to tangible assets, capital work in progress, intangible assets (on gross block basis) amounted to ₹573.79 million, ₹133.62 million and ₹0.13 million, respectively. In the Financial Year ended March 31, 2023, our capital expenditure towards additions to tangible assets, capital work in progress and intangible assets (on gross block basis) amounted to ₹ 790.33 million, ₹130.89 million, and ₹0.12 million, respectively. In the Financial Year ended March 31, 2024, our capital expenditure towards additions to tangible assets, Capital work in progress and intangible assets (on gross block basis) amounted to ₹306.01 million, ₹16.61 million and ₹0.10 million, respectively. In the three months period ended June 30, 2024, our capital expenditure towards additions to tangible assets, capital work in progress and intangible assets (on gross block basis) amounted to ₹180.30 million, ₹12.26 million, and ₹ Nil million, respectively.

### **Indebtedness**

As of September 30, 2024, we had total outstanding indebtedness amounting to ₹57,689.30 million (fund-based amounting to ₹6,845.83 million and non-fund based amounting to ₹50,843.47 million), which consisted of secured working capital loans from banks, and unsecured loans from certain non-banking financial institutions. For further details related to our indebtedness, see “Financial Indebtedness” on page 337.

### **Aging Schedule of Trade Payables**

The table below provides details regarding the aging of significant trade payables as of June 30, 2024:

(₹ in million)

Particulars	Payables not due	As of June 30, 2024				
		Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
(i) MSME	200.50	229.47	26.54	15.05	15.77	487.33
(ii) Others	13,449.91	1812.83	149.48	150.91	757.36	16320.48
(iii) Disputed Dues - MSME	-	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-	-
(v) Unbilled dues	-	-	-	-	-	-

### **Contingent Liabilities and Commitments**

As of June 30, 2024, our contingent liabilities as per Ind AS 37 – Provisions, Contingent Liabilities and Contingent Assets were as follows:

(₹ in million)

Particulars	As at June 30, 2024
<b>(a) Contingent Liabilities</b>	
Bank Guarantees issued by bankers	661.11
Direct Tax matters for which company has preferred appeal	761.68
Indirect Tax matters for which company has preferred appeal	930.65
Others	177.62
<b>(b) Commitments</b>	
Estimated amount of contracts remaining to be executed on Capital Account and not provided for in accounts	696.25
Other Commitments	11.37

### **Auditor Observations**

There are no qualifications, reservations and adverse remarks by our Statutory Auditors in our Restated Consolidated Financial Statement.

## **Related Party Transactions**

We have entered into related party transactions with, amongst others, promoter group entities, our key managerial personnel and with our Subsidiaries.

For further information on our related party transactions, see “*Summary of the Offer Document – Summary of Related Party Transactions*” on page 17. Also, see “*Risk Factors – We have in the past entered into related party transactions and may continue to do so in the future and there can be no assurance that we could not have achieved more favorable terms if such transactions had not been entered into with related parties*” on page 45.

## **Off-Balance Sheet Transactions**

We have not entered into any off-balance sheet transactions.

### ***Market Risks***

Market risk is a collective term for risks that are related to the changes and fluctuations of the financial markets. One actuarial assumption that has a material effect is the discount rate. The discount rate reflects the time value of money. An increase in discount rate leads to decrease in Defined Benefit Obligation of the plan benefits & vice versa. This assumption depends on the yields on the corporate/government bonds and hence the valuation of liability is exposed to fluctuations in the yields as at the valuation date.

### ***Commodity Price Risk***

The Group is affected by the price volatility of the major commodities. The Group’s operating activities require the ongoing purchase and manufacture of tower, conductors and poles and therefore require a continuous supply of Steel, Aluminium and Zinc. It may be observed that all the three metals have significant volatility in the prices during the year. However in case of steel which is the major item, there is no marketplace to manage the price risk. The Group holds derivative financial instruments such as commodity future contract to mitigate the risk of changes in Aluminium prices.

Further substantial part of our revenues during the year were covered by escalation clauses which addresses the price volatility to a large extent. Due to the significantly increased volatility of the price of the Steel, Aluminium and Zinc, during the year the Group entered into various purchase contracts for Steel, Aluminium and Zinc at specific rates to manage the risk of the costs. The prices in these purchase contracts are linked to market rates. Our Company’s Board of Directors has developed and enacted a risk management strategy regarding commodity price risk and its mitigation.

### ***Interest rate risk***

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The group exposure to the risk of changes in market interest rates relates primarily to the Company’s long-term and short-term debt obligations with floating interest rates.

### ***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. Our Company’s exposure to the risk of changes in foreign exchange rates relates primarily to our Company’s operating activities (when revenue or expense and monetary assets and liabilities are denominated in a foreign currency). Our company undertakes selective hedging based on the risk perception of the management. We use forward contracts, derivatives, foreign currency loans to hedge its foreign currency exposures relating to the firm commitments, receivables, payables and highly probable future transactions.

### ***Liquidity risk***

Our Company monitors its risk of a shortage of funds using a liquidity planning tool. Our Company’s objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, bank loans, debentures and other instruments. As of June 30, 2024, no term loan has matured based on the repayment schedule specified in the financing agreements with the lenders.

### ***Credit risk***

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions and other financial instruments. Customer credit risk is managed by each business unit subject to the Group’s established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on the ability of the customer to honor his commitments.

The credit quality is also assessed on factors like state/central sponsored undertaking, financial strength of the customer, assurance of payments like LC or Guarantees etc. Outstanding customer receivables are regularly monitored and any shipments

to major customers are generally covered by letters of credit or other forms of credit insurance. Retention is considered as part of receivable which is payable on completion of the project and achieving the completion milestones. In certain contracts the retention would be realised on submission of a Bank guarantee, which is submitted as per the terms of the contract with customer.

An impairment analysis is performed at each reporting date on an individual basis for major clients. In addition, a large number of minor receivables are consolidated into a homogenous class and assessed for impairment collectively. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in “*Restated Consolidated Financial Information - Note 45: Fair value hierarchy*” on page 317. The Company does not hold collateral as security. The Group evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and industries and operate in largely independent markets. In addition, the Group is exposed to credit risk in relation to financial guarantees given by the company on behalf of joint operation (net of group share). These financial guarantees have been issued to the banks on behalf of the joint operations. Based on the expectations at the end of reporting period, Company considers the likelihood of the any claim under such guarantee is remote.

#### ***Inflation Risk***

In recent years, India has experienced relatively high rates of inflation. While we believe inflation has not had any material impact on our business and results of operations, inflation generally impacts the overall economy and business environment and hence could affect us.

#### **Unusual or Infrequent Events or Transactions**

Except as described in this Red Herring Prospectus, there have been no events or transactions to our knowledge that have in the past or may in the future affect our business operations or financial performance which may be described as “unusual” or “infrequent”.

#### **Known Trends or Uncertainties**

Other than as described in “*Risk Factors*” and this “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages 31 and 340, respectively, to our knowledge there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on our revenue or income from continuing operations.

#### **Future Relationships Between Expenditure and Income**

Other than as described in “*Risk Factors*” on page 31 and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on page 340, to our knowledge there are no known factors which we expect will have a material adverse impact on our operations or finances.

#### **New Product or Business Segments**

Other than as described in “*Our Business*” on page 196 there are no new products or business segments in which we operate.

#### **Competitive Conditions**

We expect competitive conditions in our industry to further intensify as new entrants emerge and as existing competitors seek to emulate our business model and offer similar products. For further details, please refer to “*Risk Factors*” and “*Our Business*” beginning on pages 31 and 196, respectively.

#### **Significant Developments after June 30, 2024**

There is no subsequent development after the date of our financial statements contained in this Red Herring Prospectus which materially and adversely affects, or is likely to affect, trading or revenue or profitability or operations of value of the assets and the ability to pay its liabilities within the next 12 months.

## **SECTION VI: LEGAL AND OTHER INFORMATION**

### **OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS**

Except as stated in this section, there are no outstanding (i) criminal proceedings; (ii) actions taken by statutory or regulatory authorities; (iii) claims related to direct and indirect taxes; and (iv) other proceedings which have been determined to be material pursuant to the policy of materiality for identification of material litigation involving our Company, Directors, Promoters and/or our Subsidiaries (“**Relevant Parties**” and such policy, “**Materiality Policy**”). Further, except as disclosed in this section, there are no disciplinary actions including penalty imposed by the SEBI or stock exchanges against our Promoters in the last five Financial Years. Further, except as disclosed in this section, there are no pending litigation matters involving our Group Companies which have a material impact on our Company or the Offer, as applicable.

For the purpose of (iv) above, our Board in its meeting held on September 18, 2024 has considered and adopted the Materiality Policy. Since the consolidated profit after tax for the Financial Year ended March 31, 2024 is very high, the threshold as per the Materiality Policy is being calculated on the consolidated profit after tax for the six months ended September 30, 2023. Accordingly, while the consolidated profit after tax as per the Restated Consolidated Financial Information for the last Fiscal was ₹ 2,332.05 million, the following shall be considered material litigation in terms of the Materiality Policy for the purposes of disclosure in this Red Herring Prospectus:

- a) all outstanding litigation involving the Relevant Parties in which the aggregate monetary amount of claim by or against the Relevant Parties (individually or in the aggregate) in any such pending litigation or arbitration proceeding or taxation proceeding is equivalent to or in excess of 1% of the consolidated profit after tax as per the Restated Consolidated Financial Information for the six month period ended September 30, 2023, would be considered ‘material’ for disclosure in this Red Herring Prospectus. Based on the above, ₹8.49 million, which is 1% of the consolidated profit after tax of our Company as per the Restated Consolidated Financial Information of our Company for the six month period ended September 30, 2023, has been considered as the materiality threshold;
- b) any pending litigations involving the Relevant Parties where the decision in one litigation is likely to affect the decision in similar litigations, even though the amount involved in an individual litigation may not exceed ₹8.49 million; and
- c) all outstanding litigation which may not meet the monetary threshold, or wherein a monetary liability is not quantifiable, but where an adverse outcome would materially and adversely affect the business, operations, performance, prospects, financial position, or reputation of our Company.

Except as stated in this section, there are no outstanding material dues to creditors of our Company. For this purpose, in terms of our Materiality Policy, outstanding dues to any creditor of our Company having a monetary value which is equal to or exceeds 5% of the total outstanding dues (i.e., trade payables) to creditors of our Company as on the date of the latest Restated Consolidated Financial Information of our Company shall be considered as ‘material’. The total outstanding dues to creditors as on June 30, 2024 based on the Restated Consolidated Financial Information of our Company was ₹16,807.81 million. Accordingly, any outstanding dues to creditors exceeding ₹840.39 million which is 5% of total outstanding dues to creditors of our Company as on June 30, 2024 based on the Restated Consolidated Financial Information of our Company, have been considered as material outstanding dues for the purposes of disclosure in this section. Further, for outstanding dues to any party which is a micro, small or a medium enterprise (“MSME”) and other creditors, the disclosure will be based on information available with our Company regarding the status of the creditor as defined under the Micro, Small and Medium Enterprises Development Act, 2006, as amended, read with the rules and notifications thereunder.

For the purposes of the above, pre-litigation notices received by the Relevant Parties from third parties (excluding those issued by statutory / regulatory / tax authorities or notices threatening criminal action) shall not, unless otherwise decided by the Board of the Company, be considered as litigation until such time that the Relevant Parties are impleaded as defendants in litigation before any judicial/arbitral forum. Further, please note that our Company has taken over certain business including legal liabilities from Gammon India as a result of the Scheme of Arrangement under which Gammon India Limited transferred its engineering, procurement and construction business in the transmission and distribution sector, including the tower testing facility located at Deoli, Maharashtra, tower manufacturing facilities located at Baroda, division of conductor factory at Silvassa, Dadra and Nagar Haveli, and the tower manufacturing facility at Deoli, Maharashtra, to our Company. For further details, see “History and Certain Corporate Matters” on page 229. Such litigations have also been disclosed in this section specifying that the litigation was against or by Gammon India Limited, the “Erstwhile Entity”.

We have disclosed matters relating to direct and indirect taxes involving the Relevant Parties (as applicable) in a consolidated manner giving details of number of cases and total amount involved in such claims and details of such matters wherein the amount involved exceeds the materiality threshold specified above.

All terms defined in a particular litigation disclosure below correspond to that particular litigation only.

#### **Litigation involving our Company**

##### **Litigation against our Company**

##### **Criminal litigation**

1. A first information report dated July 7, 2021 (“**FIR**”) was filed by the Central Bureau of Investigation, Anti-Corruption Bureau, Lucknow, Uttar Pradesh (“**CBI**”) against 189 parties, including certain officials of the Irrigation Department, Lucknow, our Company and others under Sections 120-B, 420, 467, 468 and 471 of Indian Penal Code, 1860 and Section 13(2), read with Section 13(1)(d) of the Prevention of Corruption Act, 1988. Our Company was appointed as one of the sub-contractors for beautification in relation to the “Gomti River Channelization Project” and “Gomti River Front Development” by the Irrigation Department of the Government of Uttar Pradesh (“**Gomti River Project**”). The CBI conducted preliminary enquiry in the matter of irregularities committed with criminal intent in the implementation of various works relating to Gomti River Project, pursuant to which the present FIR was filed against 189 parties, including the Company. The matter is currently pending.
2. A complaint dated July 30, 2010 was filed under Section 24 of the Contract Labour (Regulations & Abolition) Act, 1970 by Labour Enforcement Officer (Central), Bhagalpur, Bihar (“**Complainant**”) before the Chief Judicial Magistrate, Bhagalpur, Bihar (“**CJM**”) against M/s Associated Transrail Structures Private Limited (“**Erstwhile Entity**”) (*formerly the T&D Business of Gammon India Limited that got merged with Transrail Lighting Limited*), Erstwhile Entity represented by Digambar Chunnilal Bagde, our Executive Chairman and our Promoter, alleging certain irregularities at our workplace, observed during the inspection under the provisions of the Contract Labour (Regulation and Abolition) Act, 1970 and rules thereunder, while carrying out contract work of electrification of Kahalgao Sultanganj Lakhisarai in Bhagalpur, Bihar. The Complainant also prayed that a fine be imposed on our Company as per Section 24 of the Contract Labour (Regulation and Abolition) Act, 1970. The CJM transferred the matter to the Court of Sub-Divisional Judicial Magistrate, Bhagalpur, Bihar that issued a non-bailable warrant against our Company and passed an order dated November 17, 2022 for attachment of property to compel appearance of our Executive Chairman (“**Order**”). Subsequently, our Company has filed a criminal revision petition dated before the Court of District and Sessions Judge, Bhagalpur, Bihar (“**Sessions Judge**”), to dismiss the order of attachment of property. Subsequently, the Order passed by the Court of Sub-Divisional Judicial Magistrate, Bhagalpur, Bihar was set aside by the Sessions Judge and the aforesaid court was directed to pass a fresh order in accordance with the law. The matter is currently pending.

#### ***Actions by statutory or regulatory authorities***

1. The Employees Provident Fund Organisation (“**Complainant**”) issued a summons to erstwhile entity, Gammon India Limited (the “**Erstwhile Entity**”), to appear before the Regional Provident Fund Commissioner, Regional Office, Nagpur (“**Regional PF Commissioner**”) for default in payment of provident fund, family pension fund and insurance fund for the period from April 2006 to March 2009 (“**Non-compliant Period**”), in terms of the provisions of the Employees Provident Fund Scheme, 1952, the Employee’s Pension Scheme, 1995 and the Employees Deposit Linked Insurance Scheme, 1976. Subsequently, the Regional PF Commissioner passed an order dated April 20, 2010 directing the Erstwhile Entity to pay dues amounting to ₹2.52 million, which was eventually paid by the Erstwhile Entity. Further, the Erstwhile Entity received a notice cum demand letter dated October 7, 2015 from the Complainant, wherein it was directed to pay interest amount accrued from January 2004 to October 2013. Subsequently, the Regional PF Commissioner issued a sanction order dated October 21, 2015 to prosecute the Erstwhile Entity under the provisions of Employees Provident Fund and Miscellaneous Provisions Act, 1952 on account of failure to file the supplementary returns for the period from April 2004 to September 2009. Subsequently, the Complainant filed a criminal complaint dated December 30, 2015 against the Erstwhile Entity before the Judicial Magistrate of First Class Court, Nagpur, alleging that the Erstwhile Entity was non-compliant with the provisions of the Employees’ (Provident Funds and Miscellaneous Provisions) Act, 1952, the Employee’s Provident Fund Scheme, 1952, the Employee’s Pension Scheme, 1995 and the Employees’ Deposit Linked Insurance Scheme, 1976 as it failed to submit Form 3A and 6A. The matter is currently pending.
2. The African Development Bank Group (“**AFDB**”) has issued a show cause notice dated October 19, 2023, alleging that our Company has misrepresented its cashflow while submitting its bid in response to the tender for the Nigeria Transmission Expansion Project Phase One, which constituted fraudulent practice under Section 4.2(b) of the sanction procedures of the AFDB seeking written response that why it should not seek sanctions against our Company. Our Company has submitted a response dated November 28, 2023, to the AFDB denying the allegations made in the show cause notice. Subsequently, our Company has received additional queries from the AFDB to which our Company has submitted a response. The matter is currently pending.

#### ***Material civil litigation***

1. A writ petition dated April 30, 2021, was filed by Kualadeep G Constructions (“**Petitioner**”) before the High Court of Telangana, Hyderabad (“**Court**”) against our Company and others including the Ministry of Power, Union of India and Power Grid Corporation of India Limited, seeking directions to be issued to our Company to make payment of the pending bills due to the Petitioner. The Petitioner was engaged as a sub-contractor by our Company, pursuant to a work order for completion of a project initiated by the Ministry of Power, Union of India and the Power Grid Corporation of India Limited. The amount involved is ₹24.09 million. Our Company has submitted its response denying the claimed amount. The matter is currently pending.
2. A commercial suit dated January 25, 2023 was filed by NRS Bridge Constructions Private Limited (“**Petitioner**”) before the High Court of Bombay (the “**Court**”) against, amongst others, our Company, alleging that our Company

has wrongfully invoked the guarantee and counter guarantee in relation to a purchase order entered by our Company in favour of the Petitioner (“**Purchase Order**”). Due to certain alteration with respect to the design of the launching gantry, two amendments were made in the Purchase Order. Due to delay in performance our Company withheld the amount due to the Petitioner. Subsequently, our Company encashed the advance bank guarantee. While the hearing and final disposal of the commercial petition was pending, the Petitioner filed an interim application dated January 25, 2023 before the Court seeking injunction on the invocation and encashment of the aforesaid counter guarantee and extending validity of the guarantee. During the pendency of the commercial petition and interim application, the Petitioner filed a complaint dated before the Micro and Small Enterprises Facilitation Council (“**Council**”) claiming ₹69.37 million for wrongfully invoking the guarantee. Pursuant to the order passed by Council, the Petitioner also filed a writ petition dated September 18, 2023 before the Delhi High Court, challenging the rejection of its claim. Subsequently, our Company filed a commercial suit before the Court seeking directions against the Petitioner to pay the loss suffered by our Company in relation to the Purchase Order. The amount involved in the matter is approximately ₹138.00 million. The matter is currently pending.

3. A claim was raised by Rajasthan Transformers and Switchgears (“**Petitioner**”) before the Micro and Small Enterprises Facilitation Council (“**Council**”) against Associated Transrail Structures Private Limited (“**Erstwhile Entity**”) (formerly the T&D Business of Gammon India Limited that got merged with Transrail Lighting Limited), for seeking interest payable by the Erstwhile Entity amounting to ₹16.71 million. Subsequently, the Council rejected the claim raised by the Petitioner pursuant to the arbitration proceedings. Aggrieved by the aforesaid order passed by the Council, the Petitioner filed an application dated August 27, 2022 before the Court of Commercial Judge, Serial-1, Metropolitan City, Jaipur (“**Court**”) under Section 34 Arbitration and Conciliation Act, 1996 and Section 19 of the Micro Small and Medium Enterprises Development Act, 2006. The matter is currently pending.

#### ***Other pending material litigation***

1. A writ petition dated December 21, 2017 was filed by Tode Roshi Reddy and others (“**Petitioners**”), before the High Court of Telangana, Hyderabad (“**Court**”) seeking directions against the State of Telangana, Power Grid Corporation of India Limited, the District Collector, Komarabheem Asifabad District at Asifabad, and our Company (“**Respondents**”) restraining them from constructing/erecting high tension transmission towers and lines on the lands owned by the Petitioners. The Petitioners have alleged that the Respondents failed to follow the due process of land acquisition and are in violation of the principles of natural justice. Subsequently, the Court issued an order dated January 3, 2018 against our Company and the other Respondents, to show cause as to why the writ petition should not be admitted and passed directions to the Respondents to not erect any towers without following the due procedure as per the Electricity Act, 2003. The matter is currently pending.
2. A civil suit dated January 21, 2023 was filed by Vinod Kumar (the “**Plaintiff**”) before the Court of Civil Judge (Junior Division), Narnaul, Haryana (the “**Court**”) against our Company and other defendants seeking an order against our Company for removal of the poles that support high tension wires above the property owned by the Plaintiff, which encroached his exclusive right to use of the property, situated in Narnaul District, Mahendragarh, Haryana. The matter is currently pending.
3. Three industrial dispute references were raised by workmen appointed by our Company (“**Petitioners**”) before the Labour Court, Vadodara, Gujarat (the “**Court**”) against our Company, alleging that our Company has illegally and arbitrarily terminated the service of the Petitioners under the guise of a transfer order, without giving any notice or retrenchment compensation. Subsequently, the Court passed an order dated September 11, 2018 rejecting the references raised by the Petitioners (“**Impugned Order**”). Aggrieved by the Impugned Order passed by the Court, the Petitioners filed special civil application before the High Court of Gujarat at Ahmedabad seeking direction to set aside the Impugned Order. The matter is currently pending.
4. A civil original suit for permanent prohibitory injunction and application for grant of temporary injunction was filed before the Court of Civil Judge Junior Division, Kishtwar (“**Court**”) by Arif Hussain and others (“**Plaintiffs**”) against our Company and others alleging that the construction of electric tower on the suit premises is forceful and in violation of law. The Summons was served on September 12, 2024. The Plaintiffs filed a First Information Report dated August 9, 2024 for trespass of the suit premises to SHO Police Station, Kishtwar which is currently pending. Subsequently, a notice was issued to our Company and others to file objections and maintain the status quo till further orders. The matter is currently pending.
5. Our Company and Goodrich Logistics Private Limited (“**GLPL**”) entered into two service orders each dated March 12, 2020 (“**Service Contracts**”) pursuant to which GLPL provided containers to our Company for the carriage of its equipment and accessories for the construction of 330 KV DC transmission line in Nigeria, Africa. In this regard, GLPL has filed a petition dated December 2, 2024 against our Company before the National Company Law Tribunal, Mumbai alleging that our Company is liable for payment of ₹594.77 million towards unpaid detention charges for the containers and ₹11.94 million towards unpaid container value under the Service Contracts. The matter is currently pending.

### **Tax litigation**

1. Our Company has received a demand notice dated April 19, 2021 under Section 156 of the Income-tax Act, 1961, (“**Demand Notice**”) issued by Additional Commissioner of Income Tax, Delhi (“**Assessment Officer**”) for the assessment year 2018-19 wherein the Assessment Officer alleged that the Company failed to take into account disallowance of expenditure which accumulated by way of sum received from employees as contribution to provident fund or superannuation fund. Further, the Assessment Officer also denied double tax relief for the income accrued from contracts executed outside India. Pursuant to such allegations, the Assessment Officer raised a demand of ₹163.25 million. Subsequently, our Company filed an appeal before the Commissioner of Income-tax (Appeals) to quash the intimation on the grounds that the Assessment Officer disregarded and not considered the facts of the matter. The matter is currently pending.
2. Our Company has received an intimation dated December 24, 2021 under Section 143 of the Income-tax Act, 1961 (the “**Intimation**”), issued by the Assistant Director of Income Tax, Central Processing Centre, Bengaluru, Karnataka (“**Assessment Officer**”) for assessment year 2020-21, wherein the Assessment Officer alleged that the Company failed to take into account addition/ disallowance/ adjustments which accumulated by way of interest on loans and borrowings from banks. Pursuant to such allegations, the Assessment Officer raised a demand of ₹37.63 million. Subsequently, our Company filed an appeal before the Commissioner of Income-tax (Appeals) to quash the intimation on the grounds that the Assessment Officer disregarded the facts of the matter and erred in making an addition/ disallowance/ adjustment. The matter is currently pending.
3. Our Company received an intimation dated May 22, 2021 under Section 143 of the Income-tax Act, 1961, issued by the Assistant Director of Income Tax, Central Processing Centre, Bengaluru, Karnataka (“**Assessment Officer**”) for assessment year 2021-22, wherein the Assessment Officer alleged that there is an inconsistency in the amount of profit chargeable to tax under Section 41 of the Income Tax Act, 1961 (the “**Act**”) and raised a demand of ₹91.25 million. Subsequently, our Company filed an appeal dated October 23, 2024 before the Commissioner of Income-tax (Appeals) to quash the intimation on the grounds that the Assessment Officer disregarded e-return of income furnished by our Company for the assessment year 2021-22. In parallel, our Company has received a revised demand notice under Section 156 of the Act, raising the demand to ₹122.52 million. The matter is currently pending.
4. Our Company has received a demand notice dated March 27, 2024 under Section 143(1) of the Income Tax Act, 1961 from the Centralized Processing Centre, Income Tax Department (“**Department**”) demanding ₹261.94 million (“**Demand Notice**”) for assessment year 2022-2023. In the Demand Notice, the Department has alleged that there is a mismatch between the tax credits claimed and the tax credits allowed by our Company. The matter is currently pending.
5. Our Company has received a demand notice dated August 20, 2024 under Section 156 of the Income Tax Act, 1961 from the Centralized Processing Centre, Income Tax Department (“**Department**”) demanding ₹79.32 million (“**Demand Notice**”) for assessment year 2023-2024. In the Demand Notice, the Department has alleged that there is under reporting of income in respect of adjustment by our Company. The matter is currently pending

### **Indirect Tax Proceedings**

1. Gammon India Limited (“**the Erstwhile Entity**”) received a show cause notice dated December 14, 2022 (“**Show Cause Notice**”) issued by the Additional Director General (Adj.), Directorate General of Goods and Service Tax Intelligence, New Delhi (“**Tax Authority**”) pursuant to investigation initiated against the Erstwhile Entity for evading payment of service tax for a period between October 1, 2014 to June 30, 2017. It was alleged that the Erstwhile Entity had not paid services tax payable in respect of the insurance services and other incidental services, under the ‘Inland Transportation and Insurance Service’ head, billed in the invoices raised by it, to their client in terms of Section 66B of the Finance Act, 1994. Subsequently, an order was passed by the Commissioner, GST and Central Excise Commissionerate, Nagpur-I, Maharashtra against the Erstwhile Entity stating that the inland transportation and insurance service provided by the Erstwhile Entity are not naturally bundled services and thus taxability of such insurance and incidental services is governed by Section 66(F)(3)(b) of the Finance Act, 1994 and imposed a service tax and penalty amounting to ₹145.06 million. Aggrieved by the aforesaid order, our Company filed an appeal dated December 14, 2022 before the Customs, Excise and Service Tax Appellant Tribunal, Mumbai. The matter is currently pending.
2. Gammon India Limited (“**the Erstwhile Entity**”) received five show cause notices dated October 15, 2009, April 19, 2010, April 7, 2011, October 18, 2011, October 3, 2012 respectively (“**Show Cause Notices**”) issued by the Commissioner of Central Excise, Custom & Service Tax, Nagpur, Maharashtra (“**Commissioner**”) for multiple periods between April 2008 to March 2012, wherein the Commissioner alleged that the Erstwhile Entity had wrongly classified the service contracts entered with Power Grid Corporation of India to avail beneficial rate of service tax of 4.00% under the Work Contract (Composition Scheme for payment of Service Tax) Rules 2007 (“**Work Contract Rules**”) and is liable to pay duty at normal rate of 12.36% *ad valorem*. In this regard, an adjudication order dated July 15, 2014 was passed by the Commissioner against the Erstwhile Entity (“**Adjudication Order**”). Aggrieved by the Adjudication Order, the Erstwhile Entity, filed an appeal before the West Zonal Bench of the Customs, Excise and Service Tax Appellate Tribunal, Mumbai, Maharashtra (“**Appellate Tribunal**”). Subsequently, the Appellate Tribunal had set aside the Adjudication Order. Aggrieved by the order, the Commissioner filed an appeal dated June 17, 2014

before the Supreme Court to set aside the order passed by the Appellate Tribunal. The amount involved is ₹286.59 million. The matter is currently pending.

3. Our Company received a demand notice dated December 9, 2020 issued by the Deputy Commissioner (ST) Kurnool, Andhra Pradesh (“**Deputy Commissioner**”) for period from July 1, 2017 to December 31, 2019, wherein the Deputy Commissioner raised a demand of ₹28.44 million due to difference between input tax credit availed and claimed by our Company as per Form GSTR-2A and Form GSTR-3B, respectively, filed by our Company under the CGST Act. A demand order dated December 9, 2020 was also passed by the Deputy Commissioner against our Company (“**Demand Order**”). Subsequently, our Company filed an appeal dated April 8, 2021 before the Joint Commissioner (ST) against the Demand Order. The matter is currently pending.
4. Our Company has received a demand notice dated March 21, 2021 under Section 32 of the Maharashtra Value Added Tax Act, 2002, (“**Demand Notice**”), from the Department of Goods and Service Tax for period between April 1, 2016 to March 31, 2017, wherein the Commissioner raised a demand of ₹34.67 million, towards payment of tax, interest, penalty and other dues. Subsequently, the Department of Goods and Service Tax passed an *ex-parte* assessment order dated March 21, 2021 under Section 23 of the Maharashtra Value Added Tax Act, 2002. Aggrieved by the ex-parte order, our Company filed an appeal before the Joint Commissioner (Appeals) to set aside the order. The matter is currently pending.
5. Our Company has received a show cause notice dated April 25, 2023 under Section 73 of the Central Goods and Services Tax Act, 2017, (“**Show Cause Notice**”) from the Deputy Commissioner of State Tax, Indore, Madhya Pradesh (“**Deputy Commissioner**”) for period between April 2019 to March 2020, wherein the Deputy Commissioner alleged that there is mismatch in input tax credit availed and reflected. Subsequently, the Deputy Commissioner passed an order against our Company demanding ₹24.44 million. The matter is currently pending.
6. Gammon India Limited, (“**the Erstwhile Entity**”) received a show cause notice dated March 15, 2016 from the Principal Commissioner, Customs, Central Excise and Service Tax, Nagpur, Maharashtra (“**Commissioner**”) for Financial Year 2012-2013 and Financial Year 2014-2015, wherein the Commissioner alleged that the Erstwhile Entity utilized excess and inadmissible CENVAT credit in contravention of the Rule 14 of the CENVAT Credit Rules 2009. Subsequently, the Commissioner by way of an order dated March 11, 2020 held that the Erstwhile Entity was liable to recover excess distribution of credit and liable to pay penalty amounting to ₹40.15 million (“**Order**”). Aggrieved by the aforesaid Order, the Erstwhile Entity filed an appeal before the Custom, Excise and Service Tax Appellate Tribunal to set aside the Order, wherein the Company submitted that the Commissioner erred in considering the units of the Erstwhile Entity were manufacturers of excisable products or were providers of taxable services, and hence the usage of excess CENVAT credit was permitted on such units. The matter is currently pending.
7. Gammon India Limited, (“**the Erstwhile Entity**”) received two notices of assessment dated December 31, 2020 and December 21, 2020 respectively, under the Central Sales Tax Act, 1956 and Gujarat Value Added Tax Act, 2003 (Collectively, “**Demand Notices**”), respectively, from the State Tax Officer (Appeal-Audit) Office of the Joint Commissioner of State Tax, Division-5, Vadodara, Gujarat (“**Commissioner**”) for period between April 1, 2016 to March 31, 2017, wherein the Commissioner raised a demand of ₹7.96 million and ₹3.75 million, respectively, towards payment of tax and interest. The Commissioner passed an assessment order dated March 8, 2021 against the Erstwhile Entity for payment of the demand raised. Subsequently, the Erstwhile Entity filed an appeal before the Deputy Commissioner of State Tax, Appeal, Vadodara, Gujarat on grounds that the Commissioner has not considered pending legal forms and reversed mismatched input tax credit in the demand assessed under the Demand Notices. The matter is currently pending.
8. Gammon India Limited, (“**the Erstwhile Entity**”) received a show cause notice dated October 3, 2012 from the Principal Commissioner, Customs, Central Excise and Service Tax, Nagpur, Maharashtra (“**Commissioner**”) for the period from December 2012 to January 2013, wherein the Commissioner alleged that the Erstwhile Entity transfer and availed inadmissible CENVAT credit with a fraudulent intent to evade payment of Central Excise Duty. Subsequently, the Commissioner by way of an order dated October 24, 2016 held that the Erstwhile Entity was liable to pay penalty under Rule 15(2) of CENVAT Credit Rules, 2004 amounting to ₹ 32.60 million (“**Order**”). Aggrieved by the aforesaid Order, the Erstwhile Entity filed an appeal before the Custom, Excise and Service Tax Appellate Tribunal to set aside the Order, wherein the Company submitted that there is no requirement of prior permission under Rule 10 of CENVAT Credit Rules, 2004 for such transfer credit. The matter is currently pending.
9. Gammon India Limited, (“**the Erstwhile Entity**”) received demand notices of assessment dated February 4, 2017 under the Central Sales Tax Act, 1956 and Jharkhand Value Added Tax Act, 2005 (Collectively, “**Demand Notices**”) from the Deputy Commissioner of Commercial Tax, Ranchi, Jharkhand (“**Commissioner**”) for the period Financial Year 2013-2014, wherein the Commissioner raised demand of ₹ 15.76 million towards payment of tax, penalty and interest for failure to submit evidence for input tax credit claimed by our Company. The matter is currently pending.
10. Gammon India Limited, (“**the Erstwhile Entity**”) received final notices of assessment dated February 26, 2018 under the Central Sales Tax Act, 1956 (“**CST Act**”) (“**Demand Notice**”) from the Deputy Commissioner, Large Taxpayers Unit, Mumbai (“**Commissioner**”) for the period between April 1, 2012 to March 31, 2013, wherein the Commissioner raised demand of ₹ 24.01 million towards payment of tax and interest. The matter is currently pending.

11. Gammon India Limited, (“**the Erstwhile Entity**”) received notices of assessment dated December 9, 2015 under the Central Sales Tax Act, 1956 (“**CST Act**”) and Jharkhand Value Added Tax Act, 2005 (“**Jharkhand VAT Act**”) (“**Demand Notices**”) from the Deputy Commissioner of Commercial Tax, Ranchi, Jharkhand (“**Commissioner**”) for the period Financial Year 2012-2013, wherein the Commissioner raised demand of ₹ 16.49 million towards payment of tax, penalty and interest for failure to submit evidence for input tax credit and tax exemption claimed by our Company. The matter is currently pending.
12. Gammon India Limited, (“**the Erstwhile Entity**”) received notices of assessment dated August 18, 2015 under the Central Sales Tax Act, 1956 (“**CST Act**”) and Jharkhand Value Added Tax Act, 2005 (“**Jharkhand VAT Act**”) (“**Demand Notices**”) from the Deputy Commissioner of Commercial Tax, Ranchi, Jharkhand (“**Commissioner**”) for the period Financial Year 2011-2012, wherein the Commissioner raised demand of ₹ 13.47 million towards payment of tax and interest for failure to submit evidence for purchase and sale claimed by our Company. The matter is currently pending.
13. Gammon India Limited, (“**the Erstwhile Entity**”) received notices of assessment dated August 26, 2014 under the Central Sales Tax Act, 1956 (“**CST Act**”) and Jharkhand Value Added Tax Act, 2005 (“**Jharkhand VAT Act**”) (“**Demand Notices**”) from the Deputy Commissioner of Commercial Tax, Ranchi, Jharkhand (“**Commissioner**”) for the period Financial Year 2010-2011, wherein the Commissioner raised demand of ₹ 13.47 million towards payment of tax, penalty and interest for failure to submit evidence for input tax credit claimed by our Company for inter-state purchases and evidence for claim for sale in transit. The matter is currently pending.
14. Gammon India Limited, (“**the Erstwhile Entity**”) received notices of assessment under dated August 26, 2014 the Central Sales Tax Act, 1956 (“**CST Act**”) and Jharkhand Value Added Tax Act, 2005 (“**Jharkhand VAT Act**”) (“**Demand Notices**”) from the Deputy Commissioner of Commercial Tax, Ranchi, Jharkhand (“**Commissioner**”) for the period Financial Year 2009 - 2010, wherein the Commissioner raised demand of ₹ 22.49 million towards payment of tax and interest for failure to submit evidence for exemption claimed by our Company for inter-state transfer of reserves under Section 6A(1) of the CST Act and E-sale. The matter is currently pending.
15. Our Company received demand notice of assessment dated August 31, 2022 under the Central Goods and Service Tax Act, 2017 (“**Demand Notice**”) from the Assistant Commissioner of State Tax, Vadodara, Gujarat (“**Commissioner**”) for period between April 1, 2017 to March 31, 2018, wherein the Commissioner raised a demand of ₹17.35 million towards payment of tax and interest. The Commissioner passed an assessment order against the Erstwhile Entity for payment of the demand raised. The matter is currently pending.
16. Gammon India Limited, (“**the Erstwhile Entity**”) received a demand notice of assessment dated March 31, 2018 under Section 15(3) of the Haryana Value Added Tax Act, 2003 from the Excise and Taxation Officer cum Assessing Authority, Panipat, Haryana (“**Assessment Officer**”) for the period Financial Year 2014-2015, wherein the Assessment Officer raised demand of ₹ 18.04 million towards payment of tax, penalty and interest for failure to submit evidence for input tax credit claimed by our Company. The matter is currently pending.
17. Gammon India Limited, (“**the Erstwhile Entity**”) received a demand notice of assessment dated December 30, 2023 under Section 21(5) of the Chhattisgarh Value Added Tax Act, 2006 from the Assistant Commissioner, Commercial Tax Division, Raipur, Chhattisgarh (“**Commissioner**”) for the period Financial Year 2016-2017, wherein the Commissioner raised demand of ₹ 70.80 million towards payment of tax, penalty and interest for failure to submit evidence for input tax credit claimed by our Company. The matter is currently pending.

## **Litigation by our Company**

### ***Criminal litigation***

1. Our Company filed a first information report dated October 19, 2018 before the Uyyalawada Police Station, Kurnool, Andhra Pradesh against third parties (the “**Accused**”) alleging theft, breach of trust and cheating, under Sections 408, 420, read with Section 34, of the Indian Penal Code, 1860. It was alleged that the Accused wrongfully took possession of our Company’s property. The matter is currently pending.
2. Our Company has filed a first information report dated May 26, 2021 before the B.K.C Police Station, Mumbai, Maharashtra, against an employee of our Company (the “**Accused**”) alleging criminal breach of trust, forgery, cheating and dishonestly inducing delivery of property under Sections 406, 409, 420, 465, 467, 468 and 471 of the Indian Penal Code, 1860. Subsequently, the Metropolitan Magistrate, 71<sup>st</sup> Court Bandra, Mumbai allowed the bail application dated August 26, 2021 filed by the Accused on account of prevailing pandemic conditions, subject to certain conditions. Further, our Company has also filed a civil petition before the High Court of Bombay, Mumbai against the Accused, and others. Further, for details see “- *Litigation involving our Company – Litigation by our Company - Material civil litigation*” on page 373. The matter is currently pending.
3. Our Company has filed six criminal complaints against various entities before various forums under the provisions of Section 138 of the Negotiable Instruments Act, 1881 in relation to dishonour of cheques and the recovery of amounts due to our Company. The total amount involved in all these matters is approximately ₹23.17 million.

4. Our Company filed two writ petitions dated July 18, 2024 and July 18, 2024 before the High Court of Judicature at Madras (“**Court**”), against the Inspector of Police (“**Respondent**”) whereby our Company requested an interim stay of enquiry initiated by the Respondent. The Respondent initiated enquiry against our Company pursuant a complaint filed by K Rajendran (“**Complainant**”) against our Company for the payment and recovery of dues. The Complainant filed a writ petition dated June 3, 2024 before the Court against one of our subsidiary for settlement of payments whereby the Court disposed the petition directing our subsidiary to consider Complainant’s representation. Aggrieved by the same, the Complainant filed a complaint pursuant to which the Respondent issued summons to our Company seeking appearance and proof of payments made to K Rajendran whereby our Company furnished a detailed reply stating that the dispute is wholly civil in nature and the contract between the parties provides for a dispute resolution clause. Subsequently, the Respondent issued summons seeking our Company’s appearance for enquiry. Our Company aggrieved by the summons filed a writ petition before the Court praying an interim stay of the proceedings and prohibition of summons by the Respondent. The matter is currently pending.
  
5. Our Company has filed a first information report dated July 8, 2024 before the Beltarodi Police Station, Nagpur, Maharashtra against third parties (the “**Accused**”) alleging criminal breach of trust, cheating and acts done by several persons in furtherance of common intention under Sections 34, 409 and 420 of the Indian Penal Code, 1860. Our Company paid an amount of ₹34.59 million as refundable security deposit to the Accused for the completion of a project. Our Company has alleged that the project could not be completed owing to the non-performance of the Accused and the Accused failed to repay the deposit within the stipulated period. Despite multiple requests for refund of the security deposit, the Accused failed to repay the amount. A complaint has been filed by our Company against the Accused for non-repayment of the refundable security deposit and for cheating by use of the said amount for personal benefit of the Accused. The total amount involved in the matter is approximately ₹34.59 million. The matter is currently pending.

#### ***Material civil litigation***

1. Our Company has filed a civil suit dated October 23, 2017 against Varah Infratech Private Limited (“**Respondent**”) before the Court of District Judge, Jodhpur, Rajasthan (“**Court**”), for non-payments of dues by the Respondent for completion of the work as per the work order issued by the Respondent to our Company. The amount involved in the matter is approximately ₹ 16.16 million. The matter is currently pending.
  
2. Our Company has filed a suit dated April, 21, 2019 against Jet Projects Company WLL (“**Respondent**”) before the Court of First Instance, Civil Court, the Thirteenth Extraordinary Chamber, State of Qatar (“**Court**”), for non-payments of amounts pertaining to the purchase orders placed by the Respondent. The Respondent, aggrieved by the order dated October 26, 2022, passed by the Court obligating it to pay the amount pertaining to the purchase order (“**Order**”), filed an appeal before the Court of Appeal, Civil Court, Appeal, the 8<sup>th</sup> Civil and Commercial Circuit, State of Qatar (“**Court of Appeal**”) wherein the Order was upheld. Our Company has filed an application for execution of the Order before the Court of Appeal. The amount involved in the matter is approximately ₹89.46 million. The matter is currently pending.
  
3. Our Company has filed two consumer complaints dated April 10, 2017 and April 10, 2017 against Oriental Insurance Company Limited (“**Respondent**”) before the National Consumer Redressal Commission, New Delhi (“**Commission**”), for wrongful repudiation of claim amount raised by our Company and deficiency in services. Our Company was awarded a contract by Damodar Valley Corporation (“**DVC**”) for completion of supply, erection, testing and commissioning of 220 KV, 3 PH, Double Circuit Line from Mejia Thermal Power Station, DVC, West Bengal to DVC, Jharkhand and had obtained an insurance policy for storage cum erection from the Respondent. Upon the material being stolen from the project site, our Company filed two first information reports dated February 14, 2014 and February 9, 2014 each at Saltora Police Station, West Bengal, and Raghunathpura, Purulia, Police Station, West Bengal, respectively and subsequently raised insurance claims before the Respondent in relation to the stolen property, which were rejected by the Respondent on grounds of: (a) wilful act and wilful negligence of the insured; and (b) general condition of policy under which our Company was required to take all reasonable precautions and comply with statutory requirements and recommendations at its own expense. Aggrieved by the same, our Company filed aforesaid complaint before the Commission. The amount involved in the matter is approximately ₹71.42 million. The matter is currently pending.
  
4. Our Company has filed a commercial suit dated February 18, 2020 against Public Electricity Corporation, Yemen and others (“**Defendant(s)**”) before the High Court of Bombay (“**Court**”), *inter-alia* seeking permanent injunction restraining the Public Electricity Corporation, Yemen, from invoking the advance bank guarantee of ₹1,000.00 million and performance bank guarantee (“**Suit Guarantees**”) or extending the validity of the Suit Guarantees due to frustration of the contract entered by our Company for designing, supplying and installing transmission lines in Yemen, on the grounds of force majeure. While the hearing and final disposal of the commercial petition was pending, our Company has filed an interim application dated February 18, 2020 before the Court seeking injunction on the invocation and extension of validity of the Suit Guarantees. The matter is currently pending.
  
5. Our Company filed an application dated July 3, 2019 against Zapdor Engineering Private Limited (“**Defendant**”) before the Principal Bench of the National Company Law Tribunal at New Delhi (“**Tribunal**”) alleging that the Defendant failed to return the advance amount paid by our Company to the Defendant in relation to ongoing projects

of the Defendant and is liable under Section 138 of the Negotiable Instruments Act, 1881 for bouncing of the cheques issued by Defendant. Our Company also filed an application under Section 7 of the Insolvency and Bankruptcy Code, 2016, before the Tribunal on July 3, 2019, to initiate corporate insolvency resolution process against the Defendant. During the pendency of the hearing, the Tribunal passed an order dated February 27, 2023 directing the Defendant to make a payment of ₹2.50 million to our Company. Upon failure of the Defendant in complying with the aforesaid order passed by the Tribunal, our Company filed a contempt petition before the Tribunal. The amount involved is ₹23.19 million. The matter is currently pending.

6. Our Company filed a commercial suit January 25, 2023 against NRS Bridge Constructions Private Limited (“**Respondent**”) before the High Court of Bombay (the “**Court**”), seeking directions against the Respondent to pay the loss suffered by our Company in relation to a purchase order entered by our Company with the Respondent. Further, for details see, “- *Litigation involving our Company – Litigation against our Company - Material civil litigation*” on page 368. This matter is currently pending.
7. Our Company filed a suit for recovery of money dated September 13, 2013, against D. A. Corporation, Managing Director, Shah Md. Alamgir Hossain and others (“**Defendants**”) before the Joint District Judge and Assistant Sessions Judge, 5<sup>th</sup> Joint District Judge Court, Dhaka (the “**Court**”), claiming against the defendants for payment of ₹14.94 million for the damages suffered by our Company due to the negligence of the Defendants. The dispute had arisen in relation to the accident that took place on April 15, 2022, due to the negligence of the defendants which led to loss of our Company. Our Company initiated proceedings before the Court demanding payment of damages by the Defendants. The matter is currently pending.
8. Our Company has filed a mediation application dated August 31, 2024, before the Secretary, District Legal Services Authority cum Coordinator, Mediation Centre, Civil Court, Ranchi, Jharkhand (the “**Court**”) against Jharkhand Bijli Vitran Nigam Limited and others (“**Respondents**”) relating to the dispute arising due to deductions in the payment of bills made by the Respondents without indicating any reason for the deductions. Our Company vide multiple letters requested the Respondents to release the withheld amount but received no response. Upon further clarifications being sought from the Respondents and the income tax department, it was ascertained that deductions were made illegally under the caption of income tax and the Respondents were liable to pay an amount of ₹33.91 million to our Company. Further, as per the terms of the Contract, the payments were to be made by the Respondents to our Company within thirty days from the date of receiving invoice and supporting documents. The Respondents failed to release the payments on time in spite of receiving proof of payments receipts resulting to an amount of ₹60.99 million being recoverable by our Company from the Respondents. On receiving no response to various notices requesting the amount to be released by the Respondents, our Company filed a mediation application before the Court claiming a total amount of ₹94.90 million from the Respondents. The matter is currently pending.
9. Our Company has filed a miscellaneous application dated May 16, 2024 under Section 11 of the Arbitration and Conciliation Act, 1996 before the High Court of Allahabad (“**Court**”) to initiate arbitration proceedings against Dakshinanchal Vidyut Vitaran Nigam Limited and another (“**Respondents**”), in a dispute relating to the breach of contract by the Respondents arising out of delay in processing of bills and release of payments for the work done by our Company as per the terms of the contract. Our Company vide several notices requested the release of payments along with extra cost of interest due to non-payment of the amount by the Respondents which amounted to ₹140.60 million. Pursuant to receiving no response from the Respondents, our Company invoked the arbitration clause and nominated an arbitrator and requested the Respondents to nominate an arbitrator for the resolution of dispute. The Respondents failed to nominate an arbitrator and rejected the claim of our Company with regard to the interest and late payment of invoices resulting in our Company filing a miscellaneous application before the Court. The matter is currently pending.
10. Our Company has filed an arbitration application dated July 18, 2024 under Section 11 of the Arbitration and Conciliation Act, 1996 before the High Court of Allahabad, Lucknow Bench, Lucknow (“**Court**”) to initiate arbitration proceedings against Madhyanchal Vidyut Vitran Nigam Limited and another (“**Respondents**”), relating to the dispute arising out of breach of the contract dated August 5, 2018 due to delay in processing and release of payments by the Respondents for the work carried out by our Company as per the terms of the Contract. Our Company vide multiple notices requested the Respondents to pay the extra cost and interest amount due to the delay in payments. Our Company claimed the release of undisputed portion of ₹13.00 million and total interest accrued as of November 30, 2023 amounting to ₹67.4 million making a total amount of ₹80.5 million from the Respondents. Pursuant to receiving no response from the Respondents, our Company invoked the arbitration clause and nominated an arbitrator and requested the Respondents to nominate an arbitrator for the resolution of dispute. The Respondents failed to nominate an arbitrator resulting in our Company filing an arbitration application before the Court. The matter is currently pending.
11. Our Company has filed a civil suit dated March 9, 2023, against Nilesh Shejwal and others (“**Respondents**”) before the High Court of Bombay (the “**Court**”) for recovery of money, siphoned by Nilesh Shejwal during his employment in our Company. The total amount involved in the matter is approximately ₹ 24.41 million. The matter is currently pending.

### ***Other pending material litigation***

Nil

### **Litigation involving our Promoters**

#### ***Criminal Litigation***

Nil

#### ***Material civil litigation***

Nil

#### ***Actions taken by regulatory and statutory authorities***

Nil

***Disciplinary actions including penalties imposed by SEBI or the Stock Exchanges in the last five Financial Years preceding the date of this Red Herring Prospectus***

Nil

### **Litigation involving our Directors**

#### ***Criminal litigation***

Nil

#### ***Material civil litigation***

Nil

#### ***Actions taken by regulatory and statutory authorities***

Nil

### **Litigation involving our Subsidiaries**

As on the date of this Red Herring Prospectus, we have no material Subsidiaries. Further, as on the date of this Red Herring Prospectus, there is no pending litigation involving our Subsidiaries which will have a material impact on our Company or the Offer, as applicable.

### **Litigation involving our Group Companies**

As on the date of this Red Herring Prospectus, we have three Group Companies. Further, as on the date of this Red Herring Prospectus, there is no pending litigation involving our Group Companies which will have a material impact on our Company or the Offer, as applicable.

### **Tax matters**

Except as disclosed below, there are no proceedings related to direct and/ or indirect taxes pending against our Company, Promoters and Directors:

<b>Nature of case</b>	<b>Number of cases</b>	<b>Amount involved (in ₹ million)*</b>
<b><i>Our Company</i></b>		
Direct tax	9	701.23
Indirect tax	52^	941.09
<b><i>Our Promoters</i></b>		
Direct tax	Nil	N.A.
Indirect tax	Nil	N.A.
<b><i>Our Directors</i></b>		
Direct tax	Nil	N.A.
Indirect tax	Nil	N.A.

\* To the extent ascertainable. The amount in dispute is to the extent quantifiable as per notice of demand and excluding any further liabilities towards interest and penalty.

<sup>^</sup> Including the disclosures under “– Litigation involving our Company – Litigation against our Company – Tax litigation” on page 370.

### **Outstanding dues to creditors**

Pursuant to the resolution passed by our Board on September 18, 2024, creditors of our Company to whom an amount equal to or exceeding 5% of our total outstanding dues (that is trade payables) to creditors as of June 30, 2024 based on the Restated Consolidated Financial Information of our Company was outstanding, were considered ‘material’ creditors. As per the Restated Consolidated Financial Information, our total outstanding dues to creditors as of June 30, 2024, was ₹16,807.81 million and accordingly, creditors to whom outstanding dues exceed ₹840.39 million have been considered as material creditors for the purposes of disclosure in this Red Herring Prospectus.

Based on this criteria, details of outstanding dues owed to micro, small and medium enterprises and other creditors as of June 30, 2024 by our Company are set out below:

Type of creditors	Number of creditors	Amount due (in ₹ million)*
Micro, Small and Medium Enterprises	524	802.74
Other creditors	4,765	16,005.07
<b>Total</b>	<b>5,289</b>	<b>16,807.81</b>

*Note: Total outstanding dues above includes trade acceptance of an amount of ₹6,894.75 million under letter of credit opened by the lenders of our Company which is secured by the underlying materials and forms part of secured facility and an amount of ₹2,136.24 million being other acceptances which are unsecured.*

\*As certified by Nayan Parikh & Co., Chartered Accountants vide their certificate dated December 10, 2024.

Based on this criteria, details of outstanding dues owed to material creditors as of June 30, 2024 by our Company are set out below:

Type of creditors	Number of creditors	Amount due (in ₹ million)*
Outstanding dues to Material Creditors as at June 30, 2024	2	3,874.17
<b>Total</b>	<b>2</b>	<b>3,874.17</b>

\*As certified by Nayan Parikh & Co., Chartered Accountants vide their certificate dated December 10, 2024.

The details pertaining to outstanding dues towards our material creditors are available on the website of our Company at <https://transrail.in/investors-centre/financials.aspx>

## Material Developments

Except as disclosed in “Management’s Discussion and Analysis of Financial Condition and Results of Operations – Significant developments after June 30, 2024” on page 366 and in this Red Herring Prospectus, there have not arisen, since the date of the last financial information disclosed in this Red Herring Prospectus, any circumstances which materially and adversely affect, or are likely to affect, our operations, our profitability taken as a whole or the value of our consolidated assets or our ability to pay our liabilities within the next 12 months.

## **GOVERNMENT AND OTHER APPROVALS**

We have set out below a list of material approvals, consents, licences, registrations, and permissions from various governmental and regulatory authorities required to be obtained by our Company which are considered material and necessary for the purpose of undertaking our business activities and operations (“**Material Approvals**”). In view of the approvals listed below, our Company can undertake this Offer and its business activities and operations, as applicable. In addition, certain Material Approvals of our Company may have lapsed or expired or may lapse in their ordinary course of business, from time to time, and our Company has either already made applications to the appropriate authorities for renewal of such Material Approvals or is in the process of making such renewal applications in accordance with applicable law and requirements and procedures. Unless otherwise stated, Material Approvals as set out below, are valid as on the date of this Red Herring Prospectus.

We have also set forth below (i) Material Approvals or renewals applied for but not received; (ii) Material Approvals which have expired and renewal yet to be applied for; and (iii) Material Approvals which are required but not obtained or applied for, as on the date of this Red Herring Prospectus.

For further details in connection with the applicable regulatory and legal framework within which we operate, see “Key Regulations and Policies” on page 223.

### **I. Incorporation related approvals of our Company**

1. Certificate of incorporation dated February 18, 2008, issued to our Company under the name ‘Transrail Lighting Limited’ by the RoC, under the Companies Act, 1956.
2. Our Company has been allotted the corporate identity number U31506MH2008PLC179012.

### **II. Material Approvals in relation to the business and operations of our Company:**

The Material Approvals that we have obtained in relation to the business and operations of our Company include the following:

1. Approvals issued by the relevant state authorities under the Electricity Act, 2003, as applicable;
2. Aviation clearances issued by the Airport Authority of India, as applicable;
3. Certificate of Importer-Exporter Code issued by the Office of Additional Director General of Foreign Trade under the Foreign Trade (Development and Regulation) Act, 1992.

#### *Material Approvals in relation to the manufacturing facilities of our Company*

1. Factory license issued by the designated authorities under the Factories Act, 1948 for all our manufacturing facilities.
2. Consolidated consent to operate and authorization issued by various state pollution control boards under the Water (Prevention and Control of Pollution) Act, 1974, Air (Prevention and Control of Pollution) Act, 1981 and Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 in relation to our manufacturing facilities.
3. No objection certificate issued by the relevant state fire departments for our manufacturing facilities.
4. Certificate of stability issued by the relevant and competent state industrial safety, health and environment professionals for our manufacturing facilities.
5. Permission for storage of petroleum issued by the Petroleum and Explosives Safety Organisation, Ministry of Commerce and Industry, Government of India for our manufacturing facilities.

### **III. Labour related Material Approvals**

1. Certificate of registration as a principal employer issued by the designated authorities under the Contract Labour (Regulation and Abolition) Act, 1970 for engaging labourers in various businesses and activities at our manufacturing facilities.
2. Certificate of registration issued by the Employees’ Provident Fund Organisation under the Employees’ Provident Funds and Miscellaneous Provisions Act, 1952.
3. Certificate of registration issued by the Employees’ State Insurance Corporation under the Employees’ State Insurance Act, 1948.
4. Employee’s compensation insurance policy taken by us under the Employee’s Compensation Act, 1923 and Fatal Accidents Act, 1855.

5. License issued by the designated authorities under Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979.
6. Certificates of registration under applicable shops and establishments legislations issued by the ministry or department of labour of the relevant state government for our Registered Office and all the other offices.

**IV. Tax related Material Approvals**

1. Permanent account number issued by the Income Tax Department, Government of India under the Income Tax Act, 1961.
2. Tax deduction account number issued by the Income Tax Department, Government of India under the Income Tax Act, 1961.
3. Certificate of registration issued by the Central Government for enrolment as existing taxpayer for GST under the Goods and Services Tax Act, 2017.
4. Certificate of registration issued by the respective tax authorities of relevant states under the relevant professions, trades, callings and employments statutes to enable payment of profession tax by our Company.

**V. Material Approvals in relation to branches located outside India**

Material approvals in relation to the branches of our Company located outside India, have been, obtained from the appropriate regulatory authorities in such jurisdictions, where these approvals are mandatory for the operation of such branches.

**VI. Approvals in relation to the Offer**

For the approvals and authorisations obtained by our Company in relation to the Offer, see “*Other Regulatory and Statutory Disclosures – Authority for the Offer*” on page 379.

**VII. Material Approvals or renewals applied for but not received by our Company**

Nil

**VIII. Material Approvals which have expired and renewal yet to be applied for by our Company**

Nil

**IX. Material Approvals which are required but not obtained or applied for by our Company**

Nil

**X. Intellectual property rights**

For details, see “*Our Business*” on page 196 and “*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 54.

## OTHER REGULATORY AND STATUTORY DISCLOSURES

### Authority for the Offer

The Offer, including the Fresh Issue of up to ₹4,000.00 million, has been authorised by our Board pursuant to a resolution passed at its meeting held on February 6, 2024 and by our Shareholders pursuant to a special resolution passed at their meeting held on February 12, 2024. Further, our Board has taken on record the consent of the Promoter Selling Shareholder participate in the Offer for Sale pursuant to the resolution dated March 8, 2024. This Red Herring Prospectus has been approved pursuant to a resolution passed by the Board on December 10, 2024.

A Pre-IPO Placement was undertaken by our Company, in consultation with the BRLMs, for an amount aggregating to ₹500.00 million. The Pre-IPO Placement has not exceeded 20% of the Fresh Issue. The Pre-IPO Placement was made to Volrando Venture Partners Fund IV Gamma, Shyamsundar B. Asawa, Saurabh Sanjay Agrawal, and Divyam Sanjay Agrawal, at a price of ₹ 484.00 per Equity Shares, decided by our Company, in consultation with the BRLMs. The amount raised from the Pre-IPO Placement aggregating to ₹500.00 million was reduced from the Fresh Issue, subject to the offer complying with Rule 19(2)(B) of the SCRR. Our Company has appropriately intimated the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement has been appropriately made in the relevant sections of this Red Herring Prospectus and will be made in relevant sections of the Prospectus. For details, see “*Risk Factors – In the past, our Company has been subjected to penalty in case of contraventions under the Companies Act, 2013 in connection with the Pre-IPO Placement. If we are subject to penalties in the future or other regulatory actions in relation to the non-compliances, our reputation, business and results of operations could be adversely affected.*” on page 49.

The Promoter Selling Shareholder, has authorised and confirmed its participation in the Offer for Sale in relation to the Offered Shares, as set out below:

Selling Shareholder	Number of Offered Shares	Date of consent letter	Date of corporate authorisation/ board resolution
Ajanma Holdings Private Limited	Up to 10,160,000 Equity Shares aggregating up to ₹[●] million	March 8, 2024	March 6, 2024

### In-principle listing approvals

Our Company has received in-principle approvals from BSE and NSE for the listing of the Equity Shares pursuant to letters each dated July 9, 2024.

### Prohibition by SEBI, the Reserve Bank of India or other governmental authorities

Our Company, our Promoters/ Promoter Selling Shareholder, members of our Promoter Group, our Directors, and/or persons in control of our Company, are not prohibited from accessing or operating the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

Our Directors and Promoters are not directors or promoters of any other company which has been debarred from accessing the capital markets by SEBI.

Our Company, Promoters and Directors have not been declared as Wilful Defaulters or Fraudulent Borrowers by any bank or financial institution or consortium thereof in accordance with the guidelines on Wilful Defaulters or Fraudulent Borrowers issued by the RBI.

Our Promoters or Directors have not been declared as Fugitive Economic Offenders.

### Compliance with the Companies (Significant Beneficial Owners) Rules, 2018

Our Company, our Promoters/ Promoter Selling Shareholder and members of our Promoter Group, are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, as amended, to the extent applicable to each of them in respect of its respective holding in our Company as on the date of this Red Herring Prospectus.

### Directors associated with the securities market

None of our Directors are associated with the securities market in any manner including securities market related business. There are no outstanding action(s) initiated by SEBI against our Directors in the five years preceding the date of this Red Herring Prospectus.

### Eligibility for the Offer

Our Company is eligible for the Offer in accordance with Regulation 6(1) of the SEBI ICDR Regulations as set out under the eligibility criteria calculated in accordance with the Restated Consolidated Financial Information, as indicated below:

- a. Our Company has had net tangible assets of at least ₹30 million, calculated on a restated and consolidated basis, in each of the preceding three full years (of 12 months each) (i.e. Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022), of which not more than 50% are held in monetary assets;
- b. Our Company has an average operating profit of at least ₹150 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;
- c. Our Company has a net worth of at least ₹10 million in each of the preceding three full years (of 12 months each), calculated on a restated and consolidated basis; and
- d. Our Company has not changed its name in the last one year.

Our Company's net tangible assets, monetary assets, monetary assets as a percentage of the net tangible assets, operating profits and net worth, derived from the Restated Consolidated Financial Information included in this Red Herring Prospectus as at, and for the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022, are set forth below:

Particulars	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023	Financial Year ended March 31, 2022
Restated net tangible assets <sup>1</sup>	11,126.50	7,528.96	6,541.98
Restated monetary assets <sup>2</sup>	1,098.46	1,247.14	575.04
Restated monetary assets, as a percentage of net tangible assets, as restated (in %) <sup>3</sup>	9.87%	16.56%	8.79%
Operating profit (on a restated & consolidated basis) <sup>4</sup>	4,272.54	2,481.10	1,678.29
Net worth (on a restated & consolidated basis) <sup>5</sup>	10,758.68	7,091.53	5,993.21

Notes:

1. Net tangible assets mean the sum of all net assets, excluding intangible assets and right of use assets as defined in Indian Accounting Standard (Ind AS) 38, issued by the Institute of Chartered Accountants of India and Right-of- Use assets.
2. Monetary assets means cash in hand, balance with bank in current and deposit account (net of bank deposits not considered as cash and cash equivalent).
3. "Operating Profit" means the profit before finance costs, other income and exceptional items.
4. Net worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation, capital reserve and employee stock option outstanding reserve.

The average Operating Profit, as restated and consolidated for the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022 is ₹2,810.64 million.

The status of compliance of our Company with the conditions as specified under Regulations 5 and 7(1) of the SEBI ICDR Regulations are as follows:

- (i) Our Company, Promoters/ Promoter Selling Shareholder, members of Promoter Group and our Directors are not debarred from accessing the capital markets by SEBI;
- (ii) The companies with which our Directors are associated as a promoter or director are not debarred from accessing the capital markets by SEBI;
- (iii) Neither our Company, nor our Promoters or our Directors are Wilful Defaulters or Fraudulent Borrowers;
- (iv) None of our Promoters or Directors have been declared as a Fugitive Economic Offender;
- (v) There are no outstanding warrants, options or rights to convert debentures, loans or other instruments into, or which would entitle any person any option to receive Equity Shares as on the date of this Red Herring Prospectus;
- (vi) Our Company along with Registrar to the Offer has entered into tripartite agreements dated September 13, 2013 and December 20, 2021 with NSDL and CDSL, respectively, for dematerialisation of the equity shares;
- (vii) The Equity Shares of our Company held by the Promoters are in dematerialised form;
- (viii) All the equity shares are fully paid-up and there are no partly paid-up equity shares as on the date of filing of this Red Herring Prospectus; and
- (ix) There is no requirement for us to make firm arrangements of finance under Regulation 7(1)(e) of the SEBI ICDR Regulations through verifiable means towards 75% of the stated means of finance.

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 shall be unblocked in the respective ASBA Accounts of the Bidders. In case of delay, if any, in unblocking the ASBA Accounts within such timeline as

prescribed under applicable laws, and our Company shall be liable to pay interest on the application money in accordance with applicable laws.

The Promoter Selling Shareholder, specifically confirms that the Equity Shares being offered by it comply with the requirements specified under Regulation 8 of the SEBI ICDR Regulations and accordingly, are eligible for the Offer in accordance with the provisions of the SEBI ICDR Regulations.

#### **DISCLAIMER CLAUSE OF SEBI**

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THIS RED HERRING PROSPECTUS TO SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGERS, INGA VENTURES PRIVATE LIMITED, AXIS CAPITAL LIMITED, HDFC BANK LIMITED AND IDBI CAPITAL MARKETS & SECURITIES LIMITED, HAS CERTIFIED THAT THE DISCLOSURES MADE IN THIS 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 OUR COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS RED HERRING PROSPECTUS AND THE PROMOTER SELLING SHAREHOLDER WILL BE RESPONSIBLE ONLY FOR THE STATEMENTS SPECIFICALLY CONFIRMED OR UNDERTAKEN BY IT IN THIS RED HERRING PROSPECTUS IN RELATION TO ITSELF OR THE OFFERED SHARES, THE BOOK RUNNING LEAD MANAGERS ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT OUR COMPANY AND THE PROMOTER SELLING SHAREHOLDER DISCHARGE THEIR RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGERS HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED MARCH 8, 2024, IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED.**

**THE FILING OF THIS RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT 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 THIS RED HERRING PROSPECTUS.**

All legal requirements pertaining to the Offer have been complied with at the time of filing of this Red Herring Prospectus with the RoC in terms of Section 32 of the Companies Act. All legal requirements pertaining to the Offer will be complied with at the time of filing of the Prospectus with the RoC in terms of Sections 26, 33(1) and 33(2) of the Companies Act.

#### **Disclaimer from our Company, the Directors, the Promoter Selling Shareholder, the Book Running Lead Managers**

Our Company, the Directors, the Promoter Selling Shareholder, the Book Running Lead Managers accept no responsibility for statements made otherwise than in this Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, including our Company's website, [www.transrail.in](http://www.transrail.in), or the respective websites of any affiliate of our Company would be doing so at his or her own risk. The Promoter Selling Shareholder, including their respective directors, investment manager, partners, affiliates, associates and officers, accept or undertake no responsibility for any statements made or undertakings provided in this Red Herring Prospectus other than those specifically undertaken or made or confirmed in relation to itself as the Promoter Selling Shareholder and the Offered Shares.

The Book Running Lead Managers accept no responsibility, save to the limited extent as provided in the Offer Agreement and the Underwriting Agreement to be entered into among the Underwriters, the Promoter Selling Shareholder and our Company.

All information, to the extent required in relation to the Offer, shall be made available by our Company, the Promoter Selling Shareholder (to the extent that the information pertain to itself and the Offered Shares), and the Book Running Lead Managers to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at Bidding Centres or elsewhere.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Promoter Selling Shareholder, Underwriters and their respective investment managers, directors, partners, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not issue, allot, 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 Promoter Selling Shareholder,

Underwriters and their respective investment managers, directors, partners, officers, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

The Book Running Lead Managers and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, the Promoter Selling Shareholder and its investment managers, 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 or become customers to our Company, the Promoter Selling Shareholder and its investment managers, group companies, affiliates or associates or third parties, for which they have received, and may in the future receive, compensation.

Bidders are advised to ensure that any Bid from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law.

### **Disclaimer in respect of jurisdiction**

The Offer is being made in India to persons resident in India (who are competent to contract under the Indian Contract Act, 1872, as amended, including Indian nationals resident in India, HUFs, companies, other corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, Indian Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorised under their respective constitution to hold and invest in equity shares, multilateral and bilateral development financial institutions, state industrial development corporations, insurance companies registered with IRDAI, provident funds (subject to applicable law) and pension funds, National Investment Fund, insurance funds set up and managed by army, navy or air force of Union of India, insurance funds set up and managed by the Department of Posts, GoI, systemically important NBFCs registered with the RBI) and permitted Non-Residents including FPIs and Eligible NRIs, AIFs and other eligible foreign investors, if any, provided that they are eligible under all applicable laws and regulations to purchase the Equity Shares. This Red Herring Prospectus does not constitute an offer to sell or an invitation to subscribe to Equity Shares offered hereby, in any jurisdiction other than in India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Invitations to subscribe to or purchase the Equity Shares in the Offer will be made only pursuant to this Red Herring Prospectus if the recipient is in India or the preliminary offering memorandum for the Offer, which comprises this Red Herring Prospectus and the preliminary international wrap for the Offer, if the recipient is outside India. No person outside India is eligible to bid for Equity Shares in the Offer unless that person has received the preliminary offering memorandum for the Offer, which contains the selling restrictions for the Offer outside India. Any dispute arising out of the Offer will be subject to the jurisdiction of appropriate court(s) in Mumbai, Maharashtra, India, only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that the Draft Red Herring Prospectus had been filed with SEBI for its observations. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Red Herring Prospectus nor any offer or sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company or the Promoter Selling Shareholder since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

### **Eligibility and transfer restrictions**

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in accordance with any applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold outside the United States in 'offshore transactions' as defined in and in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdictions where such offers and sales are made.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Bidders are advised to ensure that any Bid from them does not exceed investment limits or the maximum number of Equity Shares that can be held by them under applicable law. Further, each Bidder where required must agree in the Allotment Advice that such Bidder will not sell or transfer any Equity Shares or any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than in accordance with applicable laws.

### **Disclaimer Clause of BSE**

As required, a copy of the Draft Red Herring Prospectus was submitted to BSE. The disclaimer clause as intimated by BSE to our Company, post scrutiny of the Draft Red Herring Prospectus, is set forth below:

BSE Limited has given vide its letter dated July 09, 2024, 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 NSE**

As required, a copy of the Draft Red Herring Prospectus was submitted to NSE. The disclaimer clause as intimated by NSE to our Company, post scrutiny of the Draft Red Herring Prospectus, is set forth below:

As required, a copy of this Offer Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter Ref.: NSE/LIST/3628 dated July 09, 2024, 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 issued through this Red Herring Prospectus are proposed to be listed on BSE and NSE. Applications will be made to the Stock Exchanges for permission to deal in and for an official quotation of the Equity Shares. BSE will be the Designated Stock Exchange with which the Basis of Allotment will be finalised.

If the permission to deal in and for an official quotation of the Equity Shares is not granted by the Stock Exchanges, our Company shall forthwith repay, without interest, all monies received from the applicants in pursuance of this Red Herring Prospectus in accordance with applicable law. Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading of Equity Shares at the Stock Exchanges are taken within such time prescribed by SEBI. If our Company does not allot Equity Shares pursuant to the Offer within such timeline as prescribed by SEBI, it shall repay without interest all monies received from Bidders, failing which interest shall be due to be paid to the Bidders at the rate of 15% per annum for the delayed period or such other rate prescribed by SEBI.

The Promoter Selling Shareholder undertake to provide such reasonable assistance as may be requested by our Company, to the extent such assistance is required from the Promoter Selling Shareholder in relation to the Offered Shares to facilitate the process of listing and commencement of trading of the Equity Shares on the Stock Exchanges within such time prescribed by SEBI.

#### **Consents**

Consents in writing of (a) the Promoter Selling Shareholder, our Directors, our Company Secretary and Compliance Officer, legal counsels appointed for the Offer, the Book Running Lead Managers, the Bankers to our Company, industry expert, Statutory Auditors, Independent Chartered Accountant, Independent Chartered Engineer and the Registrar to the Offer to act in their respective capacities, have been obtained and such consents have not been withdrawn until the date of this Red Herring Prospectus; and (b) Syndicate Members, Underwriters, Bankers to the Offer (Escrow Collection Bank, Public Offer Bank, Sponsor Banks and Refund Bank) to act in their respective capacities, Monitoring Agency will be obtained, and will be filed along with a copy of this Red Herring Prospectus with the RoC as required under the Companies Act and such consents shall not be withdrawn up to the time of delivery of this Red Herring Prospectus and the Prospectus for filing with the RoC.

## **Experts to the Offer**

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

Our Company has received a written consent dated November 6, 2024, from our Statutory Auditor, namely, Nayan Parikh & Co., Chartered Accountants, to include their name as required under Section 26(5) of the Companies Act read with the SEBI ICDR Regulations, in this Red Herring Prospectus, and as an “expert” as defined under Section 2(38) of the Companies Act to the extent and in their capacity as our Statutory Auditor, and in respect of their (a) their examination report dated September 18, 2024 on the Restated Consolidated Financial Information, and (b) report dated November 6, 2024, on the statement of special tax benefits available to our Company and our Shareholders. Such consent has not been withdrawn as on the date of this Red Herring Prospectus. However, the term “expert” and “consent” shall not be construed to mean an “expert” and “consent” as defined under the U.S. Securities Act.

Our Company has received written consent dated November 6, 2024 from independent chartered accountant to our Company, namely, Maheshwari & Co., Chartered Accountants, holding a valid peer review certificate from the ICAI, to include their name as required under Section 26(5) of the Companies Act read with the SEBI ICDR Regulations in this Red Herring Prospectus and as an ‘expert’ as defined under Section 2(38) of Companies Act in respect of the certificates issued by them in their capacity as an independent chartered accountant to our Company, and such consent has not been withdrawn as on the date of this Red Herring Prospectus.

Our Company has received written consent dated September 24, 2024, from Suvabrata Dasgupta, Chartered Engineer (registration number: M-137099-5), to include their name as required under Section 26(5) of the Companies Act read with the SEBI ICDR Regulations, in this Red Herring Prospectus and as an “expert”, as defined under Section 2(38) of the Companies Act to the extent and in their capacity as an Independent Chartered Engineer (registration number: M-137099-5), in relation to the certificate dated September 24, 2024 certifying, *inter alia*, the details of the installed and production capacity of our manufacturing facilities. Such consent has not been withdrawn as on the date of this Red Herring Prospectus.

Our Company has received a written consent dated November 6, 2024, from the practising company secretary, namely, Mehta & Mehta, Company Secretaries, having the membership number P1996MH007500 to include their name as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations in this Red Herring Prospectus and as an ‘expert’ as defined under Section 2(38) of Companies Act, 2013, in respect of certificates issued by them in their capacity as the independent practising company secretary to our Company, and such consent has not been withdrawn as on the date of this Red Herring Prospectus.

## **Particulars regarding public or rights issues by our Company during the last five years and performance vis-à-vis objects**

Our Company has not made any public or rights issues (as defined under the SEBI ICDR Regulations) during the five years preceding the date of this Red Herring Prospectus.

## **Performance vis-à-vis objects – Last issue of subsidiaries and promoters**

Our Subsidiaries and corporate Promoter have not made any issue in the past.

## **Underwriting commission, brokerage and selling commission paid on previous issues of the Equity Shares**

Since this is the initial public offer of Equity Shares, no sum has been paid or is payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares in the five years preceding the date of this Red Herring Prospectus.

## **Capital issue during the previous three years by listed subsidiaries or associates of our Company**

As on the date of this Red Herring Prospectus, none of the securities of our Subsidiaries are listed on any stock exchanges. Our Company does not have any associates, as on the date of this Red Herring Prospectus.

## **Capital issue during the previous three years by listed group companies of our Company**

Our Group Companies are not listed on any stock exchange, as on the date of this Red Herring Prospectus.

## **Capital issue during the preceding three years by our Company**

Except as disclosed in “*Capital Structure*” on page 82, our Company has not made any capital issues during the three years preceding the date of this Red Herring Prospectus.

**Price information of past issues handled by the Book Running Lead Managers (during the current Financial Year and two Financial Years preceding the current Financial Year)**

**A. Inga Ventures Private Limited**

**1. Price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by Inga Ventures Private Limited:**

Sl. No.	Issuer Name	Issue Size (in ₹ million)	Issue Price (₹)	Listing Date	Opening Price on Listing Date (₹)	+/- % change in closing price*, [+/- % change in closing benchmark]- 30 <sup>th</sup> calendar days from listing	+/- % change in closing price*, [+/- % change in closing benchmark]- 90 <sup>th</sup> calendar days from listing	+/- % change in closing price*, [+/- % change in closing benchmark]- 180 <sup>th</sup> calendar days from listing
1.	Divgi TorqTransfer Systems Limited	4,121.20	590.00	March 14, 2023	600.00	+9.24% [+4.30%]	+36.15% [+8.16%]	+63.55% [+15.02%]
2.	Krystal Integrated Services Limited	3,001.30	715.00	March 21, 2024	795.00	+43.10% [+2.21%]	+1.77% [+6.42%]	+12.61% [+14.24%]

Source: www.bseindia.com

Notes:

- a. S&P BSE SENSEX is considered as the Benchmark Index as the BSE being Designated Stock Exchange.
- b. In case 30th/90th/180th day is not a trading day, closing price of the previous trading day has been considered

**2. Summary statement of price information of past issues handled by Inga Ventures Private Limited**

Financial Year	Total No. of IPO's	Total Funds Raised (in ₹ million)	No. of IPOs trading at discount – 30 <sup>th</sup> calendar days from listing			No. of IPOs trading at premium – 30 <sup>th</sup> calendar days from listing			No. of IPOs trading at discount – 180 <sup>th</sup> calendar days from listing			No. of IPOs trading at premium – 180 <sup>th</sup> calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2023-24	1	3,001.30	-	-	-	-	1	-	-	-	-	-	-	1
2022-23	1	4,121.20	-	-	-	-	-	1	-	-	-	1	-	-
2021-22	-	-	-	-	-	-	-	-	-	-	-	-	-	-

**B. Axis Capital Limited**

**1. Price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by Axis Capital Limited:**

Sl. No.	Issuer Name	Issue Size (in ₹ million)	Issue Price (₹)	Listing Date	Opening Price on Listing Date (₹)	+/- % change in closing price*, [+/- % change in closing benchmark]- 30 <sup>th</sup> calendar days from listing	+/- % change in closing price*, [+/- % change in closing benchmark]- 90 <sup>th</sup> calendar days from listing	+/- % change in closing price*, [+/- % change in closing benchmark]- 180 <sup>th</sup> calendar days from listing
1.	Zinka Logistics Solutions Limited <sup>(1)</sup>	11,147.22	273.00	November 22, 24	280.90	-	-	-
2.	Niva Bupa Health Insurance Company Limited <sup>(2)</sup>	22,000.00	74.00	November 14, 24	78.14	-	-	-
3.	Waaree Energies Limited <sup>(2)</sup>	43,214.40	1,503.00	October 28, 2024	2,500.00	+68.05%, [-0.59%]	-	-
4.	Northern Arc Capital Limited <sup>&amp;(2)</sup>	7,770.00	263.00	September 24, 2024	350.00	-7.15%, [-5.80%]	-	-

Sl. No.	Issuer Name	Issue Size (in ₹ million)	Issue Price (₹)	Listing Date	Opening Price on Listing Date (₹)	+/- % change in closing price*, [+/- % change in closing benchmark]- 30 <sup>th</sup> calendar days from listing	+/- % change in closing price*, [+/- % change in closing benchmark]- 90 <sup>th</sup> calendar days from listing	+/- % change in closing price*, [+/- % change in closing benchmark]- 180 <sup>th</sup> calendar days from listing
5.	Bajaj Housing Finance Limited <sup>(2)</sup>	65,600.00	70.00	September 16, 2024	150.00	+99.86%, [-1.29%]	-	-
6.	Bazaar Style Retail Limited <sup>\$(1)</sup>	8,346.75	389.00	September 6, 2024	389.00	-1.32%, [+0.62%]	-16.11%, [-0.28%]	-
7.	Interarch Building Products Limited <sup>!(2)</sup>	6,002.87	900.00	August 26, 2024	1,299.00	+41.04%, [+3.72%]	+59.33%, [-4.41%]	-
8.	Ola Electric Mobility Limited <sup>#(2)</sup>	61,455.59	76.00	August 9, 2024	91.20	+44.17%, [+1.99%]	-2.11%, [+0.48%]	-
9.	Akums Drugs and Pharmaceuticals Limited <sup>@(2)</sup>	18,567.37	679.00	August 6, 2024	725.00	+32.10%, [+5.03%]	+23.99%, [+0.89%]	-
10.	Emcure Pharmaceuticals Limited <sup>^(2)</sup>	19,520.27	1,008.00	July 10, 2024	1,325.05	+27.94%, [-0.85%]	+32.08%, [+1.94%]	-

Source: www.nseindia.com and www.bseindia.com

<sup>(1)</sup>BSE as Designated Stock Exchange

<sup>(2)</sup>NSE as Designated Stock Exchange

% Offer Price was ₹ 248.00 per equity share to Eligible Employees

& Offer Price was ₹ 239.00 per equity share to Eligible Employees

<sup>\$</sup> Offer Price was ₹ 354.00 per equity share to Eligible Employees

<sup>!</sup> Offer Price was ₹ 815.00 per equity share to Eligible Employees

<sup>#</sup> Offer Price was ₹ 69.00 per equity share to Eligible Employees

<sup>@</sup> Offer Price was ₹ 615.00 per equity share to Eligible Employees

<sup>^</sup> Offer Price was ₹ 918.00 per equity share to Eligible Employees

Notes:

- a. Issue Size derived from Prospectus/final post issue reports, as available.
- b. The CNX NIFTY or S&P BSE SENSEX is considered as the Benchmark Index as per the Designated Stock Exchange disclosed by the respective Issuer at the time of the issue, as applicable.
- c. Price on NSE or BSE is considered for all of the above calculations as per the Designated Stock Exchange disclosed by the respective Issuer at the time of the issue, as applicable.
- d. In case 30th/90th/180th day is not a trading day, closing price of the previous trading day has been considered.
- e. Since 30 calendar days, 90 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not available.

## 2. Summary statement of price information of past issues handled by Axis Capital Limited

Financial Year	Total No. of IPO's	Total Funds Raised (in ₹ million)	No. of IPOs trading at discount – 30 <sup>th</sup> calendar days from listing			No. of IPOs trading at premium – 30 <sup>th</sup> calendar days from listing			No. of IPOs trading at discount – 180 <sup>th</sup> calendar days from listing			No. of IPOs trading at premium – 180 <sup>th</sup> calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2024-2025*	16	366,789.53	-	-	2	6	5	1	-	-	-	3	-	1
2023-2024	18	218,638.22	-	-	4	2	6	6	-	-	-	3	7	4
2022-2023	11	279,285.39	-	1	6	-	2	2	-	2	5	-	3	1

\*The information is as on the date of the document

The information for each of the financial years is based on issues listed during such financial year.

Note: Since 30 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not available.

**C. HDFC Bank Limited**

1. Price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by HDFC Bank Limited:

Sl. No.	Issuer Name	Issue Size (in ₹ million) <sup>#</sup>	Issue Price (₹)	Listing Date	Opening Price on Listing Date (₹)	+/- % change in closing price*, [+/- % change in closing benchmark]- 30 <sup>th</sup> calendar days from listing	+/- % change in closing price*, [+/- % change in closing benchmark]- 90 <sup>th</sup> calendar days from listing	+/- % change in closing price*, [+/- % change in closing benchmark]- 180 <sup>th</sup> calendar days from listing
1.	NTPC Green Energy Limited	1,00,000.00	108	November 27, 2024	111.50	NA*	NA*	NA*
2.	Niva Bupa Health Insurance Company Limited	22,000.00	74	November 14, 2024	78.14	NA*	NA*	NA*
3.	Go Digit General Insurance Limited	26,146.46	272	May 23, 2024	286.00	22.83% [2.32%]	30.79% [7.54%]	16.25% [2.12%]
4.	IRM Energy Limited	5,443.63	505	October 26, 2023	477.25	-7.20% [4.49%]	-0.25% [12.63%]	19.69% [18.45%]
5.	Sai Silks (Kalamandir) Limited	12,009.98	222	September 27, 2023	230.10	8.09% [-4.49%]	25.09% [7.54%]	-12.30% [10.15%]
6.	Aether Industries Limited	8,080.44	642	June 03, 2022	706.15	+21.00% [-5.13%]	+34.54% [+6.76%]	+40.15% [+12.40%]

#As per prospectus.

Source: [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com)

Notes:

1. Designated stock exchange of the respective issuer has been considered for the pricing information
2. 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 as listing date plus 179 calendar days
3. In case of reporting dates falling on a trading holiday, values for immediately previous trading day have been considered
4. In IRM Energy Limited, the Issue price to eligible employees was ₹457 after a discount of ₹48 per equity share
5. In NTPC Green Energy Limited, the issue price to eligible employees was ₹103 after a discount of ₹5 per equity share

2. Summary statement of price information of past issues handled by HDFC Bank Limited

Financial Year	Total No. of IPO's	Total Funds Raised (in ₹ million) <sup>#</sup>	No. of IPOs trading at discount – 30 <sup>th</sup> calendar days from listing			No. of IPOs trading at premium – 30 <sup>th</sup> calendar days from listing			No. of IPOs trading at discount – 180 <sup>th</sup> calendar days from listing			No. of IPOs trading at premium – 180 <sup>th</sup> calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2024-25*	3	1,48,146.46	-	-	-	-	-	1	-	-	-	-	-	1
2023-24	2	17,453.61	-	-	1	-	-	1	-	-	1	-	-	1
2022 – 23	1	8,080.44	-	-	-	-	-	1	-	-	-	-	-	1

#As per Prospectus.

Notes:

1. The information is as on the date of this Red Herring Prospectus
2. The information for each of the financial years is based on offers listed during such financial year.

D. **IDBI Capital Markets & Securities Limited**

1. Price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by IDBI Capital Markets & Securities Limited:

Sl. No.	Issuer Name	Issue Size (in ₹ million)	Issue Price (₹)	Listing Date	Opening Price on Listing Date (₹)	+/- % change in closing price*, [+/- % change in closing benchmark]- 30 <sup>th</sup> calendar days from listing	+/- % change in closing price*, [+/- % change in closing benchmark]- 90 <sup>th</sup> calendar days from listing	+/- % change in closing price*, [+/- % change in closing benchmark]- 180 <sup>th</sup> calendar days from listing
1.	Indian Renewable Energy Development Agency Limited^	21,502.12	32.00	November 29, 2023	50.00	+204.06% [+8.37%]	+373.44% [+10.08%].	+479.84 [+14.23%]
2.	Green Energy Services Limited^^	7,400.00	65.00	November 23, 2022	60.50	-30.77% [-1.11%]	-32.77% [-1.33%]	-26.85% [0.36%]
3.	NTPC Green Energy Limited\$	1,00,000.00	108.00	November 27, 2024	111.50	NA	NA	NA

Source: [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com)

<sup>^</sup> NSE as designated stock exchange

<sup>^^</sup> BSE as designated stock exchange

\$ Discount of Rs. 5.00 per equity share offered to eligible employees. All calculations are based on Issue Price of Rs. 108.00 per equity share.

Notes:

a. Data is sourced either from [www.nseindia.com](http://www.nseindia.com) or [www.bseindia.com](http://www.bseindia.com), as per the designated stock exchange disclosed by the respective issuer company

b. Wherever 30th/ 90th/ 180th calendar day from listing day is a holiday, the closing data of the previous trading day has been considered.

c. Similarly, benchmark index considered is "NIFTY 50" where NSE is the designated stock exchange and "S&P BSE SENSEX" where BSE is the designated stock exchange, as disclosed by the respective issuer company.

2. Summary statement of price information of past issues handled by IDBI Capital Markets & Securities Limited

Financial Year	Total No. of IPO's	Total Funds Raised (in ₹ million) <sup>#</sup>	No. of IPOs trading at discount – 30 <sup>th</sup> calendar days from listing			No. of IPOs trading at premium – 30 <sup>th</sup> calendar days from listing			No. of IPOs trading at discount – 180 <sup>th</sup> calendar days from listing			No. of IPOs trading at premium – 180 <sup>th</sup> calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2024-25	1	1,00,000.00	-	-	-	-	-	-	-	-	-	-	-	-
2023-24	1	21,502.12	-	-	-	1	-	-	-	-	-	1	-	-
2022-23	1	7,400.00	-	1	-	-	-	-	-	1	-	-	-	-

#As per Prospectus.

\* The information is as on the date of this Red Herring Prospectus.

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 bearing number CIR/MIRSD/1/2012 dated January 10, 2012 issued by SEBI, please see the websites of the Book Running Lead Managers, as provided in the table below:

S. No.	Name of the Book Running Lead Managers	Website
1.	Inga Ventures Private Limited	<a href="http://www.ingaventures.com">www.ingaventures.com</a>
2.	Axis Capital Limited	<a href="http://www.axiscapital.co.in">www.axiscapital.co.in</a>
3.	HDFC Bank Limited	<a href="http://www.hdfcbank.com">www.hdfcbank.com</a>
4.	IDBI Capital Markets & Securities Limited	<a href="http://www.idbicapital.com">www.idbicapital.com</a>

## Stock Market Data of Equity Shares

This being an initial public issue of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange as on the date of this Red Herring Prospectus and accordingly, no stock market data is available for the Equity Shares.

## Redressal and disposal of investor grievances by our Company

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 to enable the Bidders to approach the Registrar to the Offer for redressal of their grievances. The Registrar to the Offer shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders.

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

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

In case of any delay in unblocking of amounts in the ASBA Accounts exceeding three 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 three Working Days from the Bid / Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The Book Running Lead Managers shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

In terms of SEBI ICDR Master Circular, SEBI has identified the need to put in place measures, in order to manage and handle investor issues arising out of the UPI Mechanism, *inter alia*, in relation to delay in receipt of mandates by Bidders for blocking of funds due to systemic issues faced by Designated Intermediaries/SCSBs and failure to unblock funds in cases of partial allotment/non allotment within prescribed timelines and procedures.

In terms of SEBI ICDR Master Circular and subject to applicable law, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days. The following compensation mechanism has become applicable for investor grievances in relation to Bids made through the UPI Mechanism, for which the relevant SCSBs shall be liable to compensate the investor:

Scenario	Compensation amount	Compensation period
Delayed unblock for cancelled / withdrawn / deleted applications	₹100 per day or 15% per annum of the Bid Amount, whichever is higher	From the date on which the request for cancellation / withdrawal / deletion is placed on the bidding platform of the Stock Exchanges till the date of actual unblock
Blocking of multiple amounts for the same Bid made through the UPI Mechanism	1. Instantly revoke the blocked funds other than the original application amount and 2. ₹100 per day or 15% per annum of the total cumulative blocked amount except the original Bid Amount, whichever is higher	From the date on which multiple amounts were blocked till the date of actual unblock
Blocking more amount than the Bid Amount	1. Instantly revoke the difference amount, i.e., the blocked amount less the Bid Amount and	From the date on which the funds to the excess of the Bid Amount were blocked till the date of actual unblock

<b>Scenario</b>	<b>Compensation amount</b>	<b>Compensation period</b>
	2. ₹100 per day or 15% per annum of the difference amount, whichever is higher	
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 finalization of the Basis of Allotment till the date of actual unblock

Further, in the event there are any delays in resolving the investor grievance beyond the date of receipt of the complaint from the investor, for each day delayed, the post- Offer BRLM shall be liable to compensate the investor ₹ 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. Further, in accordance with circulars prescribed by SEBI, from time to time, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the Book Running Lead Managers, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

In terms of the SEBI ICDR Master Circular, 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.

For helpline details of the Book Running Lead Managers pursuant to the SEBI/HO/CFD/DIL-2/OW/P/2021/2481/1/M dated March 16, 2021, see “*General Information – Book Running Lead Managers*” on page 75.

The Registrar to the Offer shall obtain the required information from the SCSBs and Sponsor Banks for addressing any clarifications or grievances of ASBA Bidders. Our Company, the Book Running Lead Managers and the Registrar to the Offer accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under the SEBI ICDR Regulations. Bidders can contact our Company Secretary and Compliance officer or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations and non-receipt of funds by electronic mode.

Our Company has appointed Gandhali Upadhye, Company Secretary and Compliance Officer who may be contacted in case of any pre-Offer or post-Offer related grievances. For details, see “*General Information*” on page 74.

### **Disposal of investor grievances by our Company**

Our Company as on the date of this Red Herring Prospectus, has obtained authentication on the SCORES in terms of the SEBI circular bearing number SEBI/HO/OIAE/IGRD/CIR/P/2023/156 dated September 20, 2023 in relation to redressal of investor grievances through SCORES.

Our Company estimates that the average time required by our Company or the Registrar to the Offer or the relevant Designated Intermediary, for the redressal of routine investor grievances shall be 7 (seven) days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints within 30 days of receipt of complaint or upon receipt of satisfactory documents.

Our Company has not received any investor complaint during the three years preceding the date of this Red Herring Prospectus. No investor complaint in relation to our Company is pending as on the date of this Red Herring Prospectus. Further, none of our Group Companies are listed.

Our Company has constituted a Stakeholders’ Relationship Committee comprising Srikant Chaturvedi as chairman, Randeep Narang, Ravita Nirmal Punwani and Gandhali Upadhye, as its members which is responsible for redressal of grievances of security holders of our Company. For further details on the Stakeholders’ Relationship Committee see “*Our Management – Committees of the Board – Stakeholders’ Relationship Committee*” on page 251.

### **Other confirmations**

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

### **Exemption from complying with any provisions of the SEBI ICDR Regulations**

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

## **SECTION VII: OFFER INFORMATION**

### **TERMS OF THE OFFER**

The Equity Shares being offered and allotted and transferred pursuant to this Offer shall be subject to the provisions of the Companies Act, SEBI ICDR Regulations, SEBI Listing Regulations, SCRA, SCRR, our Memorandum of Association and Articles of Association, the terms of this Red Herring Prospectus, the Prospectus, the Abridged Prospectus, the Bid cum Application Form, the Revision Form, the CAN or Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advices and other documents or certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to laws, as applicable, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchanges, the RBI, the RoC and/or other authorities, as in force on the date of the Offer and to the extent applicable or such other conditions as may be prescribed by SEBI, the RBI, the Government of India, the Stock Exchanges, the RoC and/or any other authorities while granting their approval for the Offer.

#### **The Offer**

The Offer comprises of a Fresh Issue and an Offer for Sale by the Promoter Selling Shareholder. Expenses for the Offer shall be shared amongst our Company and the Promoter Selling Shareholder in the manner specified in “*Objects of the Offer –Offer related expenses*”, on page 111.

#### **Ranking of Equity Shares**

The Equity Shares being offered/Allotted and transferred pursuant to the Offer shall be subject to the provisions of the Companies Act, the SEBI ICDR Regulations, SEBI Listing Regulations, SCRA, SCRR, our Memorandum of Association and Articles of Association and shall rank *pari passu* in all respects with the existing Equity Shares including in respect of the right to receive dividend, voting and other corporate benefits. For further details, see “*Main Provisions of Articles of Association*” on page 419.

#### **Mode of Payment of Dividend**

Our Company shall pay dividends, if declared, to our Shareholders in accordance with the provisions of the Companies Act, our Articles of Association and provisions of the SEBI Listing Regulations and any other guidelines or directions which may be issued by the Government in this regard. Dividends, if any, declared by our Company after the date of Allotment (pursuant to the transfer of Equity Shares from the Offer for Sale), will be payable to the Bidders who have been Allotted Equity Shares in the Offer, for the entire year, in accordance with applicable laws. For further details in relation to dividends, see “*Dividend Policy*” and “*Main Provisions of Articles of Association*” on pages 268 and 419, respectively.

#### **Face Value, Offer Price and Price Band**

The face value of each Equity Share is ₹2 and the Offer Price is ₹[●] per Equity Share. The Floor Price is ₹[●] per Equity Share and at the Cap Price is ₹[●] per Equity Share, being the Price Band. The Anchor Investor Offer Price is ₹[●] per Equity Share.

The Price Band and the minimum Bid Lot will be decided by our Company, in consultation with the Book Running Lead Managers, and advertised in all editions of the English national daily newspaper, Financial Express, all editions of the Hindi national daily newspaper, Jansatta and all editions of the Marathi daily newspaper Navshakti (Marathi being the regional language of Maharashtra, where our Registered Office is located) each with wide circulation, at least two Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading the same on their websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available on the websites of the Stock Exchanges. The Offer Price and discount (if any) shall be determined by our Company, in consultation with the Book Running Lead Managers, after the Bid/Offer Closing Date.

At any given point of time there shall be only one denomination of Equity Shares.

#### **Compliance with disclosure and accounting norms**

Our Company shall comply with all applicable disclosure and accounting norms as specified by SEBI from time to time.

#### **Rights of the Shareholders**

Subject to applicable laws, rules, regulations and guidelines and our Articles of Association, our Shareholders shall have the following rights:

- Right to receive dividends, if declared;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;

- Right to vote on a poll either in person or by proxy and “e-voting”, in accordance with the provisions of the Companies Act;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
- Right of free transferability of Equity Shares, subject to applicable laws, rules and regulations; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, the SEBI Listing Regulations and our Articles of Association.

For a detailed description of the main provisions of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission, consolidation or sub-division, see “*Main Provisions of Articles of Association*” on page 419.

### **Allotment of Equity Shares in Dematerialised Form**

Pursuant to Section 29 of the Companies Act and the SEBI ICDR Regulations, the Equity Shares shall be Allotted only in dematerialised form. As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, two agreements have been signed amongst our Company, the respective Depositories and the Registrar to the Offer:

- Tripartite agreement dated December 20, 2021, amongst our Company, CDSL and Registrar to the Offer.
- Tripartite agreement dated September 13, 2013, between our Company, NSDL and Registrar to the Offer.

### **Market Lot and Trading Lot**

Since trading of the Equity Shares is in dematerialised form, the tradable lot is one Equity Share. Allotment in the Offer will be only in electronic form in multiples of one Equity Share subject to a minimum Allotment of [●] Equity Shares. For further details, see “*Offer Procedure*” on page 401.

### **Jurisdiction**

The courts of Mumbai, Maharashtra, India will have exclusive jurisdiction in relation to this Offer.

### **Joint Holders**

Subject to the provisions contained in our Articles of Association, where two or more persons are registered as the holders of the Equity Shares, they shall be entitled to hold the same as joint tenants with benefits of survivorship.

### **Nomination facility to Bidders**

In accordance with Section 72 of the Companies Act read with the Companies (Share Capital and Debentures) Rules, 2014, as amended, the sole Bidder, or the first Bidder along with other joint Bidders, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest. 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 buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or to the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act shall upon the production of such evidence as may be required by our Board, elect either:

- a) to register himself or herself as the holder of the Equity Shares; or
- b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, our Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, our Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Offer will be made only in dematerialised mode there is no need to make a separate nomination with our Company. Nominations registered with respective Depository Participant of the Bidder would prevail. If the Bidder wants to change their nomination, they are requested to inform their respective Depository Participant.

### **Option to receive Equity Shares in Dematerialized Form**

Allotment of Equity Shares to successful Bidders will only be in the dematerialized form. Bidders will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only in the dematerialized segment of the Stock Exchanges.

### **Withdrawal of the Offer**

The Offer shall be withdrawn in the event that 90% of the Fresh Issue portion of the Offer is not subscribed. Our Company and the Promoter Selling Shareholder, in consultation with the Book Running Lead Managers, reserve the right not to proceed with the Offer for Sale, in whole or in part thereof, after the Bid/Offer Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Offer advertisements were published, within two days of the Bid/Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer. The Book Running Lead Managers through the Registrar to the Offer, shall notify the SCSBs and the Sponsor Banks, in case of the UPI Bidders using the UPI Mechanism, to unblock the bank accounts of the ASBA Bidders and shall notify the Escrow Collection Bank to release the Bid Amounts to the Anchor Investors, within one Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchanges on which Equity Shares are proposed to be listed. The notice of the withdrawal will be issued in the same newspapers where the pre-Offer advertisements have appeared.

Notwithstanding the foregoing, the Offer is also subject to (i) obtaining the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment, and (ii) filing of the prospectus with ROC. If our Company, in consultation with the Book Running Lead Managers, withdraw the Offer after the Bid/Offer Closing Date and thereafter determine that they will proceed with a public offering of the Equity Shares, our Company shall file a fresh draft red herring prospectus with SEBI and the Stock Exchanges.

### **Bid/Offer programme**

An indicative timetable in respect of the Offer is set out below:

Event	Indicative Date
<b>BID/OFFER OPENS ON</b>	Thursday, December 19, 2024 <sup>(1)</sup>
<b>BID/OFFER CLOSES ON</b>	Monday, December 23, 2024 <sup>(2)</sup>
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about Tuesday, December 24, 2024
Initiation of refunds (if any, for Anchor Investors)/unblocking of funds from ASBA Account*	On or about Thursday, December 26, 2024
Allotment of Equity Shares/ Credit of Equity Shares to demat accounts of Allotees	On or about Thursday, December 26, 2024
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about Friday, December 27, 2024

1. *Our Company shall, in consultation with the Book Running Lead Managers, consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid/Offer Opening Date in accordance with the SEBI ICDR Regulations, i.e., Wednesday, December 18, 2024.*

2. *UPI mandate end time and date shall be at 5.00 p.m. on Bid/Offer Closing Date.*

\* *In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated in accordance with applicable law. Further, investors shall be entitled to compensation in the manner specified in the SEBI ICDR Master Circular, which for the avoidance of doubt, shall be deemed to be incorporated in the agreements to be entered into between our Company with the relevant intermediaries, to the extent applicable, in case of delays in resolving investor grievances in relation to blocking/unblocking of funds. Further, in terms of circulars prescribed by SEBI from time to time, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the Book Running Lead Managers, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.*

**The above timetable is indicative and does not constitute any obligation or liability on our Company or the Promoter Selling Shareholder or the Book Running Lead Managers.**

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 such time as may be prescribed by SEBI, the timetable may be subject to change due to various factors, such as extension of the Bid/Offer Period by our Company, in consultation with the Book Running Lead Managers, revision of the Price Band or 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. The Promoter Selling Shareholder confirms that they shall extend reasonable co-operation, in relation to the Offered Shares, as requested by our Company and/or the Book Running Lead Managers, for the timely completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges within such time as may be prescribed by SEBI.

In terms of the UPI Circulars, in relation to the Offer, the Book Running Lead Managers will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within such time from the Bid/Offer Closing Date as may be prescribed by SEBI, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding three Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated for the entire duration of delay exceeding three Working Days from the Bid/Offer Closing Date by the intermediary responsible for causing such delay in unblocking, in the manner specified in the UPI Circulars, to the extent applicable, which for the avoidance of doubt, shall be deemed to be incorporated herein. The Book Running Lead Managers shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

**Any circulars or notifications from SEBI after the date of this Red Herring Prospectus may result in changes to the abovementioned 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):

<b>Bid/Offer Period (except the Bid/Offer Closing Date)</b>	
Submission and Revision in Bids	Only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time) ("IST")
<b>Bid/Offer Closing Date*</b>	
Submission of Electronic Applications (Online ASBA through 3-in-1 accounts) – For RIBs and Eligible Employees Bidding in the Employee Reservation Portion other than QIBs and NIIs	Only between 10.00 a.m. and up to 5.00 p.m. IST
Submission of Electronic Applications (Bank ASBA through Online channels like Internet Banking, Mobile Banking and Syndicate UPI ASBA applications where Bid Amount is up to ₹0.50 million)	Only between 10.00 a.m. and up to 4.00 p.m. IST
Submission of Electronic Applications (Syndicate Non-Retail, Non-Individual Applications)	Only between 10.00 a.m. and up to 3.00 p.m. IST
Submission of Physical Applications (Bank ASBA)	Only between 10.00 a.m. and up to 1.00 p.m. IST
Submission of Physical Applications (Syndicate Non-Retail, Non-Individual Applications where Bid Amount is more than ₹0.50 million)	Only between 10.00 a.m. and up to 12.00 p.m. IST
<b>Modification/ Revision/cancellation of Bids</b>	
Upward Revision of Bids by QIBs and Non-Institutional Bidders categories <sup>#</sup>	Only between 10.00 a.m. and up to 5.00 p.m. IST on Bid/ Offer Closing Date
Upward or downward Revision of Bids or cancellation of Bids by RIBs and Eligible Employees Bidding in the Employee Reservation Portion	Only between 10.00 a.m. and up to 5.00 p.m. IST

\* UPI mandate end time and date shall be at 5.00 pm on Bid/Offer Closing Date.

# QIBs and Non-Institutional Bidders can neither revise their bids downwards nor cancel/withdraw their bids.

#### On the Bid/Offer Closing Date, the Bids shall be uploaded until:

- (i) 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and
- (ii) until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by RIBs and Eligible Employees.

On Bid/Offer Closing Date, extension of time will be granted by Stock Exchanges only for uploading Bids received by RIBs and Eligible Employees after taking into account the total number of Bids received and as reported by the Book Running Lead Managers to the Stock Exchanges.

**The Registrar to the Offer shall submit the details of cancelled/withdrawn/deleted applications to the SCSB's on a daily basis within 60 minutes of the Bid closure time from the Bid/Offer Opening Date until the Bid/ Offer Closing Date by obtaining the same from the Stock Exchanges. The SCSB's shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the Book Running Lead Managers and the Registrar to the Offer on a daily basis as per the format prescribed in the SEBI ICDR Master Circular.**

To avoid duplication, the facility of re-initiation provided to Syndicate Members was allowed only once per bid/batch and as deemed fit by the Stock Exchanges, after closure of the time for uploading Bids.

**It is clarified that Bids shall be processed only after the application monies are blocked in the ASBA Account and Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.**

In case of any discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid cum Application Form, for a particular Bidder, the details as per the Bid file received from the Stock Exchanges shall be taken as the final data for the purpose of Allotment.

Due to limitation of the time available for uploading the Bids on the Bid/Offer Closing Date, the Bidders are advised to submit their Bids one day prior to the Bid/Offer Closing Date and, in any case, no later than 1.00 p.m. (Indian Standard Time) on the Bid/ Offer Closing Date. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/ Offer Closing

Date, as is typically experienced in public offerings in India, it may lead to some Bids not being uploaded due to lack of sufficient time to upload. Such Bids that cannot be uploaded on the electronic bidding system will not be considered for allocation under this Offer. Bids and any revision in Bids will only be accepted on Working Days. Investors may please note that as per letter no. List/SMD/SM/2006 dated July 3, 2006 and letter no. NSE/IPO/25101- 6 dated July 6, 2006 issued by BSE and NSE respectively, Bids and any revision in Bids shall not be accepted on Saturdays and public holidays as declared by the Stock Exchanges. Bids by ASBA Bidders shall be uploaded by the relevant Designated Intermediary in the electronic system to be provided by the Stock Exchanges.

Our Company, in consultation with the Book Running Lead Managers, reserves the right to revise the Price Band during the Bid/Offer Period in accordance with the SEBI ICDR Regulations. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly, but the Floor Price shall not be less than the Face Value of the Equity Shares. In all circumstances, the Cap Price shall be less than or equal to 120% of the Floor Price provided that the Cap Price shall be at least 105% of the Floor Price.

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

#### **Minimum Subscription**

In the event if our Company does not receive the minimum subscription in the Offer as specified under the terms of Rule 19(2)(b) of the SCRR, including through the devolvement of Underwriters, in accordance with the applicable laws, after the Bid/Offer Closing Date, or if the level of subscription falls below the threshold specified above on account of withdrawal of applications or after technical rejections or for any other reason whatsoever; or if the listing or trading permission are not obtained from the Stock Exchanges for the Equity Shares so offered under this Red Herring Prospectus, our Company and the Promoter Selling Shareholder, to the extent applicable, shall forthwith refund the entire subscription amount received. If there is a delay in refunding the amount beyond four days, our Company shall pay interest at the rate of 15% per annum in accordance with the UPI Circulars. The Promoter Selling Shareholder shall reimburse, to the extent of the Equity Shares offered by the Promoter Selling Shareholder in the Offer, any expenses and interest incurred by our Company on behalf of the Promoter Selling Shareholder for any delays in making refunds as required under the Companies Act, the UPI Circulars and any other applicable law, provided that the Promoter Selling Shareholder shall not be responsible or liable for payment of such expenses or interest if such delay is not attributable to an act or omission of the Promoter Selling Shareholder in relation to the Offered Shares.

In the event of under-subscription 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 will be made in the first instance towards subscription for 90% of the Fresh Issue. If there remain any balance valid Bids in the Offer, the Allotment for the balance valid Bids will be made towards the sale of the Offered Shares and only thereafter, towards the balance Fresh Issue. For avoidance of doubt, the balance Equity Shares of the Fresh Issue (i.e., 10% of the Fresh Issue) will be offered only once the entire portion of the Offered Shares are Allotted in the Offer.

Under subscription, if any, in any category except the QIB portion, would be met with spill-over from the other categories at the discretion of our Company, in consultation with the Book Running Lead Managers, and the Designated Stock Exchange.

Further, our Company shall ensure that the number of prospective Allotees to whom the Equity Shares will be Allotted shall not be less than 1,000 in compliance with Regulation 49(1) of the SEBI ICDR Regulations failing which the entire application money shall be unblocked in the respective ASBA Accounts of the Bidders. In case of delay, if any, in unblocking the ASBA Accounts within such timeline as prescribed under applicable laws, our Company shall be liable to pay interest on the application money in accordance with applicable laws.

#### **Arrangements for Disposal of Odd Lots**

Since the Equity Shares will be traded in dematerialised form only, and the market lot for our Equity Shares will be one Equity Share, no arrangements for disposal of odd lots are required.

#### **New Financial Instruments**

Our Company is not issuing any new financial instruments through this Offer.

### **Restrictions, if any on Transfer and Transmission of Equity Shares**

Except for the lock-in of the pre-Offer Equity Share capital of our Company, lock-in of the Promoter's minimum contribution and the Anchor Investor lock-in as provided in "*Capital Structure*" on page 82 and except as provided in the Articles of Association, there are no restrictions on transfer or transmission of Equity Shares. For details see "*Main Provisions of Articles of Association*" on page 419.

## OFFER STRUCTURE

The Offer is of up to [●] Equity Shares for cash at a price of ₹[●] each, aggregating up to ₹[●] million, comprising a Fresh Issue of up to [●] Equity Shares aggregating up to ₹4,000.00 million and an Offer for Sale of up to 10,160,000 Equity Shares aggregating up to ₹[●] million by the Promoter Selling Shareholder.

A Pre-IPO Placement was undertaken by our Company, in consultation with the BRLMs, for an amount aggregating to ₹500.00 million. The Pre-IPO Placement has not exceeded 20% of the Fresh Issue. The Pre-IPO Placement was made to Volrando Venture Partners Fund IV Gamma, Shyamsundar B. Asawa, Saurabh Sanjay Agrawal, and Divyam Sanjay Agrawal, at a price of ₹ 484.00 per Equity Share, decided by our Company, in consultation with the BRLMs. The amount raised from the Pre-IPO Placement aggregating to ₹500.00 million was reduced from the Fresh Issue, subject to the offer complying with Rule 19(2)(B) of the SCRR. Our Company has appropriately intimated the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement has been appropriately made in the relevant sections of this Red Herring Prospectus and will be made in relevant sections of the Prospectus. For details, see "*Risk Factors – In the past, our Company has been subjected to penalty in case of contraventions under the Companies Act, 2013 in connection with the Pre-IPO Placement. If we are subject to penalties in the future or other regulatory actions in relation to the non-compliances, our reputation, business and results of operations could be adversely affected.*" on page 49.

The Offer comprises of the Net Offer of up to [●] Equity Shares and Employee Reservation Portion of up to [●] Equity Shares aggregating up to ₹[●] million. The Employee Reservation Portion shall not exceed [●]% of our post-Offer paid-up Equity Share capital. The Offer and the Net Offer shall constitute [●]% and [●]%, respectively of the post-Offer paid-up Equity Share capital of our Company.

The Offer is being made through the Book Building Process in compliance with Regulation 6(1) and 31 of the SEBI ICDR Regulations.

Particulars	QIBs <sup>(1)</sup>	Non-Institutional Bidders	Retail Individual Bidders	Eligible Employees <sup>#</sup>
Number of Equity Shares available for Allotment/ allocation *(2)	Not more than [●] Equity Shares	Not less than [●] Equity Shares available for allocation or the Net Offer less allocation to QIB Bidders and RIBs	Not less than [●] Equity Shares available for allocation or the Net Offer less allocation to QIB Bidders and Non-Institutional Bidders	Up to [●] Equity Shares
Percentage of Offer Size available for Allotment/ allocation	Not more than 50% of the Net Offer shall be Allotted to QIBs. However, up to 5% of the Net QIB Portion (excluding Anchor Investor Portion) will be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining Net QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be available for allocation to QIBs in the remaining Net QIB Portion.	Not less than 15% of the Net Offer less allocation to QIB Bidders and RIBs will be available for allocation subject to the following:  Further, one-third of the Non-Institutional Portion will be made available for allocation to Bidders with a Bid size of more than ₹0.20 million and up to ₹1.00 million and two-thirds of the Non-Institutional Portion will be available for allocation to Bidders with a Bid size of more than ₹1.00 million and under-subscription in either of these two subcategories of the Non-Institutional Portion may be allocated to Bidders in the other subcategory of the Non-Institutional Portion in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price	Not less than 35% of the Net Offer or Net Offer less allocation to QIBs and Non-Institutional Bidders will be available for allocation	Up to [●]% of the Offer Size

Particulars	QIBs <sup>(1)</sup>	Non-Institutional Bidders	Retail Individual Bidders	Eligible Employees <sup>#</sup>
Basis of Allotment/allocation if respective category is oversubscribed*	<p>Proportionate as follows (excluding the Anchor Investor Portion):</p> <p>a) [●] Equity Shares shall be available for allocated on a proportionate basis to Mutual Funds only; and</p> <p>b) [●] Equity Shares shall be allotted on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above.</p> <p>Up to 60% of the QIB Portion Equity Shares may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to domestic Mutual Funds only, subject to valid Bid received from domestic Mutual Funds at or above the Anchor Investor Allocation Price</p>	<p>The Equity Shares available for allocation to Bidders in the Non-Institutional Portion shall be subject to the following:</p> <p>(a) One-third of the Non-Institutional Portion shall be available for allocation to Bidders with an application size more than ₹0.20 million upto ₹1.00 million; and</p> <p>(b) Two-thirds of the Non-Institutional Portion shall be available for allocation to Bidders with an application size of more than ₹1.00 million.</p> <p>Provided that the unsubscribed portion in either of these two sub-categories of Non-Institutional Portion may be allocated to the Bidders in the other sub-category of Non-Institutional Portion in accordance with the SEBI ICDR Regulations.</p> <p>The allotment to each Non-Institutional Bidder shall not be less than the Minimum NIB Bid Size, subject to availability of Equity Shares in the Non-Institutional Portion and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis, in accordance with the SEBI ICDR Regulations</p>	Allotment to each Retail Individual Bidder shall not be less than the minimum Bid lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares if any, shall be allotted on a proportionate basis. For details see, "Offer Procedure" on page 401.	Proportionate <sup>#</sup> ; unless the Employee Reservation Portion is undersubscribed, the value of allocation to an Eligible Employee shall not exceed ₹0.20 million (net of employee discount). In the event of undersubscription in the Employee Reservation Portion, the unsubscribed portion may be allocated, on a proportionate basis, to Eligible Employees for a value exceeding ₹0.20 million, subject to total Allotment to an Eligible Employee not exceeding ₹0.50 million (net of employee discount).
Minimum Bid	Such number of Equity Shares and in multiples of [●] Equity Shares so that the Bid Amount exceeds ₹0.20 million	Such number of Equity Shares and in multiples of [●] Equity Shares so that the Bid Amount exceeds ₹0.20 million	[●] Equity Shares.	[●] Equity Shares in multiples of [●] Equity Shares
Maximum Bid	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid does not exceed the size of the Net Offer (excluding the Anchor Investor Portion), subject to applicable limits, applicable to each Bidder	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid does not exceed the size of the Net Offer, (excluding the QIB Portion), subject to applicable limits, applicable to each Bidder	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹0.20 million	Such number of Equity Shares in multiples of [●] Equity Shares, so that the maximum Bid Amount by each Eligible Employee in Eligible Employee Portion does not exceed ₹0.50 million (net of employee discount)
Who can apply <sup>(3)</sup>	Public financial institutions as specified in Section 2(72) of the Companies Act, scheduled	Resident Indian individuals, Eligible NRIs, HUFs (in the name of the karta), companies,	Resident Indian individuals, Eligible NRIs	Eligible Employees (such that the Bid Amount does

Particulars	QIBs <sup>(1)</sup>	Non-Institutional Bidders	Retail Individual Bidders	Eligible Employees <sup>#</sup>
	commercial banks, Mutual Funds, FPIs (other than individuals, corporate bodies and family offices), VCFs, AIFs, FVCIs registered with SEBI, multilateral and bilateral development financial institutions, state industrial development corporation, insurance companies registered with IRDAI, provident funds (subject to applicable law) with minimum corpus of ₹250 million, pension funds with minimum corpus of ₹250 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 GoI through resolution F. No.2/3/2005-DDII dated November 23, 2005, the insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and Systemically Important NBFCs in accordance with applicable laws.	corporate bodies, scientific institutions societies and trusts, and FPIs who are individuals, corporate bodies and family offices and registered with SEBI	and HUFs (in the name of Karta)	not exceed ₹0.50 million (net of employee discount)
Mode of Bidding	Through ASBA Process only except in case of Anchor Investors. <sup>5</sup>			
Mode of Allotment	Compulsorily in dematerialized form			
Bid Lot	[•] Equity Shares and in multiples of [•] Equity Shares thereafter			
Allotment Lot	A minimum of [•] Equity Shares and thereafter in multiples of one Equity Share.			
Trading Lot	One Equity Share			
Terms of Payment	<p><b>In case of Anchor Investors:</b> Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids<sup>(4)</sup></p> <p><b>In case of all other Bidders:</b> Full Bid Amount shall be blocked in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Bank(s) through the UPI Mechanism (for RIBs or individual investors bidding under the Non – Institutional Portion for an amount of more than ₹0.20 million and up to ₹0.50 million, using the UPI Mechanism), that is specified in the ASBA Form at the time of submission of the ASBA Form</p>			

\* Assuming full subscription in the Offer.

# Eligible Employees Bidding in the Employee Reservation Portion can Bid up to a Bid Amount of ₹0.50 million. However, a Bid by an Eligible Employee in the Employee Reservation Portion will be considered for allocation, in the first instance, for a Bid Amount of up to ₹0.20 million. In the event of under-subscription in the Employee Reservation Portion the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹0.20 million, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹0.50 million. Further, an Eligible Employee Bidding in the Employee Reservation Portion can also Bid in the Net Offer and such Bids will not be treated as multiple Bids subject to applicable limits. Eligible Employee can also apply under Retail Portion. In case of under-subscription in the Net Offer, spill-over to the extent of such under-subscription shall be permitted from the Employee Reservation Portion.

(1) Our Company in consultation with the Book Running Lead Managers may allocate up to 60% of the QIB Category to Anchor Investors at the Anchor Investor Offer Price, on a discretionary basis, subject to there being (i) a maximum of two Anchor Investors, where allocation in the Anchor Investor Portion is up to ₹100 million, (ii) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹100 million but up to ₹2,500 million under the Anchor Investor Portion, subject to a minimum Allotment of ₹50 million per Anchor Investor, and

- (iii) in case of allocation above ₹2,500 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹2,500 million, and an additional 10 Anchor Investors for every additional ₹2,500 million or part thereof will be permitted, subject to minimum allotment of ₹50 million per Anchor Investor. An Anchor Investor will make a minimum Bid of such number of Equity Shares, that the Bid Amount is at least ₹100 million. One-third of the Anchor Investor Portion will be reserved for domestic Mutual Funds, subject to valid Bids being received at or above the price at which allocation is made to Anchor Investors, which price shall be determined by our Company in consultation with the Book Running Lead Managers.
- (2) Subject to valid Bids being received at or above the Offer Price. This is an Offer in terms of Rule 19(2)(b) of the SCRR and Regulation 6(1) of the SEBI ICDR Regulations.
- (3) In case of joint Bids, the Bid cum Application Form should contain only the name of the first Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The relevant Bidders should ensure that the depository account is also held in the same joint names and are in the same sequence in which they appear in the Bid cum Application Form. The signature of only such first Bidder would be required in the Bid cum Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders. Our Company and the Promoter Selling Shareholder reserve the right to reject, in its absolute discretion, all or any multiple Bids, except as otherwise permitted, in any or all categories. The Bidders will be required to confirm and will be deemed to have represented to our Company, the Promoter Selling Shareholder, the Book Running Lead Managers, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.
- (4) Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Offer Price shall be payable by the Anchor Investor Pay-In Date as indicated in the CAN.
- (5) Anchor Investors are not permitted to use the ASBA process. Further, as per the SEBI ICDR Master Circular, SEBI has mandated that ASBA applications in public issues shall be processed only after the application monies are blocked in the investor's bank accounts. Accordingly, Stock Exchanges shall, for all categories of investors viz. Retail, QIB, NIB and other reserved categories and also for all modes through which the applications are processed, accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked.

The Bids by FPIs with certain structures as described under “*Offer Procedure - Bids by FPIs*” on page 406 and having same PAN will be collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with same PAN) will be proportionately distributed.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Promoter Selling Shareholder, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

Eligible Employees Bidding in the Employee Reservation Portion at a price within the Price Band can make payment based on Bid Amount, at the time of making a Bid. Eligible Employees Bidding in the Employee Reservation Portion at the Cut-Off Price have to ensure payment at the Cap Price, at the time of making a Bid.

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category except the QIB Portion, would be met with spill-over from the other categories or a combination of categories at the discretion of our Company, in consultation with the Book Running Lead Managers, and the Designated Stock Exchange, on a proportionate basis. For further details, see the “*Terms of the Offer*” on page 391.

## OFFER PROCEDURE

All Bidders should read the General Information Document for investing in public issues prepared and issued in accordance with the circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 issued by SEBI and the UPI Circulars (the “General Information Document”) which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations which is part of the abridged prospectus accompanying the Bid cum Application Form. The General Information Document is available on the websites of the Stock Exchanges and the Book Running Lead Managers. 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 the UPI Bidders. 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; (v) issuance of Confirmation of Allocation Note (“CAN”) and Allotment in the Issue; (vi) general instructions (limited to instructions for completing the Bid cum Application Form); (vii) designated date; (viii) disposal of applications; (ix) submission of Bid cum Application Form; (x) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (xi) applicable provisions of the Companies Act relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiii) interest in case of delay in Allotment or refund.

SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, had introduced an alternate payment mechanism using Unified Payments Interface (“UPI”) and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIBs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. (“UPI Phase I”).

With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Bids by RIBs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds was discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days was mandated for a period of three months or launch of five main board public issues, whichever is later (“UPI Phase II”). Subsequently however, SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 extended the timeline for implementation of UPI Phase II till March 31, 2020. However, given the prevailing uncertainty due to the COVID-19 pandemic, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, had decided to continue with the UPI Phase II till further notice. The final reduced timeline of T+3 days for the UPI Mechanism for applications by UPI Bidders (“UPI Phase III”) and modalities of the implementation of UPI Phase III was notified by SEBI vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 and made effective on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023. The Offer will be undertaken pursuant to the processes and procedures under UPI Phase III, subject to any circulars, clarification or notification issued by the SEBI from time to time. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/I/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI Circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, had introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. Subsequently, vide the SEBI RTA Master Circular, read with the SEBI ICDR Master Circular, consolidated the aforementioned circulars to the extent relevant for RTAs, and rescinded these circulars.

In terms of Regulation 23(5) and Regulation 52 of the SEBI ICDR Regulations, the timelines and processes mentioned in the SEBI RTA Master Circular, shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and lead managers shall continue to coordinate with intermediaries involved in the said process.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding three Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated in accordance with applicable law. The Book Running Lead Managers shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, Investors shall be entitled to compensation in the manner specified in the SEBI ICDR Master Circular, in case of delays in resolving investor grievances in relation to blocking/unblocking of funds. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in this Red Herring Prospectus and the Prospectus.

### Book Building Procedure

The Offer is being made in terms of Rule 19(2)(b) of the SCRR, read with Regulation 31 of the SEBI ICDR Regulations, through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations wherein not more than 50% of the Net Offer shall be allocated on a proportionate basis to QIBs, provided that our Company and the Promoter Selling Shareholder may, in consultation with the Book Running Lead Managers, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for

domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allotment in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Net Offer shall be available for allocation to Non-Institutional Bidders out of which (a) one third of such portion shall be reserved for Non-Institutional Bidders with Bid size exceeding ₹0.20 million and up to ₹1.00 million; and (b) two third of such portion shall be reserved for Non-Institutional Bidders with Bid size of more than ₹1.00 million, provided that the unsubscribed portion in either of such sub-categories may be allocated to Non-Institutional Bidders in the other sub-category of Non-Institutional Bidders and not less than 35% of the Net Offer shall be available for allocation to RIBs in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. Furthermore, up to [●] Equity Shares, aggregating to ₹190.00 million shall be made available for allocation on a proportionate basis only to Eligible Employees Bidding in the Employee Reservation Portion, subject to valid Bids being received at or above the Offer Price, if any. The Employee Reservation Portion shall not exceed 5% of our post -Offer paid-up equity share capital subject to valid Bids being received at or above the Offer Price, net of Employee Discount, if any.

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories, at the discretion of our Company, in consultation with the Book Running Lead Managers, and the Designated Stock Exchange and subject to applicable laws. Under-subscription, if any, in the QIB Portion, would not be allowed to be met with spill-over from any other category or a combination of categories. Further, in the event of an under-subscription in the Employee Reservation Portion, such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹0.20 million (net of employee discount), subject to the total Allotment to an Eligible Employee not exceeding ₹0.50 million (net of employee discount). The unsubscribed portion, if any, in the Employee Reservation Portion shall be added to the Net Offer.

The Equity Shares, on Allotment, shall be traded only in the dematerialised segment of the Stock Exchanges.

**Investors must ensure that their PAN is linked with Aadhaar and are in compliance with the notification by the CBDT dated February 13, 2020 read with press releases dated June 25, 2021 and September 17, 2021, read with press release dated September 17, 2021. CBDT circular no.7 of 2022, dated March 30, 2022, read with press release dated March 28, 2023.**

**Bidders should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms, which do not have the details of the Bidders' depository account, including DP ID, Client ID, UPI ID (in case of UPI Bidders using the UPI Mechanism) and PAN, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get the Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Offer, subject to applicable laws.**

#### **Phased implementation of UPI**

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of, *inter alia*, equity shares. Pursuant to the SEBI circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 ("Previous UPI Circulars") and the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by UPI Bidders through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars and the Previous UPI Circulars have introduced the UPI Mechanism in three phases in the following manner:

**Phase I:** This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever was later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, a RIB had the option to submit the ASBA Form with any of the Designated Intermediary and use his/ her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.

**Phase II:** This phase has become applicable from July 1, 2019 and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. SEBI vide its circular bearing number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 extended the timeline for implementation of UPI Phase II till March 31, 2020. Further, pursuant to SEBI circular dated March 30, 2020, this phase was extended till further notice. Under this phase, submission of the ASBA Form without UPI by RIBs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds was discontinued and replaced by the UPI Mechanism. However, the time duration from public issue closure to listing continued to be six Working Days during this phase.

**Phase III:** This phase has become applicable on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023 vide SEBI circular bearing number

SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 (“**T+3 Notification**”). In this phase, the time duration from public issue closure to listing has been reduced to three Working Days. The Offer shall be undertaken pursuant to the processes and procedures as notified in the T+3 Notification, as applicable, subject to any circulars, clarification or notification issued by SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI. The Offer has been made under UPI Phase III of the UPI Circular.

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 SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law.

Our Company will appoint one or more of the SCSBs as a Sponsor Bank(s) to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the UPI Bidders.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the SCSBs only after such banks provide a written confirmation, in compliance with the SEBI ICDR Master Circular, in compliance with circulars prescribed by SEBI and applicable law.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the Book Running Lead Managers.

### **Bid cum Application Form**

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available with the Designated Intermediaries at the relevant Bidding Centres, and at our Registered Office. An electronic copy of the Bid cum Application Form will also be available for download on the websites of NSE ([www.nseindia.com](http://www.nseindia.com)) and BSE ([www.bseindia.com](http://www.bseindia.com)) at least one day prior to the Bid / Offer Opening Date.

Copies of the Anchor Investor Application Form will be available at the offices of the Book Running Lead Managers.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Offer only through the ASBA process. Anchor Investors are not permitted to participate in the Offer through the ASBA process. The UPI Bidders can additionally Bid through the UPI Mechanism.

ASBA Bidders (not using the UPI Mechanism) must provide bank account details and authorisation to block funds in their respective ASBA Accounts in the relevant space provided in the ASBA Form and the ASBA Forms that do not contain such details are liable to be rejected. The ASBA Bidders shall ensure that they have sufficient balance in their bank accounts to be blocked through ASBA for their respective Bid as the application made by a Bidder shall only be processed after the Bid amount is blocked in the ASBA account of the Bidder pursuant to SEBI ICDR Master Circular.

All ASBA Bidders are required to provide either, (i) bank account details and authorizations to block funds in the ASBA Form; or (ii) the UPI ID (in case of UPI Bidders), as applicable, in the relevant space provided in the ASBA Form and the ASBA Forms that did not contain such details will be rejected. Applications made by the UPI Bidders using third party bank account or using third party linked bank account UPI ID are liable to be rejected.

The UPI Bidders must provide the valid UPI ID in the relevant space provided in the Bid cum Application Form and the Bid cum Application Forms that do not contain the UPI ID are liable to be rejected. ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the Designated Intermediary, submitted at the Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. UPI Bidders using UPI Mechanism, may submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, sub-Syndicate members, Registered Brokers, RTAs or CDPs. RIBs authorising an SCSB to block the Bid Amount in the ASBA Account may submit their ASBA Forms with the SCSBs. ASBA Bidders must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked by the SCSB or the Sponsor Banks, as applicable at the time of submitting the Bid. In order to ensure timely information to investors, SCSBs are required to send SMS alerts to investors intimating them about Bid Amounts blocked/ unblocked.

Anchor Investors are not permitted to participate in the Issue through the ASBA process. For Anchor Investors, the Anchor Investor Application is available with the Book Running Lead Managers.

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 QIBs, Non-institutional Bidders and Retail Individual Bidders, each resident in India and Eligible NRIs applying on a non-repatriation basis	White
Non-Residents including Eligible NRIs, their sub-accounts (other than sub-accounts which are foreign corporates or foreign individuals under the QIB Portion), FPIs or FVCIs registered multilateral and bilateral development financial institutions applying on a repatriation basis	Blue
Anchor Investors**	White
Eligible Employees Bidding in the Employee Reservation Portion	Pink

\* Excluding electronic Bid cum Application Form.

\*\* Bid cum Application Forms for Anchor Investors will be made available at the office of the Book Running Lead Managers.

Electronic Bid cum Application forms will also be available for download on the website of NSE ([www.nseindia.com](http://www.nseindia.com)) and BSE ([www.bseindia.com](http://www.bseindia.com)). Bid cum Application Forms for Eligible Employees Bidding in the Employee Reservation Portion shall be available at the Registered and Corporate Office of our Company.

The Designated Intermediaries (other than SCSBs) shall submit/deliver the Bid cum Application Form to the respective SCSB, where the Bidder has a bank account and shall not submit it to any non-SCSB bank or any Escrow Bank. Further, SCSBs shall upload the relevant Bid details (including UPI ID in case of ASBA Forms under the UPI Mechanism) in the electronic bidding system of the Stock Exchanges. Stock Exchanges shall validate the electronic bids with the records of the CDP for DP ID/Client ID and PAN, on a real time basis and bring inconsistencies to the notice of the relevant Designated Intermediaries, for rectification and re-submission within the time specified by Stock Exchanges. Stock Exchanges shall allow modification of either DP ID/Client ID or PAN ID, bank code and location code in the Bid details already uploaded.

In case of ASBA Forms, the relevant Designated Intermediaries shall upload the relevant Bid details in the electronic bidding system of the Stock Exchanges. Designated Intermediaries (other than SCSBs) shall submit/deliver the ASBA Forms (except Bid cum Application Forms submitted by UPI Bidders) to the respective SCSB, where the Bidder has a bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank(s). For UPI Bidders using the UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Banks on a continuous basis through API integration to enable the Sponsor Banks to initiate a UPI Mandate Request to such UPI Bidders for blocking of funds. The Sponsor Banks shall initiate request for blocking of funds through NPCI to UPI Bidders, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every Bid entered in the Stock Exchanges bidding platform, and the liability to compensate UPI Bidders (Bidding through UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e., the Sponsor Banks, NPCI or the Bankers to the Offer) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Banks and the Bankers to the Offer. The Sponsor Banks and the Bankers to the Offer shall provide the audit trail to the Book Running Lead Managers for analysing the same and fixing liability. For ensuring timely information to investors, SCSBs shall send SMS alerts as specified in the SEBI ICDR Master Circular.

For all pending UPI Mandate Requests, the Sponsor Banks shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 5:00 pm on the Bid/Offer Closing Date (“Cut-Off Time”). Accordingly, UPI Bidders should accept UPI Mandate Requests for blocking of funds prior to the Cut-Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

### Electronic registration of Bids

- a) The Designated Intermediary may register the Bids using the on-line facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis before the closure of the Offer, subject to applicable laws.
- b) On the Bid/Offer Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges and as disclosed in this Red Herring Prospectus.

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.

### Participation by Promoters, Promoter Group, the Book Running Lead Managers, the Syndicate Members and persons related to Promoters/Promoter Group/the Book Running Lead Managers

The Book Running Lead Managers and the Syndicate Members shall not be allowed to purchase Equity Shares in this Offer in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the Book Running Lead Managers and the Syndicate Members may Bid for Equity Shares in the Offer, either in the QIB Portion or in the Non-Institutional Portion as may be applicable to such Bidders, where the allocation is on a proportionate basis or in any other

manner as introduced under applicable laws, and such subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of the Book Running Lead Managers and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Except as stated below, neither the Book Running Lead Managers nor any associate of the Book Running Lead Managers can apply in the Offer under the Anchor Investor Portion:

- (i) mutual funds sponsored by entities which are associate of the Book Running Lead Managers;
- (ii) insurance companies promoted by entities which are associate of the Book Running Lead Managers;
- (iii) AIFs sponsored by the entities which are associate of the Book Running Lead Managers; or
- (iv) FPIs other than individuals, corporate bodies and family offices sponsored by the entities which are associate of the Book Running Lead Managers.

Except to the extent of participation in the Offer for Sale by the Promoter Selling Shareholder, shall not participate by applying for Equity Shares in the Offer. Further, persons related to the Promoters and Promoter Group shall not apply in the Offer under the Anchor Investor Portion. A qualified institutional buyer who has any of the following rights in relation to our Company shall also be deemed to be a person related to the Promoters or Promoter Group of our Company:

- (i) rights under a Shareholders agreement or voting agreement entered into with the Promoters or Promoter Group of our Company;
- (ii) veto rights; or
- (iii) right to appoint any nominee director on our Board.

Further, an Anchor Investor shall be deemed to be an “associate of the Book Running Lead Managers” if:

- (i) either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or
- (ii) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or
- (iii) there is a common director, excluding nominee director, amongst the Anchor Investors, the Book Running Lead Managers.

### **Bids by Mutual Funds**

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form. Failing this, our Company, in consultation with the Book Running Lead Managers, reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which such Bid has been made.

No Mutual Fund scheme shall invest more than 10% of its NAV in equity shares or equity-related instruments of any single company, provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

### **Bids by Eligible Non-Resident Indians**

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (white in colour). Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (blue in colour).

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRI Bidders Bidding on a repatriation basis by using the Non-Resident Forms should authorise their respective SCSB to block their NRE accounts, or Foreign Currency Non-Resident (“FCNR”) Accounts, and eligible NRI Bidders Bidding on a non-repatriation basis by using Resident Forms should authorise their respective SCSB to block their NRO accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form. Eligible NRIs applying on a non-repatriation basis in the Offer

through the UPI Mechanism are advised to enquire with their relevant bank, whether their account is UPI linked, prior to submitting a Bid cum Application Form.

In accordance with the FEMA Rules, the total holding by any individual NRI, on a repatriation basis, shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or shall not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the members of the Indian company in a general meeting.

For details of restrictions on investment by NRIs, see “*Restrictions on Foreign Ownership of Indian Securities*” on page 418.

Participation of Eligible NRIs in the Offer shall be subject to the FEMA Rules. Only Bids accompanied by payment in Indian rupees or fully converted foreign exchange will be considered for Allotment.

#### **Bids by HUFs**

Hindu Undivided Families or HUFs, in the individual name of the *Karta*. The Bidder/Applicant should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: “Name of sole or first Bidder/applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the *Karta*. Bids/Applications by HUFs may be considered at par with Bids/Applications from individuals”.

#### **Bids by FPIs**

In terms of applicable FEMA Rules and the SEBI FPI Regulations, investments by FPIs in the Equity Shares is subject to certain limits, *i.e.*, the individual holding of an FPI (including its investor group (which means multiple entities registered as foreign portfolio investors and directly or indirectly, having common ownership of more than 50% or common control)) shall be below 10% of our post-Offer Equity Share capital 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 will be required to comply with applicable reporting requirements. Further, the total holdings of all FPIs put together, with effect from April 1, 2020, can be up to the sectoral cap applicable to the sector in which our Company operates (*i.e.*, up to 100%). In terms of the FEMA Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason. FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for Non-Residents (blue in colour).

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.

As specified in 4.1.4.2 (b)(i) and 4.1.4.2 (c)(iv) of the General Information Document, it is hereby clarified that bids received from FPIs bearing the same PAN shall be treated as multiple Bids and are liable to be rejected, except for Bids from FPIs that utilize the multiple investment manager structure in accordance with the Operational Guidelines for Foreign Portfolio Investors and Designated Depository Participants issued to facilitate implementation of the SEBI FPI Regulations (“**MIM Structure**”), provided such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs. Accordingly, it should be noted that multiple Bids received from FPIs, who do not utilize the MIM Structure, and bear the same PAN, are liable to be rejected. In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation along with each of their Bid cum Application Forms that the relevant FPIs making multiple Bids utilize the MIM Structure and indicate the name of their respective investment managers in such confirmation. In the absence of such confirmation from the relevant FPIs, such multiple Bids are liable to be rejected. Further, in the following cases, the bids by FPIs will not be considered as multiple Bids: involving (i) the MIM Structure and indicating the name of their respective investment managers in such confirmation; (ii) offshore derivative instruments (“**ODI**”) which have obtained separate FPI registration for ODI and proprietary derivative investments; (iii) sub funds or separate class of investors with segregated portfolio who obtain separate FPI registration; (iv) FPI registrations granted at investment strategy level/sub fund level where a collective investment scheme or fund has multiple investment strategies/sub-funds with identifiable differences and managed by a single investment manager; (v) multiple branches in different jurisdictions of foreign bank registered as FPIs; (vi) Government and Government related investors registered as Category 1 FPIs; and (vii) Entities registered as Collective Investment Scheme having multiple share classes.

With effect from the April 1, 2020, the aggregate limit shall be the sectoral caps applicable to the Indian company as prescribed in the FEMA Rules with respect to its paid-up equity capital on a fully diluted basis. While the aggregate limit as provided above could have been decreased by the concerned Indian companies to a lower threshold limit of 24%, 49% or 74% as deemed

fit, with the approval of its board of directors and its shareholders through a resolution and a special resolution, respectively before March 31, 2020, our Company has not decreased such limit and accordingly the applicable limit with respect to our Company is 100%.

FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only by persons registered as Category I FPIs; (ii) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs; (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iv) such other conditions as may be specified by SEBI from time to time.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instruments issued by or on its behalf, is carried out subject to *inter alia* the following conditions:

- (a) such offshore derivative instruments are transferred only to persons in accordance with Regulation 22(1) of the SEBI FPI Regulations; and
- (b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre-approved by the FPI.

Participation of FPIs in the Offer shall be subject to the FEMA Rules.

### **Bids under Power of Attorney**

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, eligible FPIs, AIFs, Mutual Funds, insurance companies, insurance finds set up by the army, navy or air force of India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹250 million and pension funds with a minimum corpus of ₹250 million (in each case, subject to applicable law and in accordance with their respective constitutional documents), a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws, as applicable, must be lodged along with the Bid cum Application Form. Failing this, our Company and the Promoter Selling Shareholder reserve the right to accept or reject any Bid in whole or in part, in either case, without assigning any reasons thereof.

Our Company, in consultation with the Book Running Lead Managers in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form.

### **Bids by SEBI registered VCFs, AIFs and FVCIs**

The SEBI FVCI Regulations, *inter alia*, prescribe the investment restrictions on VCFs and FVCIs registered with SEBI. Further, the SEBI AIF Regulations prescribe, amongst others, the investment restrictions on AIFs. Accordingly, the holding in any company by any individual VCF or FVCI registered with SEBI should not exceed 25% of the corpus of the VCF or FVCI. Further, subject to FEMA Rules, VCFs and FVCIs can invest only up to 33.33% of their investible funds in various prescribed instruments, including in public offerings.

Category I AIFs and Category II AIFs cannot invest more than 25% of the investible funds in one investee company. A category III AIF cannot invest more than 10% of the investible funds in one investee company directly or through investment in the units of other AIFs. A VCF registered as a Category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than one-third of its investible funds by way of subscription to an initial public offering of a venture capital undertaking. Pursuant to the repeal of the SEBI VCF Regulations, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations until the existing fund or scheme managed by the fund is wound up and such fund shall not launch any new scheme after the notification of the SEBI AIF Regulations. Our Company, the Promoter Selling Shareholder, the Book Running Lead Managers will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Participation of VCFs, AIFs or FVCIs in the Offer shall be subject to the FEMA Rules.

**All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.**

### **Bids by Limited Liability Partnerships**

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the Book Running Lead Managers, reserve the right to reject any Bid without assigning any reason thereof.

### **Bids by Banking Companies**

In case of Bids made by banking companies registered with 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 are required to be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the Book Running Lead Managers, reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended, (the "**Banking Regulation Act**"), and the Master Directions - Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended, is 10% of the paid-up share capital of the investee company, not being its subsidiary engaged in non-financial services, or 10% of the bank's own paid-up share capital and reserves, whichever is lower. Further, the aggregate investment by a banking company in subsidiaries and other entities engaged in financial services company cannot exceed 20% of the investee company's paid up share capital and reserves. However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid-up share capital of such investee company if (i) the investee company is engaged in non-financial activities permitted for banks in terms of Section 6(1) of the Banking Regulation Act, or (ii) the additional acquisition is through restructuring of debt/corporate debt restructuring/strategic debt restructuring, or to protect the bank's interest on loans/investments made to a company. The bank is required to submit a time-bound action plan for disposal of such shares within a specified period to the RBI. A banking company would require a prior approval of the RBI to make (i) investment in excess of 30% of the paid-up share capital of the investee company, (ii) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exceptions prescribed), and (iii) investment in a non-financial services company in excess of 10% of such investee company's paid-up share capital as stated in 5(a)(v)(c)(i) of the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended.

### **Bids by SCSBs**

SCSBs participating in the Offer are required to comply with the terms of the SEBI ICDR Master Circular. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

### **Bids by Insurance Companies**

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the Book Running Lead Managers, reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

The exposure norms for insurers are prescribed under the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016, as amended ("**IRDAI Investment Regulations**"), based on investments in the equity shares of a company, the entire group of the investee company and the industry sector in which the investee company operates. Insurance companies participating in the Offer are advised to refer to the IRDAI Investment Regulations for specific investment limits applicable to them and shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

### **Bids by Provident Funds/Pension Funds**

In case of Bids made by provident funds/pension funds with minimum corpus of ₹250 million, subject to applicable law, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the Book Running Lead Managers, reserve the right to reject any Bid, without assigning any reason thereof.

### **Bids by Systemically Important Non-Banking Financial Companies**

Applications made by systemically important non-banking financial companies registered with the RBI and under other applicable laws in India must be accompanied by certified true copies of: (i) memorandum and articles of association/charter of constitution; (ii) power of attorney; (iii) board Resolution authorizes investments; and (iv) specimen signature of authorized person. Systemically Important NBFCs participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time and the investment limit shall be as prescribed by RBI from time to time.

## **Bids by Eligible Employees**

The Bid must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter so as to ensure that the Bid Amount payable by the Eligible Employee does not exceed ₹0.50 million (net of Employee Discount). However, the initial allocation to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹0.20 million (net of Employee Discount). Allotment in the Employee Reservation Portion will be as detailed in the section “*Offer Structure*” on page 397.

However, Allotments to Eligible Employees in excess of ₹0.20 million shall be considered on a proportionate basis, in the event of undersubscription in the Employee Reservation Portion, subject to the total Allotment to an Eligible Employee not exceeding ₹0.50 million. Subsequent undersubscription, if any, in the Employee Reservation Portion shall be added back to the Net Offer. Eligible Employees Bidding in the Employee Reservation Portion may Bid at the Cut-off Price.

Bids under the Employee Reservation Portion by Eligible Employees shall be:

1. Made only in the prescribed Bid cum Application Form or Revision Form.
2. 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.
3. In case of joint bids, the sole/ First Bidder shall be the Eligible Employee.
4. Bids by Eligible Employees may be made at Cut-off Price.
5. Only those Bids, which are received at or above the Offer Price, net of Employee Discount, would be considered for allocation under this portion.
6. The Bids must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter so as to ensure that the Bid Amount payable by the Eligible Employee subject to a maximum Bid Amount of ₹0.50 million.
7. If the aggregate demand in this portion is less than or equal to [●] Equity Shares at or above the Offer Price, full allocation shall be made to the Eligible Employees to the extent of their demand.
8. Bids by Eligible Employees in the Employee Reservation Portion and in the Net Offer portion (either under the Retail Portion or the Non-Institutional Portion) shall not be treated as multiple Bids. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids in any or all categories.
9. As per the SEBI ICDR Master Circular, Eligible Employees bidding in the Employee Reservation Portion can Bid through the UPI mechanism.

In the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹0.20 million (net of employee discount), subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹0.50 million (net of employee discount).

If the aggregate demand in this portion is greater than [●] Equity Shares at or above the Offer Price, the allocation shall be made on a proportionate basis. For the method of proportionate basis of Allotment, see “*Offer Procedure*” on page 401.

## **Bids by Anchor Investors**

In accordance with the SEBI ICDR Regulations, in addition to details and conditions mentioned in this section, the key terms for participation by Anchor Investors are provided below.

- 1) Anchor Investor Application Forms will be made available for the Anchor Investor Portion at the offices of the Book Running Lead Managers.
- 2) The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹100 million. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹100 million.
- 3) One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.
- 4) Bidding for Anchor Investors will open one Working Day before the Bid/ Offer Opening Date and will be completed on the same day.
- 5) Our Company, in consultation with the Book Running Lead Managers will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum number of Allotees in the Anchor Investor Portion will not be less than: (a) maximum of two Anchor Investors, where allocation under the Anchor Investor Portion is up to ₹100 million; (b) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹100 million but up to ₹2,500 million, subject to a minimum Allotment of ₹50 million per Anchor

Investor; and (c) in case of allocation above ₹2,500 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹2,500 million, and an additional 10 Anchor Investors for every additional ₹2,500 million, subject to minimum Allotment of ₹50 million per Anchor Investor.

- 6) Allocation to Anchor Investors will be completed on the Anchor Investor Bidding Date. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made, will be made available in the public domain by the Book Running Lead Managers before the Bid/ Offer Opening Date, through intimation to the Stock Exchanges.
- 7) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.
- 8) If the Offer Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Offer Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors on the Anchor Investor Pay-in Date specified in the CAN. If the Offer Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Offer Price.
- 9) The Equity Shares Allotted in the Anchor Investor Portion will be locked in, in accordance with the SEBI ICDR Regulations. 50% Equity Shares allotted to Anchor Investors shall be locked-in for a period of 90 days from the date of Allotment, whereas, the remaining 50% shall be locked-in for a period of 30 days from the date of Allotment.
- 10) Neither the (a) Book Running Lead Manager(s) or any associate of the Book Running Lead Managers (other than mutual funds sponsored by entities which are associate of the Book Running Lead Managers or insurance companies promoted by entities which are associate of the Book Running Lead Managers or Alternate Investment Funds (AIFs) sponsored by the entities which are associates of the Book Running Lead Managers or FPIs, other than individuals, corporate bodies and family offices, sponsored by the entities which are associate of the Book Running Lead Managers) nor (b) the Promoters, Promoter Group or any person related to the Promoters or members of the Promoter Group shall apply under the Anchor Investors category.
- 11) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.

For more information, please read the General Information Document.

**The information set out above is given for the benefit of the Bidders. Our Company, the Promoter Selling Shareholder, the Book Running Lead Managers are not liable for any amendments or modification or changes to applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulations or as specified in this Red Herring Prospectus.**

**In accordance with RBI regulations, OCBs cannot participate in the Offer.**

#### **General Instructions**

Please note that QIBs and Non-Institutional Bidders are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. RIBs and Eligible Employees Bidding under the Employee Reservation Portion can revise their Bid(s) during the Bid/Offer Period and withdraw or lower the size of their Bid(s) until Bid/Offer Closing Date. Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bid/Offer Period.

#### **Do's:**

1. Check if you are eligible to apply as per the terms of this Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;
2. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;
3. Ensure that you have Bid within the Price Band;
4. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;
5. Ensure that you (other than the Anchor Investors) have mentioned the correct details of ASBA Account (i.e. bank account number or UPI ID, as applicable) in the Bid cum Application Form if you are not a UPI Bidder 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. Bidders (other than Anchor Investors) shall submit the Bid cum Application Form in the manner set out in the General Information Document;

7. UPI Bidders Bidding 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. UPI Bidders not using the UPI Mechanism, should submit their Bid cum Application Form directly with SCSBs and/or the designated branches of SCSBs;
9. Ensure that you mandatorily 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;
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 or acknowledgment specifying the application number as a proof of having accepted 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 circular no. MRD/DoP/Cir-20/2008 dated June 30, 2008 issued by SEBI, 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 Income Tax Act, 1960. 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. 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;
16. 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;
17. 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;
18. Ensure that Bids submitted by any person outside India is in compliance with applicable foreign and Indian laws;
19. However, Bids received from FPIs bearing the same PAN shall not be treated as multiple Bids in the event such FPIs utilise the MIM Structure and such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs.
20. 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;
21. 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 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;
22. 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 <http://www.sebi.gov.in>);

23. 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 Bidders submitting their Bids and participating in the Offer through the UPI Mechanism, ensure that you authorise the UPI Mandate Request, including in case of any revision of Bids, raised by the Sponsor Banks for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;
24. Ensure that the Demographic Details are updated, true and correct in all respects;
25. 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;
26. Bidders (except UPI Bidders) should instruct their respective banks to release the funds blocked in the ASBA account under the ASBA process. In case of RIBs, once the Sponsor Banks issues the Mandate Request, the RIBs would be required to proceed to authorize the blocking of funds by confirming or accepting the UPI Mandate Request to authorize the blocking of funds equivalent to application amount and subsequent debit of funds in case of Allotment, in a timely manner;
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 authorize the UPI Mandate Request using his/her UPI pin. Upon the authorization 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 RIB Bidding through UPI Mechanism in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized 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 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 who have revised their Bids subsequent to making the initial Bid should also approve the revised UPI Mandate Request generated by the Sponsor Banks to authorize blocking of funds equivalent to the revised Bid Amount and subsequent debit of funds in case of Allotment in a timely manner;
30. Bids by Eligible NRIs for a Bid Amount of less than ₹0.20 million would be considered under the Retail Category for the purposes of allocation and Bids for a Bid Amount exceeding ₹0.20 million would be considered under the Non-Institutional Category for allocation in the Offer;
31. UPI Bidders using UPI Mechanism through the SCSBs and mobile applications shall ensure that the name of the bank appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. RIBs shall ensure that the name of the app and the UPI handle which is used for making the application appears in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/COR/P/2019/85 dated July 26, 2019;
32. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Banks prior to 5:00 p.m. IST on the Bid/ Offer Closing Date. and
33. The ASBA bidders shall ensure that bids above ₹0.50 million, are uploaded only by the SCSBs.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 is liable to be rejected.

***Don'ts:***

1. Do not Bid for lower than the minimum Bid 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 ₹0.20 million (for Bids by RIBs) and ₹0.50 million 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 Bidders);
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 this Red Herring Prospectus;
15. Do not Bid for Equity Shares more than specified by 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. Do not make the Bid cum Application Form using third party bank account or using third party linked bank account UPI ID;
18. Anchor Investors should not bid through the ASBA process;
19. Do not submit the Bid cum Application Form to any non-SCSB bank or our Company;
20. 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;
21. Do not submit the GIR number instead of the PAN;
22. Anchor Investors should submit Anchor Investor Application Form only to the Book Running Lead Managers;
23. Do not Bid on a Bid cum Application Form that does not have the stamp of a Designated Intermediary;
24. If you are a QIB, do not submit your Bid after 3 p.m. on the QIB Bid / Offer Closing Date;
25. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Bidder. Retail Individual Bidders or Eligible Employees Bidding in the Employee Reservation Portion can revise or withdraw their Bids on or before the Bid/Offer Closing Date;
26. Do not submit Bids to a Designated Intermediary at a location other than at the relevant Bidding Centres. If you are a UPI Bidder and are using UPI mechanism, do not submit the ASBA Form directly with SCSBs;
27. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;
28. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID details if you are a UPI Bidder. 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. Do not Bid if you are an OCB;
32. UPI Bidders 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;
33. Do not submit more than one Bid cum Application Form for each UPI ID in case of UPI Bidders.

34. In case of ASBA Bidders (other than 3 in 1 Bids) Syndicate Members shall ensure that they do not upload any bids above ₹0.50 million;

**The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.**

#### **Grounds for Technical Rejection**

In addition to the grounds for rejection of Bids on technical grounds as provided in the GID, Bidders are requested to note that Bids maybe rejected on the following additional technical grounds:

1. Bids submitted without instruction to the SCSBs to block the entire Bid Amount;
2. Bids which do not contain details of the Bid Amount and the bank account details in the ASBA Form;
3. Bids submitted on a plain paper;
4. Bids submitted by UPI Bidders using the UPI Mechanism through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;
5. Bids under the UPI Mechanism submitted by UPI Bidders using third party bank accounts or using a third party linked bank account UPI ID (subject to availability of information regarding third party account from Sponsor Banks);
6. ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;
7. Bids submitted without the signature of the First Bidder or sole Bidder;
8. The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;
9. ASBA Form by the RIBs by using third party bank accounts or using third party linked bank account UPI IDs;
10. Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are “suspended for credit” in terms of the SEBI ICDR Master Circular;
11. GIR number furnished instead of PAN;
12. Bids by RIBs with Bid Amount of a value of more than ₹0.20 million;
13. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;
14. Bids accompanied by stock invest, money order, postal order or cash; and
15. Bids uploaded by QIBs after 4.00 pm on the QIB Bid/ Offer Closing Date and by Non-Institutional Bidders uploaded after 4.00 p.m. on the Bid/ Offer Closing Date, and Bids by RIBs uploaded after 5.00 p.m. on the Bid/ Offer Closing Date, unless extended by the Stock Exchanges. On the Bid/Offer Closing Date, extension of time may be granted by the Stock Exchanges only for uploading Bids received from Retail Individual Bidders, after taking into account the total number of Bids received up to closure of timings for acceptance of Bid-cum-Application Forms as stated herein and as informed to the Stock Exchanges.

Further, in case of any pre-issue or post issue related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out to the Company Secretary and Compliance officer. For details of the Company Secretary and Compliance officer, see “*General Information*” on page 74.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated in accordance with applicable law. The Book Running Lead Managers shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, Bidders shall be entitled to compensation in the manner specified in the SEBI ICDR Master Circular (to the extent applicable) in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

For details of grounds for technical rejections of a Bid cum Application Form, please see the General Information Document.

#### **Names of entities responsible for finalising the basis of allotment in a fair and proper manner**

The authorised employees of the Stock Exchanges, along with the Book Running Lead Managers and the Registrar, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in 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 this Offer document.

The allotment of Equity Shares to applicants other than to the RIBs, NIIs and Anchor Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed. Further, upon oversubscription, an Allotment of not more than 1% of the Offer to public may be made for the purpose of making Allotment in minimum lots.

The allotment of Equity Shares to each Retail Individual Bidders shall not be less than the minimum bid lot, subject to the availability of shares in Retail Individual Bidders Portion and the remaining available shares, if any, shall be allotted on a proportionate basis. Further, not less than 15% of the Net Offer shall be available for allocation to Non-Institutional Bidders of which one-third portion shall be available for allocation to Non-Institutional Bidders with a Bid size of more than ₹0.20 million and up to ₹1.00 million and two-third portion shall be available for allocation to Non-Institutional Bidders with an application size of more than ₹1.00 million in accordance with the SEBI ICDR Regulations. Provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders. Further, the allocation to each Non-Institutional Investor shall not be less than Minimum NIB Application Size, subject to availability of Equity Shares in the Non-Institutional Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis.

### **Payment into Anchor Investor Escrow Accounts**

Our Company, in consultation with the Book Running Lead Managers will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which, the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the Anchor Investor Escrow Account should be drawn in favour of:

- (a) In case of resident Anchor Investors: "TRANSRAIL LIGHTING LIMITED - ANCHOR R A/C"
- (b) In case of Non-Resident Anchor Investors: "TRANSRAIL LIGHTING LIMITED - ANCHOR NR A/C"

Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Promoter Selling Shareholder, 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, our Company shall, after filing this Red Herring Prospectus with the RoC, publish a pre-Offer advertisement, in the form prescribed under the SEBI ICDR Regulations, in all editions of English national daily newspaper, Financial Express, all editions of Hindi national daily newspaper, Jansatta, and all editions of the Marathi daily newspaper Navshakti (Marathi being the regional language of Maharashtra where our Registered Office is located) each with wide circulation.

In the pre-Offer advertisement, we shall state the Bid/Offer Opening Date and the Bid/Offer Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

### **Allotment Advertisement**

Our Company, the Book Running Lead Managers and the Registrar shall publish an allotment advertisement before commencement of trading, disclosing the date of commencement of trading in all editions of English national daily newspaper, Financial Express, all editions of Hindi national daily newspaper, Jansatta and all editions of the Marathi daily newspaper Navshakti (Marathi being the regional language of Maharashtra, where our Registered Office is located) each with wide circulation.

**The information set out above is given for the benefit of the Bidders/applicants. Our Company, the Promoter Selling Shareholder, the Book Running Lead Managers are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Bidders/applicants are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the prescribed limits under applicable laws or regulations.**

### **Signing of the Underwriting Agreement and Filing with the RoC**

- a) Our Company, the Promoter Selling Shareholder and the Underwriters intend to enter into an Underwriting Agreement after the finalisation of the Offer Price.
- b) After signing the Underwriting Agreement, an updated Red Herring Prospectus will be filed with the RoC in accordance with applicable law, which would then be termed as the Prospectus. The Prospectus will contain details of the Offer Price, the Anchor Investor Offer Price, the Offer size, and underwriting arrangements and will be complete in all material respects.

## **Impersonation**

**Attention of the applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, which is reproduced below:**

**“Any person who:**

- a) *makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
- b) *makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
- c) *otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,*

***shall be liable for action under Section 447.”***

The liability prescribed under Section 447 of the Companies Act, for fraud involving an amount of at least ₹1 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 million or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹5 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 three Working Days of the Bid/Offer Closing Date or within such other time period prescribed by SEBI 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, 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;
- the Promoter’s contribution, if any, shall be brought in advance before the Bid/Offer Opening Date, in accordance with the applicable provisions of the SEBI ICDR Regulations;
- that if our Company does not proceed with the Offer after the Bid/Offer Closing Date but prior to Allotment, the reason thereof shall be given as a public notice within two days of the Bid/Offer Closing Date. The public notice shall be issued in the same newspapers where the pre-Offer advertisements were published. The Stock Exchanges shall be informed promptly;
- that if the Offer is withdrawn after the Bid/Offer Closing Date, our Company shall be required to file a fresh offer document with SEBI, in the event a decision is taken to proceed with the Offer subsequently; and
- except for the Pre-IPO Placement, no further issue of the Equity Shares shall be made till the Equity Shares offered through this Red Herring Prospectus are listed or until the Bid monies are refunded/unblocked in the relevant ASBA Accounts on account of non-listing, under-subscription, etc.

## **Undertakings by the Promoter Selling Shareholder**

The Promoter Selling Shareholder, undertake, in relation 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;
- it is the legal and beneficial owner of the Offered Shares, and that the Offered Shares shall be transferred in the Offer, free from encumbrances;
- it shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any person (whether related to itself or not) for making a Bid in the Offer, and
- it shall not have recourse to its proceeds of the Offer for Sale until final approval for trading of the Equity Shares from the Stock Exchanges has been received;
- that it shall deposit its Equity Shares offered for sale in the Offer in an escrow demat in accordance with the share escrow agreement to be executed between the parties to such share escrow agreement; and
- that it shall provide assistance to our Company and the Book Running Lead Managers in redressal of such investor grievances that pertain to the Offered Shares.

The statements and undertakings provided above, in relation to the Promoter Selling Shareholder, are statements which are specifically confirmed or undertaken by the Promoter Selling Shareholder in relation to itself and the Offered Shares. All other statements or undertakings or both in this Red Herring Prospectus in relation to the Promoter Selling Shareholder, shall be statements made by our Company, even if the same relate to the Promoter Selling Shareholder.

### **Utilisation of Offer Proceeds**

Our Board of Directors certifies and declares that:

- (i) All the 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;
- (ii) details of all monies utilized out of the Fresh Issue shall be disclosed, and continue to be disclosed till the time any part of the Offer proceeds remains unutilized, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized; and
- (iii) details of all unutilized monies out of the Fresh Issue, if any shall be disclosed under an appropriate separate head in the balance sheet indicating the form in which such unutilized monies have been invested.

## **RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES**

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. The government bodies responsible for granting foreign investment approvals under the Consolidated FDI Policy and FEMA are the concerned ministries or departments of the Government of India and the RBI.

The Government has, from time to time, made policy pronouncements on FDI through press notes and press releases. The DPIIT, issued the Consolidated FDI Policy by way of circular bearing number DPIIT File Number 5(2)/2020-FDI Policy dated October 15, 2020 (“**Consolidated FDI Policy**”), which with effect from October 15, 2020, consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect as on October 15, 2020. The Government proposes to update the consolidated circular on Consolidated FDI Policy once every year and therefore, the Consolidated FDI Policy will be valid until the DPIIT issues an updated circular.

On October 17, 2019, the Ministry of Finance, Department of Economic Affairs, had notified the FEMA Rules, which had replaced the Foreign Exchange Management (Transfer and Issue of Security by a Person Resident Outside India) Regulations 2017. Foreign investment in this Offer shall be on the basis of the FEMA Rules. Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country, will require prior approval of the Government, as prescribed in the Consolidated FDI Policy and the FEMA Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made a similar amendment to the FEMA Rules. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020 issued on December 8, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank or fund in India. These investment restrictions shall also apply to subscribers of offshore derivative instruments. Each Bidder should seek independent legal advice about its ability to participate in the Offer. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar to the Offer in writing about such approval along with a copy thereof within the Bid/Offer Period.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that (i) the activities of the investee company are under the automatic route under the Consolidated FDI Policy and such 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 SEBI and RBI.

In accordance with the FEMA NDI Rules, participation by non-residents in the Offer is restricted to participation by (i) FIIs under Schedule II of the FEMA Non-debt Instruments Rules, in the Offer subject to limit of the individual holding of an FII below 10% of the post-Offer paid-up capital of our Company on a fully diluted basis and the aggregate limit for FII investment currently not exceeding the sectoral or statutory cap; and (ii) Eligible NRIs only on non-repatriation basis under Schedule IV of the FEMA NDI Rules.

As per the existing policy of the Government, OCBs cannot participate in the Offer. For further details, see “*Offer Procedure*” on page 401.

**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 any state securities laws in the United States, and unless so registered may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in accordance with any applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold outside the United States in “offshore transactions” as defined in and in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales are made. There will be no public offering of Equity Shares in the United States.**

**The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.**

**The above information is given for the benefit of the Bidders. Our Company, the Promoter Selling Shareholder, the Book Running Lead Managers are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Bidders 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.**

## **SECTION VIII: MAIN PROVISIONS OF ARTICLES OF ASSOCIATION**

*Capitalized terms used in this section have the meaning that has been given to such terms in the Articles of Association of our Company. The Articles of Association of our Company comprise of two parts, Part A and Part B, which parts shall, unless the context otherwise requires, co-exist with each other until the date of filing of this Red Herring Prospectus with the RoC or an earlier date as may be prescribed or suggested by SEBI (such date being the “Event”).*

*In case of any inconsistency or contradiction, conflict or overlap between Part A and Part B, the provisions of Part B shall prevail and be applicable until the Event. All articles of Part B shall automatically terminate and cease to have any force and effect from the Event and the provisions of Part A shall continue to be in effect and be in force, without any further corporate or other action, by the Company or by its shareholders.*

### **PART A GENERAL ARTICLES**

#### ***Interpretation***

- I.** (1) In these regulations—
- (a) “the Act” means the Companies Act, 2013,
  - (b) “the Company” means “Transrail Lighting Limited”
  - (c) “Seal” means the “Common Seal” of the Company.
- (2) Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.

#### ***Share capital and variation of rights***

**II. 1.** The Authorised Share Capital of the Company shall be such amount and of such description as is stated for the time being or at any time, in the Company's Memorandum of Association and the Company shall have power to increase or reduce the Share Capital from time to time in accordance with the regulations for the time being in force in this behalf.

**2. (i)** Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,-

- (a) one certificate for all his shares without payment of any charges; or
  - (b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.
- (ii) Every certificate shall specify the shares to which it relates and the amount paid-up thereon.
- (iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

**3. (i)** If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.

- (ii) The provisions of Articles (2) and (3) shall *mutatis mutandis* apply to debentures of the company.

**4.** Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

**5** (i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent. or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rule made thereunder.

(ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.

(iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

**6.** (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

(ii) To every such separate meeting, the provisions of these regulations relating general meetings shall *mutatis mutandis* apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.

**7.** The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further share ranking *pari passu* therewith.

**8.** Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

### ***Lien***

**9.** (i) The company shall have a first and paramount lien—

(a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and

(b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:

Provided that the Board of directors may at any time declare any share to wholly or in part exempt from the provisions of this clause.

(ii) The company's lien, if any, on a share shall extend to all dividend bonuses declared from time to time in respect of such shares.

**10.** The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:

Provided that no sale shall be made—

(a) unless a sum in respect of which the lien exists is presently payable; or

(b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

**11.** (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.

**12.** (i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.

(ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

#### *Calls on shares*

**13.** (i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:

Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call

(ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.

(iii) A call may be revoked or postponed at the discretion of the Board.

**14.** A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments.

**15.** The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

**16.** (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent. per annum or at such lower rate, if any, as the Board may determine.

(ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.

**17.** (i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

(ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

**18.** The Board-

(a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and

(b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent. per annum, as may be agreed upon between the Board and the member paying the sum in advance.

***Transfer of shares***

**19.** (i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.

(ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

**20.** The Board may, subject to the right of appeal conferred by section 58 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.

**21.** The Board may decline to recognise any instrument of transfer unless—

(a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;

(b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and

(c) the instrument of transfer is in respect of only one class of shares.

**22.** On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

***Transmission of shares***

**23.** (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a shareholder, shall be the only persons recognized by the company as having any title to his interest in the shares.

(ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

**24.** (i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either—

(a) to be registered himself as holder of the share; or

(b) to make such transfer of the share as the deceased or insolvent member could have made.

(ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

**25.** (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.

(ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

(iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

**26.** A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have complied with.

#### *Forfeiture of shares*

**27.** If a member fails to pay any call, or installment 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 installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.

**28.** The notice aforesaid shall—

(a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and

(b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

**29.** If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect

**30.** (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.

(ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

**31.** (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.

(ii) 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.

**32** (i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;

(ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;

(iii) The transferee shall thereupon be registered as the holder of the share; and

(iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

**33.** The provisions of these regulations as to forfeiture shall apply in the case of nonpayment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

#### *Alteration of capital*

**34.** 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.

**35.** Subject to the provisions of section 61, the company may, by ordinary resolution,—

(a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

(b) convert all or any of its fully paid-up shares into stock, and reconverit that stock into fully paid-up shares of any denomination;

(c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;

(d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

**36.** Where shares are converted into stock,-

(a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

(b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

(c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stock-holder" respectively.

**37.** The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law,—

(a) its share capital;

(b) any capital redemption reserve account; or

(c) any share premium account.

### ***Capitalisation of profits***

**38.** (i) The company in general meeting may, upon the recommendation of the Board, resolve—

(a) 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

(b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

(ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards—

(A) paying up any amounts for the time being unpaid on any shares held by such members respectively;

(B) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;

(C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);

(D) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;

(E) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.

**39.** (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall—

(a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and

(b) generally do all acts and things required to give effect thereto.

(ii) The Board shall have power—

(a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and

(b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such 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;

(iii) Any agreement made under such authority shall be effective and binding on such members.

### ***Buy-back of shares***

**40.** Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

### ***General meetings***

**41.** All general meetings other than annual general meeting shall be called extraordinary general meeting.

**42.** (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.

(ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

#### *Proceedings at general meetings*

**43** (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

(ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.

**44** . The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.

**45.** If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.

**46.** If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

#### *Adjournment of meeting*

**47** . (i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.

(ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

(iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

#### *Voting rights*

**48.** Subject to any rights or restrictions for the time being attached to any class or classes of shares,—

(a) on a show of hands, every member present in person shall have one vote; and

(b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.

**49.** A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.

**50.** (i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.

(ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.

**51.** A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.

**52.** Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

**53.** No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.

**54.** (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.

(ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

#### ***Proxy***

**55.** The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

**56.** An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.

**57.** 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 adjourned meeting at which the proxy is used.

#### ***Board of Directors***

**58.** The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum or a majority of them.

**59.** (i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

(ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them—

(a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or

(b) in connection with the business of the company.

**60.** The Board may pay all expenses incurred in getting up and registering the company.

**61.** The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that (section)) make and vary such regulations as it may think fit respecting the keeping of any such register.

**62.** All cheques, promissory notes, drafts, *hundis*, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.

**63.** Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.

**64.** (i) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.

(ii) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

#### *Proceedings of the Board*

**65.** (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.

(ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.

**66.** (i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.

(ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.

**67.** 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.

**68.** (i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.

**69.** (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.

(ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

**70 .** (i) A committee may elect a Chairperson of its meetings.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within 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.

**71.** (i) A committee may meet and adjourn as it thinks fit.

(ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.

**72.** All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.

**73.** Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

***Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer***

**74.** Subject to the provisions of the Act,—

(i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may thinks fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;

(ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

**75.** A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

***The Seal***

**76.** (i) The Board shall provide for the safe custody of the seal.

(ii) The seal of the company shall be affixed to any instrument as and when required on absolute discretion of the Board without any requirement of the resolution passed in this regard. ; any one of the Directors and the Company Secretary or any other person so authorized by the Board shall sign every instrument to which the seal of the company is so affixed.

***Dividends and Reserve***

**77.** The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

**78.** Subject to the provisions of section 123, 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.

**79.** (i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, thinks fit.

(ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

**80.** (i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.

(ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.

(iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

**81.** The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.

**82.** (i) Any dividend, interest or other monies payable in cash in respect of shares maybe paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.

(ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

**83.** Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.

**84.** Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.

**85.** No dividend shall bear interest against the company.

#### *Accounts*

**86.** (i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.

(ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.

#### *Winding up*

**87.** Subject to the provisions of Chapter XX of the Act and rules made thereunder—

(i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.

(ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

(iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributors if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

#### *Indemnity*

**88.** 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 Tribunal.

**PART B<sup>1</sup>**  
**SPECIAL ARTICLES**

Notwithstanding anything to the contrary contained in the above Articles 1-88 (Part A), the following Articles 89 to 124 are inserted as Part B to give effect to the Share Subscription cum Shareholders' Agreement dated September 26, 2023 ("Execution Date") executed by and amongst the Company, Asiana Alternative Investment Fund – Scheme: Asiana Fund 1 ("Investor") and Ajanma Holdings Private Limited ("Promoter"), (collectively referred to as "Parties"), ("Agreement") further amended by the Amendment Agreement to the Share Subscription Cum Shareholders' Agreement 9<sup>th</sup> February, 2024 ('Amendment Agreement'). In the event of any inconsistency between the provisions of Part A and Part B, the provisions set out in Part B shall supersede and prevail over the provisions of Part A.

*Definitions and Interpretation*

89. In addition to the terms defined elsewhere in Part B of these Articles through inclusion in parentheses, the following terms shall apply throughout Part B of these Articles when used in capitalized form in herein:

- (a) "Act" means the (Indian) Companies Act, 2013 and the rules, orders, circulars and notifications framed thereunder (to the extent notified, amended, modified or supplemented from time to time);
- (b) "Adjourned Board Meeting" shall have the meaning as ascribed to it under Paragraph 3(b) of Part I of SCHEDULE I (*Meetings of the Company*) of the Articles;
- (c) "Adjourned Shareholders' Meeting" shall have the meaning ascribed to it under Paragraph 4(b) of Part II of SCHEDULE I (*Meetings of the Company*) of the Articles;
- (d) "Accounting Principles" means the Indian accounting standards or principles issued under the Companies (Indian Accounting Standards) Rules, 2015, as amended, together with any pronouncements issued under Applicable Law (*as defined below*) thereon from time to time, including Indian Generally Accepted Accounting Principles or any other accounting principles that may be prescribed under Applicable Law from time to time;
- (e) "Affiliate(s)" means: (i) with respect to any specified Person (*as defined below*), any other Person directly or indirectly Controlling or Controlled by or under direct or indirect common Control with such specified Person, and (ii) with respect to the Investor, without prejudice to the foregoing, any fund, collective investment scheme, trust, limited liability partnership, partnership (including any co-investment partnership) or investment company / special purpose vehicle / investment fund owned, managed, advised, Controlled or promoted by the Investor, provided however that, a portfolio company of the Investor shall not be deemed to be an Affiliate of the Investor. In case of natural persons, his/her Relatives (*as defined below*) shall also be deemed to be Affiliates of such natural persons;
- (f) "Applicable Law(s)" means any (i) applicable constitutions, decrees, treaties, statutes, enactments, laws (including the common law), codes, notifications, rules, regulations, policies, guidelines, circulars, protocols, ordinances or orders of any Governmental Authority (*as defined below*), statutory authority, court, or tribunal having jurisdiction over the relevant Party; and (ii) Consents, approvals, authorizations from and binding administrative interpretation having the force of law, writs, orders, decisions, injunctions, judgments, awards, directions and decrees of or agreements with, any Governmental Authority or recognized stock exchange, statutory authority, court, or tribunal, in each case having jurisdiction over such Party;
- (g) "Assets" means any assets or properties (whether immovable, movable, tangible or intangible, absolute, accrued, fixed or otherwise) as now operated, hired, rented, owned or leased by a Person, including cash, cash equivalents, securities, accounts and notes receivable, real estate, plant and machinery, equipment, trademarks, brands, patents, copyrights, trade secrets, other intellectual property, raw materials, inventory, furniture, fixtures and insurance, and includes all rights, interests and privileges attached thereto;

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<sup>1</sup> As adopted by means of a special resolution passed at the Extraordinary General Meeting of the Company held on 12<sup>th</sup> February, 2024.

- (h) “**Articles**” means the articles of association of the Company, as amended, modified or restated from time to time;
- (i) “**Board**” means the board of directors of the Company as constituted from time to time, including any committees thereof;
- (j) “**Board Meeting(s)**” shall have the meaning as ascribed to it in Paragraph 2(a) of Part I of **SCHEDULE I (Meetings of the Board)** of the Articles;
- (k) “**Business**” shall have the meaning as ascribed to it in Recital A of the Agreement;
- (l) “**Business Day(s)**” means day(s), other than Saturday and Sunday, on which banks are open for conducting normal business of banking in India;
- (m) “**Business Plan**” means the annual operating business plan of the Company containing *inter alia* key performance indicators, an annual budget in relation to sales, revenue and operating expenditure, cash flow, capital expenditure projections of the Company, an annual income statement, a statement of annual cash flow, a balance sheet and a detailed breakdown of the working capital requirements of the Company and such amendments and changes from time to time;
- (n) “**Buy Back Price Per Share**” means a price per Equity Share equivalent to “X”, where:
  - i.  $X = Y \times (1.25)^{(M/12)}$ , wherein;
  - ii.  $Y = \text{INR } 702/-$  (*Rupees Seven Hundred and Two*) (as appropriately adjusted by any dividend declared and paid to the Investor by the Company, bonus shares issued to the Investor, any additional Equity Shares issued to the Investor on account of a Dilution Event, or any stock split, consolidation or other similar action as regards the Investor Securities, between the Execution Date (*as defined below*) and the date of valuation); and
  - iii. M = number of months elapsed since the Execution Date till the date of calculation of the Buy Back Price Per Share;
- (o) “**Charter Documents**” means Articles and MoA (*as defined below*);
- (p) “**Closing**” means subscription of the Investor Securities by the Investor and allotment thereof by the Company to the Investor, on a preferential basis, subject to and in accordance with the terms and conditions of the Agreement and in particular, completion of all actions at Clause 6 of the Agreement;
- (q) “**Contract(s)**” means any written or other legally binding agreement, contract, undertaking, licence, lease, understanding, instrument, note, warranty, insurance policy, benefit plan or legally binding commitment or undertaking of any kind, nature whether express or implied (including for the avoidance of doubt, any lease and/or license agreement, common area maintenance agreement, master services agreement, letter of intent, etc);
- (r) “**Control**” means, with respect to any Person, (i) the ability to direct the management or policies of such Person, directly or indirectly, whether through ownership of shares or other securities, by contract or otherwise, or, (ii) direct or indirect ownership of or the power to direct the vote of 50% (*fifty percent*) or more of the voting share capital of a Person; or (iii) power to control the composition of the board of directors of a Person (the expressions “common control”, “controlling”, “controls” and “controlled” shall have the corresponding meanings);
- (s) “**Consent**” means any permit, permission, license, ratification, notice, approval, authorisation, consent, clearance, waiver, no objection certificate, grant, concession, certificate, exemption, order or registration, or other authorisation of whatever nature and by whatever name called, which is required to be granted by any Governmental Authority and/or the Board and/or the Shareholders (*as defined below*) and/or the creditors and/or the Investor or any other Person or authority or under the Agreement, any contract or Applicable Law;

- (t) “**Deed of Adherence**” means a deed of adherence in the form set out in **SCHEDULE VIII (Deed of Adherence)** of the Agreement;
- (u) “**Director**” means with respect to the Company, a director duly appointed on the Board and shall include alternate directors, if any;
- (v) “**Employment Agreement**” means the employment agreements executed by the Company with Persons who form part of the Management Team (*as defined below*), for the purpose of governing the role, duties, and term of their employment;
- (w) “**Encumbrance(s)**” shall mean to include the following:
  - i. Any mortgage, charge (whether fixed or floating), pledge, equitable interest, security interest, lien, hypothecation, assignment, deed of trust, title deposit required by contract, security interest, encumbrance of any kind which has an economic or financial effect similar to the granting of security, or securing or conferring any priority of payment in respect of any obligation of any Person;
  - ii. Any proxy, power of attorney, any voting trust agreement, option, right of other Persons to acquire/sell, right of first offer, refusal, pre-emption right, or Transfer (*as defined below*) restrictions in favour of any Person, or a conditional sale arrangement;
  - iii. Any adverse claim as to title, possession or use, restriction or condition and other title exception of whatsoever nature, including without limitation, any adverse judgement, order or ruling of any court or arbitral tribunal, tenancy, easement rights or other occupancy rights, restrictions on use, enjoyment, transfer, disposal, gift, exchange or exercise of any other attribute of ownership, any security or similar arrangement, any accrued and unsettled or outstanding statutory liability recoverable by sale of property; and
  - iv. A contract, whether conditional or otherwise, to give or refrain from giving any of the foregoing;

“**Encumber**” shall be construed accordingly;

- (x) “**Equity Shares**” means the ordinary equity shares of the Company having face value of INR 2 (*Rupees Two*) each;
- (y) “**ESOP Plan**” means a bona fide employee stock options plan of the Company, for the issue of employee stock options convertible into Equity Shares to its identified employees (including the Management Team), as approved by the Board and Shareholders of the Company;
- (z) “**Financial Year**” means the accounting year commencing on April 01 every year and ending on March 31 of the following year;
  - (aa) “**Fully Diluted Basis**” means the total of all classes and series of issued Securities (*as defined below*) on a particular date, combined with all options (granted, vested or exercised) warrants (whether exercised or not), convertible Securities of all kinds and any other arrangements relating to the equity of a Person, all on an “as if converted” basis. It is however clarified that as regards ESOPs, the term “fully diluted basis” shall only refer to such ESOPs which have been issued and granted. For the purpose of the Articles, “as if converted” basis shall mean as if such instrument, option or Security had been converted into Equity Shares of the Person in accordance with their terms;
  - (bb) “**Governmental Authority**” means any governmental or quasi-governmental authority, ministry, statutory or regulatory authority, government department, agency, commission, board, tribunal, judicial authority, quasi-judicial authority, or court or any entity exercising executive, legislative, judicial, regulatory or administrative, financial, supervisory, determinative, disciplinary or taxation functions of or pertaining to or purporting to have jurisdiction on behalf of or representing the Government of India or any other relevant jurisdiction applicable to the Parties and/or their Affiliates, or any state, municipality, district or other subdivision or instrumentality thereof;

- (cc) “**Indebtedness**” as applied to any Person (a “**Relevant Person**”) means, without duplication: (a) all indebtedness for borrowed money or operational debt (including overdrafts, deposits, advances, interest, premiums, penalties, fees and any other liabilities, in each case to the extent such liability is in the nature of borrowed money); (b) any agreement or instrument treated as a finance or capital lease; (c) any amount raised under any other transaction (including any forward sale or purchase agreement) having the commercial effect of a borrowing; (d) obligations of the Relevant Person to pay deferred or installment purchase price of property or services, other than trade payables and ordinary course accruals; (e) any derivative transaction entered into in connection with protection against or benefit from fluctuation in any rate or price (and when calculating the value of any derivative transaction, only the marked to market value shall be taken into account); (f) any counter-indemnity obligation extended by the Relevant Person in respect of any guarantee, indemnity, bond, letter of credit or any other instrument issued by a bank or financial institution; (g) all obligations evidenced by a note, bond, debenture, letter of credit or similar instrument; (h) all amounts treated as debt under the Accounting Principles; and (i) all guarantees and letters of comfort or similar instruments of any nature extended by the Relevant Person with respect to any indebtedness and obligations of any other Person including the types described in sub-clauses (a) through (i) above;
- (dd) “**Intellectual Property**” means all patents, inventions (whether patentable or not), trademarks, service marks, service names, logos, get-up, trade names, internet domain names, rights in designs, copyright (including rights in computer software) and moral rights, database rights, semi-conductor topography rights, utility models, rights in know-how, confidential information, trade secrets, brands and the goodwill associated therewith, and other intellectual property rights and proprietary data, in each case whether registered or unregistered and including applications for registration, and all rights or forms of protection having equivalent or similar effect anywhere in the world, including by way of a contract relating to any of the foregoing. The right, title or interest in any Intellectual Property shall be referred to as “**Intellectual Property Rights**”;
- (ee) “**Investment Amount**” means INR 140,00,00,004 (*Rupees One Hundred Forty Crores and Four*) to be paid by the Investor on the Execution Date towards subscription of Investor Securities, subject to the terms contained in the Agreement;
- (ff) “**Investor Director**” shall have the meaning ascribed to it in Article 93(a);
- (gg) “**Investor Security(ies)**” means the Securities being issued and allotted to the Investor under the Agreement;
- (hh) “**IPO**” shall mean an initial public offering of Equity Shares or other securities of the Company (including by way of offer for sale) on, and their listing and admission to trading on, any Stock Exchange (*as defined below*) in accordance with the provisions of Applicable Law;
- (ii) “**Liquidation Event**” means the commencement of any proceedings for the voluntary winding up of the Company in accordance with Applicable Law or the passing of an order of any court appointing a provisional liquidator or administrator in any other proceeding seeking the winding up of the Company or the liquidation of the Company;
- (jj) “**Management Team**” means the executive chairman, managing director and any other key managerial personnel (as defined under Section 2(51) of the Act) of the Company;
- (kk) “**MoA**” means the memorandum of association of the Company, as amended, modified or restated from time to time;
- (ll) “**Ordinary Course of Business**” means any action taken by a Person that satisfies all of the following conditions: (i) the action is taken in regular and normal day to day operations; and (ii) is consistent with its past customs and prudent business practices only to the extent taken in accordance with Applicable Law; and (iii) such action is not required under the Act to be authorized by the Shareholders and Board. It is clarified that a series of related transactions which, taken together, do not satisfy any of the above conditions, shall not be deemed to be in Ordinary Course of Business;

(mm) “**Person(s)**” shall mean and include any individual, sole proprietorship, union, association, corporation, body

corporate, limited liability partnership, partnership (limited or unlimited), Hindu undivided family, joint venture, venture capital fund, alternative investment fund, trust, unincorporated / unregistered organization or association, joint stock company or limited or unlimited liability company, estate, enterprise or other entity or organization, association of persons, including a government or political subdivision, or an agency or instrumentality thereof or any other entity that may be treated as a person under Applicable Laws;

(nn) “**Related Party**” shall have the meaning ascribed to it under the Act;

(oo) “**Relative**” shall have the meaning ascribed to it under the Act;

(pp) “**Reserved Matters**” shall have the meaning ascribed to them in Article 95 and has reference to the matters appearing in the list at **SCHEDULE III** (*List of Reserved Matters of the Company*) herein;

(qq) “**Security(ies)**” means the Equity Shares, preference shares, debentures, whether convertible or not, and all other classes of shares in the capital of the Company issued from time to time, together with all rights, differential rights, obligations, title, interest and claim in such shares and shall be deemed to include all bonus shares issued in respect of such shares and shares issued pursuant to a stock split in respect of such shares;

(rr) “**Share Capital**” means the total issued and fully paid-up share capital of the Company on a Fully Diluted Basis;

(ss) “**Shareholder(s)**” shall mean the Promoter, the Investor (on and from the Execution Date following the Closing) and/or any Person who holds Securities or acquires Securities from time to time, and “**Shareholding**” shall be construed accordingly;

(tt) “**Shareholders’ Meeting**” shall have the meaning as ascribed to it in Paragraph 2(a) of Part II of **SCHEDULE I** (*Meetings of the Company*) of the Articles;

(uu) “**Stock Exchange**” means the National Stock Exchange of India Limited, the BSE (formerly the Bombay Stock Exchange Limited) or such other national or international recognized stock exchange, as approved by the Parties in writing; and

(vv) “**Transfer**” means and includes any direct or indirect (in either the noun or the verb form including, with respect to the verb form, all conjugations thereof within their co-relative meanings), sale, transfer, gift, assign, Encumbrance, transfer of any interest in trust or by operation or otherwise, exchange or in any other way dispose of in any manner whatsoever pursuant to the transfer of an economic, legal, beneficial or other interest, the creation of a derivative security (whether for or without consideration) directly or indirectly, voluntarily or involuntarily.

90. Part B of these Articles shall be interpreted in accordance with the principles set forth herein, save and except where the context otherwise requires in these Articles:

- (a) any reference to any Applicable Law shall include:
  - i. all subordinate legislation made from time to time under Applicable Law, as amended, modified, re-enacted or consolidated;
  - ii. such Applicable Law as from time to time amended, modified, re-enacted or consolidated;
- (b) any references to the masculine, the feminine and the neuter genders shall include references to all other genders;
- (c) any reference to books, files, records or other information or any of them means books, files, records or other information or any of them in any form or in whatever medium held including paper, electronically stored data, magnetic media, film and microfilm;
- (d) headings to Articles, parts and paragraphs of schedules and exhibits are for convenience only and do not affect the interpretation of the Articles;
- (e) a reference to a specific time for the performance of an obligation is a reference to that time in the country, province, state, country or other place where that obligation is to be performed;
- (f) “in writing” includes any communication made by letter or electronic mail;

- (g) the words “include”, “including” and “in particular” shall be construed as being by way of illustration or emphasis only and shall not be construed as, nor shall they take effect as, limiting the generality of any preceding words;
- (h) reference to the terms “herein”, “hereto”, “hereunder” and words of similar purport refer to the Articles in its entirety;
- (i) references to days, months or years are to Gregorian days, months and calendar years respectively;
- (j) where a wider construction is possible, the words “other” and “otherwise” shall not be construed ejusdem generis with any foregoing words;
- (k) any reference to a document in the “agreed form” is to the form of the relevant document agreed between the relevant and applicable Parties and for the purpose of identification initialed by each of them or on their behalf (in each such case with such amendments as may be agreed by or on behalf of the Parties);
- (l) the capitalized terms used herein but not defined, shall have the same meaning as ascribed to them under the Agreement.

*Board of Directors and Meetings*

## 91. Overall Management of the Company

Subject to the rights and entitlements contained in these Articles, including without limitation, the Reserved Matters set forth in Article 95 along with **SCHEDULE III** (*List of Reserved Matters*) of these Articles and subject to Applicable Laws, the day to day affairs of the Company shall be conducted by the Management Team in accordance with their respective Employment Agreement, however, the Management Team shall report to the Board on the overall management of the Company’s operations and seek its guidance on material issues relating to the Business.

## 92. Board of Directors

Subject to the Articles and the Act, the Business shall be managed by and shall be under the direction and supervision of the Board, which may exercise all such powers of the Company and do all lawful acts and things that may not be specifically directed or required to be exercised or undertaken by the Shareholders under the Act, the Charter Documents and the Agreement. The Board shall, at its discretion, formulate policies relating to the Business which are to be applied by the Promoter while conducting the Business.

## 93. Composition of the Board

- (a) The Board shall comprise of a minimum of 6 (six) Directors and a maximum of such Directors as may be determined by the Board, such that:
  - i. The Promoter shall have the right to nominate the majority of the Director(s) to the Board (“**Promoter Director**”); and
  - ii. The Investor shall have the right to nominate 1 (one) Director (“**Investor Director**”) to the Board;
- (b) It is hereby clarified that, the Board may, if it so deems fit or if required under Applicable Law, appoint an independent director(s) on the Board.
- (c) **Chairman:** The Board Meetings shall be presided over by the chairman, who shall be elected by the Directors from among themselves (“**Chairman**”). The Chairman shall not have a casting vote.

## 94. Investor Director

- (a) Subject to Article 121 (*Fall Away*), till such time the Investor holds at least 5% (five percent) of the Share Capital, the Investor shall have the right to nominate and appoint an Investor Director. In the event, the Investor nominates the Investor Director for appointment, the Board and the Company shall ensure that within 15 (fifteen) days of such nomination, it takes all necessary steps as required under Applicable Law to approve the appointment of the Investor Director as a Director and shall take all steps to ensure that such Person is also confirmed as a Director at the next annual general meeting of the Company. Each of the Parties agree to promptly vote in proportion of their respective Equity Shares, in favour of, the individual nominated pursuant to the preceding sentence at any general meeting of the Company. The Investor shall have the right to replace such Director nominated by it, including any alternate Director, as the case may be, at any time and without cause,

and the Parties shall undertake all necessary action to ensure the formal election of such replacement Director as the first item of business at the next occurring Board meeting.

- (b) The Investor Director shall be a non-executive Director on the Board and shall not be involved in day-to-day management or conduct of the Company. The Parties hereby agree that the Investor Director shall not be named in any correspondence, applications, licenses, approvals, compliance reports or otherwise as the person in charge of or responsible for the operations of the Company or compliance by the Company of any laws or licenses or as an “officer who is in default”. The Company shall assert such position in any notice, reply, litigation or other proceedings in which any liability is sought to be attached to the Investor or the Investor Director. The Company shall procure that the Management Team or such other suitable persons as determined by the Board shall be nominated as “officer who is in default” or “employers” or such other designations for the purpose of statutory compliance under Applicable Law to ensure that the Investor Director does not incur any liability in this regard.
- (c) The Company shall, in accordance with the Act, indemnify the Investor Director from and against:
  - i. any act, omission or conduct of or by the Company, its employees or agents as a result of which, in whole or in part, the Investor Director is made a party to, or otherwise incurs any Loss pursuant to, any action, suit, claim or proceeding arising out of or relating to any such conduct; or
  - ii. any action undertaken or omission by Investor Director at the written request of or with the written consent of the Company, other than the independent decision of the Investor Director to exercise their voting rights at a meeting of the Board; or
  - iii. contravention of any Law by the Company and any action or proceedings taken against the Investor Director in connection with any such contravention or alleged contravention.

## 95. Reserved Matters

- (a) Notwithstanding anything to the contrary contained in the Articles, the Company and any subsidiary of the Company shall not, directly or indirectly, resolve, consider or take any action (whether in any Shareholders’ Meeting, any meeting of the Board or committees / sub-committees thereof, by way of circular resolution or by any officer or employee of the Company) in respect of any of the matters set out in **SCHEDULE III (List of Reserved Matters of the Company)** hereof (“**Reserved Matters**”), unless a prior written approval of such matter is given by the Investor or affirmatively voted upon in favour of the relevant Reserved Matter at the Board meeting and/or the Shareholders’ meeting or by way of an affirmative vote to the resolutions proposed by postal ballot or circular resolution or in any other manner or have expressly waived the requirement for approval in writing, as the case may be. The Company shall ensure that the agenda of the Board Meeting (or a meeting of any committee thereof) or by way of circulation or at a Shareholders’ Meeting, as applicable, contain relevant details where any matter to be approved is a Reserved Matter. For the avoidance of doubt, it is hereby clarified that in the event: (a) the Investor Director (at any Board Meeting (or by way of circular resolution) or meeting of the committee thereof) or representative of the Investor, (at any Shareholders’ Meeting,) does not cast its vote in favour of any of the Reserved Matters; or (b) the Investor has not conveyed its written approval in favour of any of the Reserved Matters, then the Company shall not take any decision with respect to such Reserved Matter without obtaining the prior written approval of the Investor. It is hereby agreed between the Parties that the rights of the Investor under this Article 95 and **SCHEDULE III (List of Reserved Matters of the Company)** of these Articles shall fall away upon the Investor ceasing to hold 5% of the Share Capital, as required in Article 121 (*Fall Away*).
  - (b) The Parties agree that the Investor will not be involved in day-to-day management or operations of the Company and/or the subsidiaries. However, in order to protect the Investor’s economic interests, the Parties have mutually agreed to provide specific Reserved Matters to the Investor, which would have an impact on its investment in the Company. It is clarified that, any Consent given in accordance with Articles 91 to 96 shall only be applicable with respect to the particular instance in respect of which such Consent has been provided, and shall not under any circumstance, be deemed to be a Consent to such item in any other instance.
  - (c) The Parties agree and acknowledge that any resolution passed at a Board Meeting, meeting of a committee, or at a Shareholders’ Meeting in contravention of this Article 95, or any other actions taken in breach of this Article 95, shall be ultra vires the Charter Documents, and shall be invalid and void ab initio.
96. The procedures followed by the Board and particulars concerning the Board Meeting and the Shareholders Meeting is elucidated in **SCHEDULE I (Meetings of the Company)** of these Articles.

97. The Company shall implement an ESOP Plan where the maximum number of Equity Shares that may be issued under the ESOP Plan shall be equivalent to 3% (three percent) of the Share Capital, on Fully Diluted Basis.

*Pre-emptive rights*

98. If the Company is desirous of issuing any new Securities (including by way of a rights issue or a preferential issue in accordance with the Act) (“**Additional Issuance**”), the Company shall first offer the right to acquire such Securities under the Additional Issuance to the Investor to enable the Investor to maintain its shareholding in the Company as on the date of the Additional Issuance (“**Pre-Emptive Right**”). The Company shall give the Investor a written notice of any proposed Additional Issuance specifying: (i) the number of new Securities proposed to be issued (“**New Securities**”); (ii) the terms of issuance of the New Securities; (iii) the identity of the proposed subscriber(s) of the New Securities (“**Proposed Subscriber**”); (iv) the issuance price of New Securities; and (v) the total quantum of investment to be raised by the proposed issuance of New Securities, such notice being the “**Issuance Notice**”.
99. Upon receipt of the Issuance Notice, the Investor shall have the right (but not an obligation) to subscribe to the New Securities on such terms and conditions as offered by the Company to the Proposed Subscriber so as to enable the Investor to maintain its shareholding in the Company as on the date of the Additional Issuance (on a Fully Diluted Basis) (“**New Securities Entitlement**”). The Investor may choose to subscribe to all or part of its New Securities Entitlement.
100. Within 30 (thirty) days from the delivery of the Issuance Notice, the Investor shall have the right (but not the obligation to) to agree to subscribe to all or any part of New Securities Entitlement, by giving written notice to the Company setting forth the quantity of the Securities out of the New Securities Entitlement proposed to be subscribed to by the Investor (“**Issuance Acceptance Notice**”). If the Investor so elects to subscribe to its New Securities Entitlement, whether in full or in part, such New Securities shall be issued and allotted to the Investor in accordance with its election.
101. If the Investor fails to exercise or expressly waive its right as foregoing within the period specified above, the Company shall have 30 (thirty) days after the expiry of the time period for providing the Issuance Acceptance Notice to issue an allot the unsubscribed portion of the New Securities to the Proposed Subscriber specified in the Issuance Notice at the same price and terms and conditions set out in the Issuance Notice. If the Company fails to issue and allot the New Securities within the time period set out in this article, the Company shall not thereafter issue and allot such New Securities without first offering to the Investor in the manner and as per the procedure set out in Articles 98 to 103.
102. The Investor shall be entitled to nominate one or more of its Affiliates (“**Nominee**”) to subscribe to all or part of the New Securities Entitlement, pursuant to Articles 98 to 103.
103. The Investor’s right under Articles 98 to 103 shall be available to the Investor as long as the Investor meets the thresholds set out in Article 121 (Fall Away).

*More favourable terms*

104. If the Company issues new Securities to a third party, resulting in a shareholding equal to, or lower than, the shareholding of the Investor (“**New Securities**”), at terms that are more favourable than the terms and conditions granted to the Investor for its investment, then any and all such more favourable terms that were proposed for the New Securities shall be automatically applicable to the investment by the Investor (to the extent that such terms and conditions are relevant) but without imposing any additional obligations on the Investor, provided that if the New Securities are issued at a valuation of the Company which is in excess of 1.15 times the valuation of 100% (one hundred percent) of the Company at which the Investor was issued the Investor Securities, then Articles 104 and 105 shall not apply.
105. The Parties agree to take all necessary steps and perform all necessary actions as may be reasonably requested by the Investor, to effectively implement the same (including, but not limited to, amending the Charter Documents as required).

106. Subject to the terms and conditions of the Articles, if at any time , the Company proposes to issue to any Person any Securities which confer a right to form a part of the Share Capital either upfront or at a later date, at a price per Security (except Equity Shares issued or issuable pursuant to the ESOP Plan) (the “**Offer Price**”) that is lower than the Subscription Price per Investor Security (such an event being referred to as a “**Dilution Event**”), then the Investor shall be entitled to a broad-based weighted average anti-dilution protection in accordance with **SCHEDULE II** (Broad Based Anti-Dilution Protection) of these Articles in respect of the Investor Securities held by it.
107. In such a Dilution Event, the Company shall,
  - (a) either as a condition precedent to the issuance of any Securities pursuant to the Dilution Event, or
  - (b) at the option of Investor, at the earliest possible time as permitted under the Applicable Law,issue additional Securities to the Investor for no additional consideration and if not permissible under Applicable Law, at the lowest permissible consideration under Applicable Law, the effect of which shall be such that the Investor receives the additional Securities as determined pursuant to the broad-based weighted average anti-dilution protection in accordance with **SCHEDULE II** (*Broad Based Anti-Dilution Protection*) (“**Additional Shares**”).
108. For the purposes of Articles 106 to 108, the Company and the Shareholders shall be bound to cooperate with each other and the Investor. If the adjustment as contemplated in Articles 106 to 108 cannot be undertaken due to Applicable Law, then the Parties shall mutually discuss and agree on an alternative to achieve the aforesaid adjustment, including without limitation through the issuance of Securities by way of rights issue, bonus issue, etc. to the Investor. In the event any approvals or Consents are required for purposes of giving effect to Articles 106 to 108, the Company shall obtain such approvals.

*Transfer of securities*

109. **General Transfer Rules**
  - (a) None of the Parties shall Transfer their Securities in the Company, except in accordance with and subject to Applicable Law, the terms and conditions set forth in the Articles and more particularly in Articles 109 to 114.
  - (b) Any attempt by any Party to Transfer any Securities in violation of any provision of the Articles will be null and void ab initio and shall constitute a material breach of the Articles. The Parties will do all acts, deeds, or things to prevent any Transfer in contravention of the Articles from being given effect. The Company hereby agrees and confirms that it shall not record any Transfer or agreement or arrangement to Transfer the Securities on its books and shall not recognize or register any equitable or other claim to, or any interest in or pay any dividend or accord any right to vote in the Securities which have been Transferred by the existing Shareholders in any manner other than as permitted under the Articles, without the necessity of a Board decision or an order of any Governmental Authority.
110. **Transfer by Investor**
  - (a) No Transfer of Securities by the Investor may be made unless the transferee has executed a Deed of Adherence.
  - (b) Notwithstanding anything contained herein: (i) the Investor shall have the right to Transfer any or all of its Securities held by it in the Company and all rights granted to it under the Articles to any of its Affiliates or any Third Party (other than a Competitor until the expiry of the Exit Period or occurrence of an Event of Default, whichever is earlier) without any restrictions whatsoever subject to compliance with Articles 110 and 111; and (ii) none of the Shareholders shall have the right to Transfer its Shareholding to a Competitor, except in case of the Investor, when the Promoter or the Company have failed to provide the exit to the Investor within the Exit Period as per Articles 115 to 118 (*Exit Rights*) or upon occurrence of an Event of Default, whichever is earlier.
111. **Right of First Offer of the Promoter**
  - (a) The Transfer of any or all Securities held by the Investor (“**Selling Shareholder**”), shall be subject to a right of first offer of the Promoter (hereinafter the “**Promoter ROFO**”). In the event the Selling Shareholder intends to

Transfer any or all of the Securities held by them (“**ROFO Shares**”), then the Selling Shareholder shall first notify its intent to sell ROFO Shares to the Promoter through a written notice (“**ROFO Notice**”) and specifying the number of such ROFO Shares proposed to be Transferred by the Selling Shareholder.

- (b) Within a period of 30 (thirty) days from the date of receipt of the ROFO Notice (“**ROFO Notice Period**”), the Promoter shall have the option to either, communicate its willingness to acquire all the ROFO Shares, or communicate its decision that it does not want to acquire the ROFO Shares.
- (c) If within the ROFO Notice Period, the Promoter (a) does not communicate its willingness to acquire all the ROFO Shares; or (b) communicates that it does not want to acquire the ROFO Shares, then the Selling Shareholder may Transfer such ROFO Shares, to a third party purchaser who is not a Competitor (“**Third Party Transferee**”), and provided the Third Party Transferee shall execute a Deed of Adherence. Such Transfer of the ROFO Shares shall be completed within 120 (one hundred and twenty) days from the end of the ROFO Notice Period. If the Selling Shareholder communicates within the ROFO Notice Period that it does not propose to Transfer the ROFO Shares to the Promoter or any Third Party Transferee, then Article 111 shall be treated as if no such offer was made.
- (d) If the Promoter decides at its option to irrevocably offer to purchase all the ROFO Shares at a price per Security on a cash basis determined by the Promoter (“**ROFO Price**”), then it shall communicate its intention to purchase the ROFO Shares and the ROFO Price by issuing a notice to the Selling Shareholder (“**Response Notice**”) within the ROFO Notice Period.
- (e) Within a period of 60 (sixty) days from the receipt of the Response Notice, the Selling Shareholder shall notify the Promoter through the delivery of a written notice (“**Selling Shareholder Notice**”), (a) if it is willing to Transfer the ROFO Shares to the Promoter at the ROFO Price; or (b) its decision to Transfer the ROFO Shares to a Third Party Transferee. If the Selling Shareholder has indicated its willingness to Transfer the ROFO Shares to the Promoter at the ROFO Price in the Selling Shareholder Notice, the sale of the ROFO Shares by the Selling Shareholder to the Promoter shall be completed within a period of 30 (thirty) days from the receipt of the Selling Shareholder Notice. If the Selling Shareholder decides not to accept the ROFO Price, the Selling Shareholder may Transfer the ROFO Shares to a Third Party Transferee at a price which is at least 10% (ten percent) higher than ROFO Price (such price the “**Third Party Offer Price**”). The Selling Shareholder shall inform the Promoter of the Third Party Offer Price, along with the name and details of the proposed Third Party Transferee and the other terms and conditions of the proposed Transfer (“**Sale Notice**”). On receipt of the Sale Notice, the Promoter shall have the right but not the obligation to match the Third Party Offer Price (“**Right to Match**”). The Promoter may, by delivery of a written notice to the Selling Shareholder, within 15 (fifteen) Business Days from the receipt of the Sale Notice, exercise its Right to Match and indicate its willingness to purchase the ROFO Shares at the Third Party Offer Price. If the Promoter has indicated its willingness to match the Third Party Offer Price and purchase the ROFO Shares, the sale of the ROFO Shares by the Selling Shareholder to the Promoter shall be completed within 60 (sixty) days of the Sale Notice and such sale will be at no less favorable terms than as set out in the Sale Notice. If the Promoter has not communicated its willingness to purchase the ROFO Shares at the Third Party Offer Price within 15 (fifteen) Business Days from the receipt of the Sale Notice, the Selling Shareholder has the right to Transfer the ROFO Shares to the Third Party Transferee within 60 (sixty) days of the Sale Notice at the Third Party Offer Price.
- (f) Article 111 shall be applicable only if (a) the Investor proposes to transfer its Securities to a Person other than to its Affiliate; (b) no Event of Default has occurred or is subsisting; and (c) the Exit Period has not expired.

## 112. Investor Tag Along Right

- (a) If the Promoter and/ or its Affiliate(s) proposes to Transfer 15% (fifteen percent) or more of the Securities held by it (“**Promoter Securities**”) to any third party (“**Tag Buyer**”) in one or more transactions, then the Investor (“**Tag Seller**”) shall have the right (but not an obligation) to sell, and the Promoter shall have the obligation to ensure such sale of, the Tag Shares (defined below) held by the Tag Seller to such Tag Buyer, at the same price per Security and on no less favorable terms on which the Promoter proposes to Transfer the Promoter Securities (“**Tag Along Right**”).
- (b) The Tag Along Right shall entitle the Tag Seller to require the Promoter to ensure that the Tag Buyer purchases from the Tag Seller:
  - i. where the proposed Transfer of the Promoter Securities to the Tag Buyer does not result in a Change in Control (defined below), such number of Securities as is determined by multiplying the number of total Securities of the Investor by a fraction, (x) the numerator of which shall be the number of Promoter

- Securities, and (y) the denominator of which shall be the total number of Securities then held by the Promoter; and
- ii. where the proposed Transfer of the Promoter Securities to the Tag Buyer results in Change in Control (defined below), all shares held by the Investor,
- such Securities of the Tag Seller determined in accordance with Article 112(b) being the “**Tag Shares**”. For the avoidance of doubt, the number of Promoter Securities to be Transferred by the Promoter to the Tag Buyer in such transaction shall be reduced by the number of Tag Shares in order to accommodate the Tag Shares in the transaction.
- (c) The Promoter shall ensure that the Tag Shares shall be purchased by the Tag Buyer at the same price per Security and on no less favorable terms on which the Promoter proposes to Transfer the Promoter Securities provided that Investor and/ or its Affiliates, as the case may be, shall not be required to provide any representations, warranties and indemnities in connection with such Transfer except for representations and warranties in respect of title.
  - (d) If the Promoter proposes to Transfer the Promoter Securities in accordance with Article 112(a) to a Tag Buyer, then it shall provide a written notice to the Tag Seller (“**Tag Along Notice**”) specifying: (i) the proposed price per Security (which shall be for cash consideration only) and the terms on which such Promoter Securities are proposed to be Transferred; (ii) the identity of the Tag Buyer; and (iii) a confirmation that the Tag Buyer has been informed of the Tag Along Right set out in Article 112, and that the Tag Buyer has agreed to purchase the Tag Shares held by the Tag Seller in accordance with the terms of Article 112.
  - (e) The Tag Seller shall be entitled to exercise the Tag Along Right within 30 (thirty) days of receipt of the Tag Along Notice (“**Tag Along Period**”) by giving a notice in writing to the Promoter that it desires to sell its Tag Shares under the Tag Along Right. The Transfer of the Tag Shares shall take place simultaneously with Transfer of the Promoter Securities by the Promoter to the Tag Buyer.
  - (f) In the event the Tag Seller does not exercise its Tag Along Right or fails to respond to the Tag Along Notice within the Tag Along Period, the Promoter shall be entitled to sell the Promoter Securities to the Tag Buyer on same terms and conditions as those contained in the Tag Along Notice, within a period of 60 (sixty) days from the expiry of the Tag Along Period. If such Transfer is not completed within this 60 (sixty) day period, then the Promoter shall not Transfer any of its Promoter Securities to the Tag Buyer and the provisions of Article 112 shall apply again to any proposed Transfer of any of the Promoter Securities by the Promoter.
  - (g) If the Tag Buyer declines to purchase the Tag Shares or in the alternate declines to purchase the Tag Shares at the same price (including the mode and manner of payment of the purchase consideration) at which the Tag Buyer is acquiring the Promoter Securities, then the Promoter shall not Transfer any of its Promoter Securities to the Tag Buyer and, the provisions of Article 112 shall apply again to any proposed Transfer of the Promoter Securities by the Promoter to a third party buyer. Any attempted Transfer in violation of Article 112 shall not be recorded by the Company and shall be treated as void.
  - (h) For the purposes of Article 112:

“**Change in Control**” means that after giving effect to the proposed Transfer of Securities, the Promoter and/ or its Affiliates will cease to:

- i. Own at least 50.01% of the outstanding Equity Shares of the Company; or
- ii. Own at least 50.01% of the Securities of the Company (on a Fully Diluted Basis); or
- iii. Control the majority of the composition of the Board.

### **113. Promoter’s Drag Right**

- (a) If the Promoter proposes to Transfer any of the Securities to any third party wherein more than 50.01% of the Share Capital is being Transferred (“**Drag Purchaser**”) at a price per Equity Share which is equal to or in excess of the Buy Back Price Per Share and the Investor has not exercised its Tag Along Right, then the Promoter shall have the right (but not an obligation) to require the Investor (“**Dragged Shareholder**”) to sell and Transfer all, but not less than all, of its Securities (“**Drag Shares**”) to the Drag Purchaser in accordance with the terms and conditions specified in the Drag Notice (*defined below*). This right of the Promoter to require the Dragged Shareholder to sell the Drag Shares to the Drag Purchaser shall be referred to as the “**Drag Right**” and shall be exercised in the manner set forth hereinafter.
- (b) To exercise the Drag Right, the Promoter shall provide a written notice to the Drag Shareholder (“**Drag Notice**”) requiring it to Transfer the Drag Shares, free and clear of all Encumbrances. The Drag Notice shall specify: (a) the

price and the form of consideration at which the Drag Purchaser proposes to purchase Securities from the Promoter, which in any event shall not be lesser than the Buy Back Price Per Share (“**Drag Price**”); (b) the name and details of the Drag Purchaser; (c) the date on which the Securities shall be Transferred, which shall not be less than 30 (thirty) days from the date of the Drag Notice; and (d) other material terms and conditions on which the proposed Transfer is to be made. The Dragged Shareholder shall, upon receipt of the Drag Notice, be bound and obligated to Transfer to the Drag Purchaser all the Drag Shares as specified in the Drag Notice at the Drag Price, and on the terms and conditions that are no less favourable than those stipulated in the Drag Notice.

- (c) If the Dragged Shareholder fails, refuses or is otherwise unable to comply with its obligations in Article 113, the Promoter shall have the authority and shall be obliged to designate a Person to execute and perform the necessary Transfer on behalf of the Dragged Shareholder. The Company shall receive and hold the purchase consideration in trust for the Dragged Shareholder and cause the Drag Purchaser to be registered as the holder of the Drag Shares being sold by the Dragged Shareholder. The receipt by the Company of the purchase consideration shall be a good discharge to the Drag Purchaser.
- (d) The Dragged Shareholder hereby covenants to take all steps reasonably necessary to give effect to the provisions of Article 113 including the passing of all necessary resolutions and obtaining all necessary Consents required for effecting the sale of the Drag Shares and giving necessary representation, and warranties solely in relation to title and authority, as are customary in transactions of such nature, to consummate the sale of the Drag Shares pursuant to the Drag Right exercised by the Promoter.
- (e) It is hereby clarified that the restriction on the Investor under Article 113 shall be applicable to any Transferee of the Investor, provided that the Drag Right is exercised at the Drag Price.

#### 114. Permitted Transfers

- (a) Nothing in Articles 109 to 113 shall prohibit or restrict a Shareholder from Transferring their respective Securities to their respective Affiliates, provided that prior to such permitted Transfer, the Affiliate of the Investor or the Promoter (as the case may be), which is the transferee, executes the Deed of Adherence and:
  - i. For the Investor:
    - a. the Investor should legally and beneficially Control such Affiliate;
    - b. It is hereby clarified that in case the Investor Transfers part of its Shareholding to its Affiliate, then the rights acquired by an Affiliate of the Investor shall be exercised by the Investor and its Affiliate collectively acting as a single block of Shareholders without any duplication. Further, the Investor shall: (i) remain liable for all the actions taken by the Investor and its Affiliate in the Company; (ii) undertake all actions required to give effect to and ensure performance of its obligations under the Agreement; and (iii) remain liable for any breach of the obligations under the Agreement by itself or its Affiliates.
  - ii. For the Promoter:
    - a. the Promoter should legally and beneficially Control its Affiliate;
    - b. It is hereby clarified that in case the Promoter Transfers part of its Shareholding to its Affiliate, then the rights acquired by an Affiliate of the Promoter shall be exercised by the Promoter and its Affiliate collectively acting as a single block of Shareholders without any duplication. Further, the Promoter shall: (i) remain liable for all the actions taken by the Promoter and its Affiliate in the Company; (ii) undertake all actions required to give effect to and ensure performance of its obligations under the Agreement; and (iii) remain liable for any breach of the obligations under the Agreement by itself or its Affiliates.
    - c. The Promoter agrees and acknowledges that until the Investor is provided a full and complete exit from the Company in accordance with the terms of the Articles, the Promoter and/or their respective Affiliates shall retain majority shareholding and Management Control of the Company.
- (b) Any Affiliate transferee shall undertake that immediately prior to ceasing to be an Affiliate, it shall (and such Shareholder shall ensure that the said Affiliate shall) notify the Company of the same and re-transfer all its interest in all the Securities which the Affiliate holds at that time, back to the transferring Shareholder or to another Affiliate of the erstwhile Shareholder from which the Affiliate transferee received its Securities, as may be determined by the erstwhile Shareholder. Such subsequent transferee shall also sign the Deed of Adherence.
- (c) An Affiliate transferee, if it ceases to be an Affiliate, shall not have the right to Transfer any of its Securities to any Person other than to the erstwhile Shareholder from whom the Securities were Transferred to it or to another Affiliate of that erstwhile Shareholder, or to the Company in accordance with the Articles.

### *Exit Rights*

115. Subject to the terms of Articles 115 to 118, the Promoter and the Company shall take its best efforts to provide, and shall cause the Company to provide, a full and complete exit to the Investor within a period of 3 (three) years from the Execution Date (“**Exit Period**”) and no later than 4 (four) years from the Execution Date.

For facilitating the above, (a) at any point in time until the Exit Period, the Company may, undertake an IPO subject to Applicable Laws and in the manner set out in Article 116 (*IPO*); (b) if the Company and Promoter fail to provide a full and complete exit to the Investor within the Exit Period, then within a period of 1 (one) year from the expiry of the Exit Period, the Promoter and the Company shall provide an exit to the Investor in the manner set out in Articles 116 and 117; and (c) after the expiry of 1 (one) year from the Exit Period, if the Promoter and the Company fail to provide a full and complete exit to the Investor as set out in Article 116 or Article 117, then, the Investor shall have the right to exercise the Investor Drag Along Right (*as defined below*) provided in Article 118. It is clarified that in the event of any conflict between the Articles 115 to 118 (*Exit Rights*) and Article 111 (*Right of First Offer of the Promoter*), the provisions of Articles 115 to 118 (*Exit Rights*) shall prevail.

### **116.IPO**

- (a) The Company and the Promoter shall use best efforts to facilitate an IPO by the Exit Period, by way of complete listing of the Equity Shares through an initial public offering; on the Stock Exchange on terms and conditions set forth herein.
- (b) The Equity Shares held by the Shareholders shall be locked-in as per the Applicable Law and the Promoter shall make available such number of Equity Shares as may be required to be contributed towards mandatory lock-in under Applicable Law. The Company shall ensure that the Investor is not classified as ‘promoter’ of the Company for any reason whatsoever and that the Securities held by the Investor shall not be subject to any restriction (including that of lock-in or other restrictions) which are applicable to promoters under any Applicable Law. The Company undertakes not to designate the Investor as “promoter” of the Company or make any declaration or statement, either directly or indirectly, in filings with regulatory or Governmental Authorities, offer documents or otherwise mentioning the Investor as “promoter”.
- (c) The IPO shall comply with all Applicable Law and regulatory and listing requirements.
- (d) The Promoter and the Company take all such steps, obtain all approvals and the Investor shall extend all such co-operation to the Governmental Authorities, underwriters and others as may be required for the purpose of expeditiously making and completing the IPO.
- (e) The Company shall appoint a committee of Directors under the Board which shall take the necessary steps to launch the IPO (“**IPO Committee**”). The Company shall ensure that the Investor Director is a member of such IPO Committee. The timing, size of the issuance, price per Equity Share of such offering under the IPO, shall be as determined by the IPO Committee of the Company, in accordance with the Articles and in consultation with a reputable merchant banker and / or the investment banks engaged by the Promoter and the Company in connection with such IPO. All decisions relating to timing, size of the issuance, price per Equity Share of such offering under the IPO, decided by the IPO Committee shall be approved on a unanimous basis.
- (f) In the event of the Company undertaking an IPO, the Company shall enter into an agreement for dilution of some (and not all) of the rights of the Investor (such dilution of rights in the aggregate, the “**Affected Rights**”) in the Articles if, and only to the extent required to:
  - i. demonstrate to the Governmental Authorities that the Investor and/or its Affiliates do not qualify as “promoters” of the Company under Applicable Law for the purposes of such IPO; and
  - ii. to ensure that the Company complies with Applicable Law and all regulatory requirements (inclusive of the requirement of the Stock Exchange and under the listing regulations) for the purposes of expeditious listing of the Equity Shares on a Stock Exchange.
- (g) The Parties agree and acknowledge that all costs, fees and expenses related to the IPO (including fees payable to merchant banker, underwriters, book-runners, issue registrars or other intermediaries) will be borne by the Company and the selling shareholders participating in the IPO in the proportion mutually agreed between such parties.
- (h) The Company agrees to indemnify and hold the Investor (and its Affiliates) and the Investor Director harmless from and against claims and/or losses caused by any untrue statement of a material fact contained in any statement or prospectus relating to the IPO made by the Company, or caused by any omission on part of the

Company, to state therein a fact required to be stated therein or necessary to make the statements therein not deliberately misleading.

## 117. Other Exit Options

- (a) If the Company fails to undertake an IPO within the Exit Period (as set out under Article 116 (*IPO*)), then within a period of 1 (one) year from the expiry of the Exit Period, the Investor shall be entitled, at its sole discretion, to require the Company and/ or Promoter to provide a full and complete exit to the Investor by way of a written notice ("Exit Invocation Notice") through any of the following modes: (a) a buy back by the Company of all, but not less than all, the Securities held by the Investor ("Buy Back"), and/or (b) sale of the Securities held by the Investor to the Promoter or its nominee, or by any other means of providing a full and complete exit to the Investor by way a cash consideration ("Secondary Sale") and/ or (c) a combination of (a) and (b), in each case at a price per Equity Share which is equal to the Buy Back Price Per Share. The discretion on the mode of such exit to be provided to the Investor shall vest with the Company and shall be communicated to the Investor by way of a Buy Back Offer Notice (*defined below*) or a Secondary Sale Offer Notice (*defined below*), as the case may be, within a reasonable time and in any event no later than 9 (nine) months from the receipt of the Exit Invocation Notice from the Investor. The Company and the Promoter shall take all necessary actions to provide a complete and full exit to the Investor within a period of 1 (one) year from the expiry of the Exit Period through Buy Back, or Secondary Sale or combination of both, at their own respective cost and expense.

- (b) Buy Back:

- i. Where the Company intends to facilitate the exit by way of Buy Back, the Company shall give a written notice to the Investor ("Buy Back Offer Notice") notifying that the Company has decided to facilitate the exit of the Investor by way of Buy Back. The Buy Back Offer Notice shall specify the mechanism of effectuating the Buy Back and the documents required from the Investor for effecting the Buy Back.
- ii. Within 30 (thirty) days of receipt of the Buy Back Offer Notice, the Investor shall confirm to the Company and the Promoter specifying the number of Equity Shares that it is willing to offer to the Company for Buy Back ("Buy Back Notice").
- iii. Within 30 (thirty) days from the date of receipt of the Buy Back Notice by the Company, the Company shall convene a Board Meeting to approve the Buy Back as per the terms set out in the Buy Back Notice. Thereafter, within 60 (sixty) days from the date of receipt of the Buy Back Notice by the Company, the Company shall pay to the Investor (in cash) an amount equivalent to the number of Securities proposed to be Transferred by the Investor multiplied by the Buy Back Price Per Share ("Buy Back Consideration"), against delivery of the instruction by the Investor to its depository participant for Transfer of the Investor Securities held by it.
- iv. Subject to Applicable Law, the Company shall effectuate a buy back by paying the Buy Back Consideration to the Investor within the timelines specified in Article 117(b)(iii).
- v. For the avoidance of doubt, the Investor shall be entitled to any dividends, distributions or return of capital relating to the Investor Securities which were declared or otherwise had a record date on or before the date of the Buy Back, and the Company shall pay such amounts, in immediately available funds, in conjunction with the payment of the Buy Back Consideration.
- vi. Any costs and transaction expenses incurred in connection with the Buy Back in accordance with Article 117(b) shall be payable by the Company.

- (c) Secondary Sale:

- i. Where the Company intends to facilitate the exit by way of Secondary Sale through the Promoter, the Company and the Promoter shall give a written notice to the Investor ("Secondary Sale Offer Notice") notifying that the Company has decided to facilitate the exit of the Investor by way of Secondary Sale through the Promoter, the name and details of the purchaser (i.e., the Promoter or Persons(s) nominated by the Promoter), the number of Equity Shares that the Promoter or Person(s) nominated by the Promoter is willing to acquire which shall not be less than all of the Securities held by the Investor ("Promoter Buy Back Securities") at a price per Equity Share which is equal to the Buy Back Price Per Share (the aggregate consideration being the "Promoter Buy Back Consideration").

- ii. Within 30 (thirty) days of receipt of the Secondary Sale Offer Notice, the Investor shall confirm its acceptance of the same to the Company and the Promoter (“**Secondary Sale Notice**”).
- iii. Within 30 (thirty) days from the date of receipt of the Secondary Sale Notice, the Promoter or Person(s) nominated by the Promoter (as the case may be) shall remit the Promoter Buy Back Consideration into the bank account nominated by the Investor as set out in the Secondary Sale Notice. Completion of the Secondary Sale shall not occur until and unless the Promoter Buy Back Consideration is received in full by the Investor within the period specified above.
- iv. Simultaneous with the receipt in full of the Promoter Buy Back Consideration, the Investor shall Transfer to (or to the order of) the Promoter or its nominees (as the case may be), the legal and beneficial title to the Promoter Buy Back Securities, free of any Encumbrances. The Investor shall not be required to give any representations, warranties, indemnities or undertakings to the Promoter, its Affiliates or the nominee of the Promoter, as the case may be, other than customary representations on authority, capacity, title of the Securities proposed to be Transferred by the Investor, and such other terms as may be acceptable to the Investor (at its sole discretion).
- v. The Promoter agrees and undertakes that they shall take all necessary steps (including, execution and delivery of all necessary documents) for completing the Transfer of the Promoter Buy Back Securities and payment of the Promoter Buy Back Consideration to the Investor. All costs, expenses and fees in relation to the Transfer of the Promoter Buy Back Securities shall be borne by the Promoter.

## **118. Investor's Drag Along Right**

- (a) In addition and without prejudice to, any other rights that the Investor may have under the Articles, if the Investor is not provided a full and complete exit from the Company within 1 (one) year from the Exit Period, in the manner established in Articles 116 and 117, then the Investor shall have a right (but not an obligation) exercisable at its sole discretion to Transfer all or any of the Investor Securities then held by it (“**Investor Drag Securities**”) to any one or more Persons, including for the avoidance of doubt, to any strategic investor or any Competitor (“**Drag Exit Purchaser**”) notwithstanding any restrictions contained in the Articles, and additionally in their sole discretion, to require, by written notice to the Promoter and the Company (“**Investor Drag Notice**”), the Promoter and any of its Affiliates holding Securities to compulsorily sell up to 100% (one hundred percent) of their respective Securities (“**Promoter Drag Securities**”) to the Drag Exit Purchaser, at the same price and on the same terms as are agreed by the Investor with the Drag Exit Purchaser in respect of the sale of the Investor Drag Securities to the Drag Exit Purchaser (“**Investor Drag Right**”). Provided that, unless otherwise agreed between the Drag Exit Purchaser and the Investor, the Investor shall not be required to give any representations, warranties, indemnities or undertakings to the Drag Exit Purchaser, other than customary representations on authority, capacity, title of the Securities proposed to be Transferred by the Investor, and such other terms as may be acceptable to the Investor (at its sole discretion).
- (b) Upon receipt of an Investor Drag Notice from the Investor, the Promoter and the Company shall be obligated to take all actions required by the Investor in a timely manner and in any event within such time periods as may be specified by the Investor in the Drag Notice, in order to successfully complete the sale of the Investor Drag Securities and the Promoter Drag Securities to the Drag Exit Purchaser, free and clear of Encumbrances.
- (c) Notwithstanding anything to the contrary contained in the Articles, it is agreed and clarified that any breach by the Promoter and/or the Company of their obligations under this Article 118 (*Investor's Drag Along Right*) shall not relieve the Company and/or the Promoter of any of their obligations under this Article 118 (*Investor's Drag Along Right*) and it is hereby agreed and clarified that the Investor shall continue to be entitled to exercise its rights under this Article 118 (*Investor's Drag Along Right*).
- (d) It is hereby further clarified that upon the Investor issuing the Investor Drag Notice, if any Securities convertible into Equity Shares of the Company issued by the Company to the Investor have not been converted into Equity Shares of the Company as on the date of the Investor Drag Notice set out above, the Investor may (at its sole option) require the Company, and the Company shall, forthwith and in any event within 5 (five) Business Days from receipt of such request, undertake such steps as are necessary for converting such Securities held by the Investor into Equity Shares of the Company in accordance with the provisions of the Articles, as the case may be.
- (e) Any costs and transaction expenses incurred in connection with sale of the Securities to a Drag Exit Purchaser in accordance with this Article 118 (*Investor's Drag Along Right*) (including any costs and expenses in relation to payment of stamp duties as per Applicable Law) shall be payable by the Company.

- (f) Notwithstanding anything else contained in Articles 115 to 118, the Parties hereby agree that in the event a Buy Back and/or Secondary Sale is provided to the Investor in accordance with the terms agreed under the Articles to facilitate a complete exit for the Investor from the Company, and the Investor fails to transfer the Investor Securities as a result of actions directly attributable to the Investor, then the Investor's Drag Along Right under Article 118 (*Investor's Drag Along Right*) shall forthwith fall away.

*Liquidation preference*

119. It is hereby agreed that it is the intention of the Parties that upon occurrence of a Liquidation Event, subject to Applicable Laws, prior to and in priority over any payment of any proceeds to any other Shareholder, the Company shall first pay the Investor: (a) an amount equivalent to Buy Back Price Per Share for each Investor Security; or (b) an amount proportionate to the Investor's shareholding in the Company, plus any declared but unpaid dividend, whichever is higher.

120. In case of a shortfall in the proceeds from the Liquidation Event resulting in an inability to pay the entire amount computed as per Article 119, the entire amount from the proceeds of the Liquidation Event shall, subject to Applicable Laws, be paid to the Investor, in priority to other Shareholders.

*Fall away*

121. All the rights and privileges (including the right to appoint a director) of the Investor (except rights available under Applicable Law, including right to receive dividend and voting right as per Applicable Law), shall fall away upon:

- (a) the Investor's shareholding in the Company falling below 5% (five percent) on a Fully Diluted Basis; or
- (b) the conclusion of the IPO as per Article 116; or
- (c) the Investor transfers only a part of the Investor Securities pursuant to an exit opportunity provided by the Company to the Investor for a full and complete exit for the Investor from the Company, at a price per Equity Share which is equal to the Buy Back Price Per Share, in accordance with the Articles; or
- (d) any Transfer of the Investor Securities by the Investor which is not in accordance with the Articles.

*Information rights of the Investor*

122. Without prejudice to the rights provided under the Act, as long as the Investors' Shareholding percentage in the Company does not fall below 5% (five percent) of Share Capital, the Company hereby agrees to provide the following information to the Investor:

- (a) Within 30 (thirty) Business Days from the expiry of each quarter, quarterly management review detailing key operational performance indicators after the end of each quarter;
- (b) Within 60 (sixty) Business Days from end of each quarter, unaudited profit and loss statement, balance sheet and cash flow statement of the Company;
- (c) Within 120 (one hundred twenty) Business Days after the end of each Financial Year, externally audited statements of income and cash flows of the Company for such Financial Year and a balance sheet as of the end of such Financial Year;
- (d) minutes of the Board Meeting within 30 (thirty) days after such events;
- (e) minutes of the Shareholders' Meeting within 30 (thirty) days after such events;
- (f) the Business Plan and revision thereof as approved by the Board and any changes therein during the year within 30 (thirty) days;
- (g) monthly MIS containing Profit & Loss account, Balance Sheet and Unexecuted Order Book, provided that on and from the date on which the Company files a draft red herring prospectus, the Company shall not be obligated to provide any MIS, and shall provide the same only upon a reasonable request being made by the Investor;
- (h) notification within 7 (seven) Business Days of any material litigation becoming known to the Company, which may be made or threatened by any Person, against the Company, the Promoter or any of the Management Team member that may materially affect the Business of the Company;
- (i) notification within 7 (seven) Business Days of any notice issued to the Company, the Promoter or any member of the Management Team (in their official capacity as officers and employees of the Company) by an investigative statutory agency of India including Enforcement Directorate, Central Bureau of Investigation, Serious Fraud Investigation Office, or Economic Offence Wing, Ministry of Corporate Affairs;
- (j) notification with respect to any change in the Management Team; and

- (k) access to statutory and accounting books and records of the Company.

#### *Event of Default*

123. Unless expressly waived by the Investor in writing, each of the events or circumstances set out in this Article 123 shall be deemed to be an event of default (“**Event of Default**”):

- (a) the findings of any independent audit or investigation by an auditor / investigator appointed by the Investor (as shared with the Company), which report reveals that: (i) affairs of the Company have been conducted by the management in a fraudulent manner or; (ii) the Company and/or the Promoter has used the Investment Amount in a fraudulent manner; or
- (b) there is breach of the Fundamental Warranties by the Company or if the Promoter is in breach of any of their Promoter Warranties; or
- (c) breach or failure to observe or comply with the terms as set out in Clause 3 (*Use of Proceeds*) of the Agreement, Article 93 (*Composition of the Board*), Article 94 (*Investor Director*), Article 95 (*Reserved Matters*) and Article 97 (*ESOP Plan*), Articles 98 to 103 (*Pre-Emptive Rights*), Articles 104 to 105 (*Most Favourable Terms*), Articles 106 to 108 (*Anti-Dilution*), Articles 109 to 114 (*Transfer of Securities*), Articles 119 and 120 (*Liquidation Preference*), Article 121 (*Fall away*) and Clause 14 (*Indemnification*) of the Agreement; or
- (d) admission of a petition of bankruptcy or insolvency by a creditor for a default by the Company or the Promoter.

Upon the occurrence of an Event of Default, the Investor shall have the right to issue a written notice of the Event of Default (“**EoD Notice**”) to the Company (“**Defaulting Party**”), describing in reasonable detail the Event of Default giving rise to the EoD Notice.

#### 124. Consequences of Event of Default:

Upon receipt of the EoD Notice, Defaulting Party shall have 45 (forty five) Business Days to cure such Event of Default (if such Event of Default is capable of being cured). If such Event of Default is not cured within such period or the Event of Default is not capable of being cured, then (A) all obligations of the Investor and all restrictions imposed on the Investor under the Articles shall automatically lapse and all restrictions on the Promoter the Company and all rights available to the Investor against the Promoter or the Company shall continue in full force and effect; and (B) the Defaulting Party may choose to either: (i) accept the EoD Notice; or (ii) dispute the EoD Notice. In the event the Defaulting Party disputes the EoD Notice, it shall within 45 (forty five) days of receipt of the EoD Notice, issue a notice to the Investor stating that it is disputing the EoD Notice issued by the Investor and the reasons for disputing the same (“**EoD Dispute Notice**”).

- (a) On the issue of an EoD Dispute Notice by Defaulting Party, the Investor shall be entitled to: (x) issue a notice to the Defaulting Party initiating arbitration proceedings in accordance with Clause 21.2 (*Arbitration*) of the Agreement, and/or (y) at its sole discretion, terminate the Agreement. Notwithstanding the above, the Investor shall also be entitled to the following rights to be exercised in combination or individually, as opted by the Investor:
  - (i) To require the Company to acquire Investor Securities at a Redemption Price. For the purpose of this paragraph, “**Redemption Price**” means the Investment Amount, as the case may be, and an internal rate of return (XIRR) of 25% p.a. (twenty five percent per annum) thereon till the date of acquisition of the Investor Securities by the Company;
  - (ii) To undertake and to do all such acts and deeds as may be necessary to give effect to the provisions of this Article 124 (*Consequences of Event of Default*), including, without limitation, approving the above arrangement;
  - (iii) To Transfer all (or any) of the Securities held in the Company without any restrictions to any Person (including a Competitor); and/or
  - (iv) To accelerate and enforce any of its exit rights (including without limitation the Investor Drag Along Right set out in Article 118) under Articles 115 to 118 (*Exit Rights*) and in such event, the Investor shall have the sole discretion to choose the manner of exit as stipulated under Articles 117 and 118. The Company and

Promoter agrees and undertakes that they shall take all necessary steps (including, execution and delivery of all necessary documents) for providing a full and complete exit to the Investor within the timelines agreed under Articles 115 to 118 (*Exit Rights*).

- (b) All costs and expenses arising out of any Event of Default shall be borne by the relevant Defaulting Party.

## SCHEDULE I

### MEETINGS OF THE COMPANY

#### I. Board Meetings

##### 1. Appointment and Removal of Directors

- (a) The Parties shall ensure that the Board is constituted in the manner set out in the Articles and particularly in Article 93 (Composition of the Board) and the Shareholders shall exercise their voting rights, to ensure such constitution of the Board.
- (b) In the event of resignation, retirement, death, removal or vacation of office, of any Director, the Party who had appointed such Director shall be entitled to appoint another Director to fill such vacancy.
- (c) Except where a Director is required by Applicable Law or the Articles, no Director shall be removed during the term for which such Director was elected without the Consent of the Party which nominated such Director to the Board.
- (d) Any Shareholder may, by a written notice to the Company and the other Shareholders, remove a Director nominated by it. The removal shall take effect when the notice is delivered to the Company, unless the notice indicates otherwise. Each Shareholder shall exercise its vote in relation to the Securities held by it, for the removal of a Director upon the written request of the Shareholder that nominated such Director.

##### 2. Notice for Board Meetings

- (a) A meeting of the Board may be called by the Chairman or any other Director, in accordance with the Act and the Articles (“**Board Meeting**”). Board Meetings shall be held at least 4 (four) times in a year in a manner that not more than 120 (one hundred twenty) days shall intervene 2 (two) consecutive meetings. All Board Meetings or any meetings of the committee(s) thereof shall be conducted in English. The Company shall keep a book of all resolutions and the minutes of all Board Meetings and meetings of the committee(s) thereof as per Applicable Law.
- (b) At least 7 (seven) Business Days prior written notice of a Board Meeting shall be given to each of the Directors, provided that, subject to Applicable Law and such meeting not involving a Reserved Matter, a meeting of the Board may be convened at shorter notice with the prior written Consent of the Promoter. All notices for Board Meetings shall be in writing (in English) and: (a) shall specify the detailed agenda setting forth the business to be transacted, (including without limitation, expressly identifying any Reserved Matters that form part of the agenda), identifying in reasonable detail the issues to be considered by the Directors at any such meeting, and (b) shall be accompanied by copies of any relevant documents and information pertaining to agenda items or otherwise required to properly review and discuss the agenda in full. No item or business relating to or in connection with a Reserved Matter which is not set out in the agenda shall be transacted at such meeting, unless otherwise agreed by the Investor Director.

##### 3. Quorum

- (a) The quorum for any Board Meeting shall at all times be at least 2 (two) Directors, present at the beginning and throughout the meetings, with such quorum mandatorily including the Investor Director with respect to any Board Meeting involving a Reserved Matter.
- (b) If within half an hour of the time appointed for the Board Meeting, a valid quorum stipulated under Paragraph 3(a) above is not present, then the Board Meeting shall be adjourned to the next week on the same day and at the same time and place (“**Adjourned Board Meeting**”).
- (c) If at any such Adjourned Board Meeting, a quorum is not constituted within half an hour of the time appointed for such Adjourned Board Meeting, the Directors present shall, subject to Applicable Law, constitute the quorum of the meeting subject to Paragraph 3(d) below.
- (d) Provided however that, at any Board Meeting or Adjourned Board Meeting, no Reserved Matter will be discussed or voted upon, unless the Investor Director is present at such meeting or such Reserved Matter has been approved in writing by the Investor.

#### 4. Circular Resolution

Except in relation to matters which by Applicable Law may only be acted upon at a Board Meeting, a resolution by circulation shall be as valid and effectual as a resolution duly passed at a Board Meeting called and held, provided it has been circulated in draft form, together with the relevant papers, if any, to all the Directors and has been approved by the majority of the Directors entitled to vote thereon, and provided always that any resolution by circulation in respect of any Reserved Matter shall be subject to the provisions of Article 95 (*Reserved Matters*).

#### 5. Participation by Electronic Means

In accordance with the Act, the Directors may participate in relevant Board Meetings or committees thereof, by video conferencing or any other means of contemporaneous communication, provided that each Director must acknowledge their presence for the purpose of the meeting. The Company shall ensure that such Board Meetings are held in accordance with the provisions of Applicable Law, including provision of appropriate video-conferencing facilities. Participation of the Directors by video conferencing or any other means of contemporaneous communication shall be counted for the purposes of quorum in accordance with Applicable Law.

#### 6. Decision Making

Subject to Article 95 (*Reserved Matters*) and Applicable Laws, a decision shall be validly made and/ or a resolution validly passed at a meeting of the Board only if passed at a validly constituted Board Meeting and by a simple majority of the Directors present at such meeting of the Board. Each Director shall be entitled to 1 (one) vote.

#### 7. Committees

The Board shall, subject to Applicable Law, have the power to constitute, if necessary, committees or sub-committees and delegate such of its powers to the aforesaid committees as it may deem appropriate. Unless otherwise agreed in writing by the Shareholders or under the Articles, and subject to Applicable Law, all provisions of the Articles relating to the Board and its meetings, including notice, agenda, appointment, quorum and voting shall be applicable to the committees and sub-committees of the Board established from time to time, and the respective rights of the Shareholders to appoint their nominees to such committee of the Board shall be in the same proportion as of the Directors they are entitled to nominate to the Board. Provided however, the Investor Director shall form part of such committee only if such committee is delegated with the powers to decide on Reserved Matters.

### II. Shareholders Meetings

#### 1. Frequency

- (a) The Company shall hold at least 1 (one) general meeting of its Shareholders in any given calendar year. All annual general meetings and other meetings of Shareholders of the Company (“**Shareholders’ Meeting**”) shall be governed by the provisions of the Act and the Articles.
- (b) The Shareholders shall be entitled to participate in the Shareholders’ Meeting(s) physically or through electronic means as may be set out in the notice for such meeting, in accordance with Applicable Law. The participation of the shareholders through electronic means, in accordance with Applicable Law, shall be considered for the purpose of computation of quorum for a Shareholders’ Meeting.

#### 2. Notice

- (a) At least 21 (twenty-one) days prior written notice (either in writing or through an electronic mail) shall be given by the Company to all the Shareholders of any proposed Shareholder’s Meeting, accompanied by the agenda for such meeting (unless the Shareholders have given prior written Consent for a meeting to be called at shorter notice in accordance with the Act).
- (b) Every notice of the Shareholders’ Meeting shall be in writing (in English) and: (a) shall set out the agenda in full and sufficient details of the business to be transacted thereat (including without limitation, expressly identifying any

Reserved Matters that form part of the agenda) identifying in reasonable detail the issues to be considered by the Shareholders' at any such meeting, and (b) shall be accompanied by a copy of any relevant documents and information to be reviewed or discussed at such meeting. No item or business which is not set out in the agenda shall be transacted at such meeting, unless otherwise agreed by the Promoter, provided that this provision shall not be applicable if such item or business relates to a Reserved Matter.

### 3. Chairman

All general meetings shall be presided over by the Chairman. Provided that in the event the Chairman is not present within 15 (fifteen) minutes after the time appointed for holding any Shareholders' Meeting, or is not willing to act as chairman, or if the Board has not elected a Chairman, the members present shall appoint anyone amongst themselves to act as chairman of that meeting.

### 4. Quorum

- (a) The quorum for all the Shareholders' Meetings, subject to the provisions of the Act, shall not be less than 2 (two) members at the beginning and throughout the meeting, and shall mandatorily include the Investor if the meeting involves any Reserved Matter.
- (b) If within half an hour from the time appointed for a Shareholders' Meeting, a quorum is not present, the meeting shall be adjourned to the same day of the next week at the same time and place ("Adjourned Shareholders' Meeting"). Each Shareholder shall be notified by the Company in writing of the date, time and place of the Adjourned Shareholders' Meeting.
- (c) In the event that the quorum as set forth above is not achieved at the Adjourned Shareholders' Meeting, the Shareholders present shall, subject to the Act, constitute a valid quorum at the Adjourned Shareholders' Meeting, provided that in such a meeting no Reserved Matter will be discussed or voted upon, unless the Investor is present at such meeting or such Reserved Matter has been approved in writing by the Investor.
- (d) The agenda for the Adjourned Shareholders' Meeting shall be the same as the agenda for the Shareholders' Meeting unless otherwise agreed in writing by the Promoter provided that this provision shall not be applicable if such item or business relates to a Reserved Matter.

### 5. Voting Agreement

- (a) All Shareholders shall exercise their voting rights in proportion of their respective Shareholding in the Company. At any Shareholders' Meeting, each Shareholder may vote either by itself /himself or by proxy.
- (b) The Parties shall cause their respective representatives of the Company to exercise their voting rights at the general meetings in the manner necessary to give effect to the terms of the Agreement, and to do and perform all acts, deeds and things as may be expedient to give effect to the terms of the Agreement.

### 6. Minutes of Shareholders' Meeting

The substance of the proceedings of a Shareholders' Meeting, including the agenda, discussions and results thereof, shall be recorded in minutes in the English language and shall be signed by the Chairman within 30 (thirty) days of such Shareholders' Meeting.

## SCHEDULE II

### BROAD BASED ANTI-DILUTION PROTECTION

#### 1. Relevant Calculations

- (a) Determine Anti-Dilution Price (i.e., broad-based weighted average price per Security) in the following manner:

$$\text{Anti-Dilution Price} = \frac{(\text{OS immediately prior to the Dilution Event} \times \text{Offer Price}) + \text{AC}}{\text{OS immediately following issuance}}$$

OS immediately following issuance

Where,

"OS" means the number of Securities issued under Share Capital on a Fully Diluted Basis, and

"AC" means the Investment Amount.

- (b) Determine the number of Securities that the Investor would have received if the Investor had paid the Anti-Dilution Price for each Investor Security acquired by it, by dividing the Subscription Price paid by Investor per Investor Security by the Anti-Dilution Price and multiplying the result with the number of Investor Securities.
- (c) The number of Additional Shares shall equal the number of Securities that Investor would have received as determined pursuant to paragraph 1(b) above minus the number of Securities held by the Investor immediately prior to the Dilution Event.
- (d) All calculations of the Anti-Dilution Price shall be made to the nearest Indian Rupee. In the event that there are Additional Shares, determined in the manner provided above, as a fraction, such number shall be rounded up to the nearest whole Security as follows:
- i. in case the fraction is up to 0.49 (decimal four nine), then the number of Securities to be issued shall be rounded off to the next lower number; and
  - ii. in case the fraction is 0.50 (decimal five zero) or more, then the number of Securities to be issued shall be rounded off to the next higher number.
- (e) Prior to giving effect to any adjustment pursuant to the provisions of Articles 106 to 108 (*Anti-Dilution*) and this **Schedule II**, the Investor and the Company must agree upon the calculations in accordance with the formula set out in this **Schedule II**.

## SCHEDULE III

### LIST OF RESERVED MATTERS OF THE COMPANY

The following matters shall be called Reserved Matters. The Company shall not take any actions pertaining to these matters, whether in a Shareholders' Meeting or a meeting of the Board or any committee thereof, unless prior written Consent of the Investor has been obtained:

1. Adopting audited financial statements, annual budget and Business Plan, and significant deviations thereof including initial use of proceeds;
2. Significant changes in accounting policies of the Company;
3. Any amendment to or change in the rights, preferences, privileges or powers of the Securities of the Company which adversely affects the rights of the Investor;
4. Any merger, acquisition, any Transfer of material Assets (i.e., more than 10% of total Asset base of the Company), consolidation, reorganization, establishment of subsidiaries and joint ventures for a new line of Business, decrease of Share Capital, disposal or lease or securitization of assets, hive-off, spin-off, slump sale, sale of investments, liquidation, dissolution of the Company or any motion to any of the above; Any recapitalization, issuance, creation, reclassification, split, spin-off of any new class or series of Securities for the purpose of including but not limited for raising further capital of the Company;
5. Entry into any new business other than the Business, or any material change in the nature and/or scope of the Business;
6. Any amendments to the Charter Documents of the Company;
7. Any change in the name of the Company, suspension or cessation of part or all of the Business or Transfer of part or all of the Business, or creation of any Encumbrance on all the Assets or part or all of the Business;
8. Any disposal, Transfer, Encumbrance or any dealing with the intangible and Intellectual Property of the Company, other than in the Ordinary Course of Business;
9. Authorizing any Indebtedness over the agreed limit of Indebtedness as per the Business Plan, including the creation of any Encumbrance on the Assets of the Company or the Business in connection therewith;
10. Provision of loans to any of the Directors;
11. Entering into or amendment of any Contract by the Company with any Related Party of the Company, including making any loan to any such Related Party for transaction of INR 10,00,00,000 (Rupees Ten Crores) and above in one or multiple transactions together per Financial Year (other than any Related Party Transaction with (a) any of the Company's joint ventures and subsidiaries, or (b) the Promoter; in each case, which has been specifically approved as per the Business Plan);
12. Pass any resolution in relation to a Liquidation Event;
13. Grant of any options under the ESOP Plan beyond 3% (three percent) of the Share Capital on Fully Diluted Basis;
14. Declaration of dividends (including interim dividends) or any other distributions, other than made on a pro rata basis; and
15. Undertaking any commitment or agreement or delegation of powers from the Board to take any of the foregoing actions.

## **SECTION IX: OTHER INFORMATION**

### **MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION**

The copies of the following documents and contracts which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company) which are or may be deemed material will be attached to the copy of this Red Herring Prospectus and the Prospectus which will be filed with the RoC. Copies of the contracts and documents for inspection referred to hereunder, may be inspected at our Registered Office between 10 a.m. to 5 p.m. on all Working Days from date of this Red Herring Prospectus until the Bid/ Offer Closing Date. The copies of the contracts and documents for inspection referred to hereunder will be uploaded on the website of our Company at [www.transrail.in](http://www.transrail.in), and will be available for inspection from date of this Red Herring Prospectus until the Bid/ Offer Closing Date (except for such agreements executed after the Bid/Offer Closing Date).

#### **A. Material contracts for the Offer**

- (1) Offer Agreement dated March 8, 2024 amongst our Company, the Promoter Selling Shareholder and the Book Running Lead Managers.
- (2) Registrar Agreement dated March 8, 2024 amongst our Company, the Promoter Selling Shareholder, and the Registrar to the Offer.
- (3) Cash Escrow and Sponsor Bank Agreement dated December 10, 2024 amongst our Company, the Promoter Selling Shareholder, the Registrar to the Offer, the Book Running Lead Managers, the Syndicate Members, the Escrow Collection Bank(s), Sponsor Bank(s), Public Offer Bank and the Refund Bank(s).
- (4) Share Escrow Agreement dated December 10, 2024 amongst the Promoter Selling Shareholder, our Company and the Share Escrow Agent.
- (5) Syndicate Agreement dated December 10, 2024 amongst our Company, the Promoter Selling Shareholder, the Book Running Lead Managers, and Syndicate Members.
- (6) Monitoring Agency Agreement dated September 23, 2024 entered into between our Company and the Monitoring Agency.
- (7) Underwriting Agreement dated [●], 2024 amongst our Company, the Promoter Selling Shareholder, and the Underwriters.

#### **B. Material Documents**

- (1) Certified copies of updated MoA and AoA, amended from time to time.
- (2) Certificate of incorporation of our Company dated February 18, 2008, issued to our Company by the RoC.
- (3) Share Subscription cum Shareholders' Agreement dated September 26, 2023 ("SSSHA") entered into by and among our Company, Asiana Alternative Investment Fund – Scheme: Asiana Fund I and Ajanma Holding Private Limited read with the amendment to SSSHA dated February 9, 2024 and June 24, 2024.
- (4) Business Transfer Agreement dated October 27, 2015 entered into by and between Gammon India Limited and our Company, read with first amendment agreement to the BTA dated February 12, 2016.
- (5) Resolution of our Board dated February 6, 2024, authorising the Offer and other related matters.
- (6) Shareholders' resolution dated February 12, 2024, in relation to the Offer, approving the Fresh Issue and other related matters.
- (7) Resolution of our Board dated August 10, 2023 and May 31, 2023, in relation to approval of the terms of remuneration of our Executive Chairman, Digambar Chunnilal Bagde and Managing Director and Chief Executive Officer, Randeep Narang, respectively.
- (8) Resolution of our Board dated August 10, 2023 and our Shareholders resolution dated September 27, 2023 appointing Digambar Chunnilal Bagde as the Executive Chairman of our Company.
- (9) Resolution passed by our Board and our Shareholders' dated September 27, 2021 appointing Randeep Narang as the Managing Director and Chief Executive Officer of our Company
- (10) Resolution of our Board dated March 8, 2024, approving the Draft Red Herring Prospectus.
- (11) Resolution of our Board dated December 10, 2024, approving this Red Herring Prospectus.

- (12) Resolution of the board of directors of Promoter Selling Shareholder dated March 6, 2024, consenting to participate in the Offer for Sale.
- (13) Share subscription agreement dated September 9, 2024, executed between our Company and Volrado Venture Partners Fund IV Gamma, Shyamsundar B. Asawa, Saurabh Sanjay Agrawal, and Divyam Sanjay Agrawal.
- (14) Consent letter dated March 8, 2024 provided by Ajanma Holding Private Limited, consenting to participate in the Offer for Sale.
- (15) Consent dated November 6, 2024, from our Statutory Auditor, namely, Nayan Parikh & Co., Chartered Accountants, to include their name as required under section 26(5) of the Companies Act read with the SEBI ICDR Regulations, in this RHP, and as an “expert” as defined under section 2(38) of the Companies Act in respect of their (a) examination report dated September 18, 2024, on the Restated Consolidated Financial Information, and (b) report dated November 6, 2024, on the statement of special tax benefits; and such consent has not been withdrawn as on the date of this RHP. However, the term “expert” and “consent” shall not be construed to mean an “expert” and “consent” as defined under the U.S. Securities Act.
- (16) Our Company has received written consent dated November 6, 2024 from Maheshwari & Co., Chartered Accountants, holding a valid peer review certificate from the ICAI, to include their name as required under Section 26(5) of the Companies Act read with the SEBI ICDR Regulations in this Red Herring Prospectus and as an ‘expert’ as defined under Section 2(38) of Companies Act in respect of the certificates issued by them in their capacity as an independent chartered accountant to our Company, and such consent has not been withdrawn as on the date of this Red Herring Prospectus.
- (17) The examination report dated September 18, 2024, of our Statutory Auditor on the Restated Consolidated Financial Information, included in this Red Herring Prospectus.
- (18) The statement of special tax benefits dated November 6, 2024, from our Statutory Auditors.
- (19) Consents of our Directors, our Company Secretary and Compliance Officer, Legal Counsel to our Company, Bankers to our Company, Banker(s) to the Offer, the Book Running Lead Managers, Syndicate Members, lenders to our Company, and the Registrar to the Offer, Monitoring Agency, to act in their respective capacities.
- (20) Consent dated September 24, 2024, from Suvarbata Dasgupta, Chartered Engineer, (registration number: M-137099-5) to include their name as required under Section 26(5) of the Companies Act read with the SEBI ICDR Regulations, in this Red Herring Prospectus and as an “expert”, as defined under Section 2(38) of the Companies Act to the extent and in their capacity as an Independent Chartered Engineer, in relation to the certificate dated September 24, 2024 certifying, *inter alia*, the details of the installed and production capacity of our manufacturing facilities.
- (21) Consent dated November 6, 2024 from Mehta & Mehta, Company Secretaries, the practicing company secretary, to include its name as required under Section 26(5) of the Companies Act read with the SEBI ICDR Regulations, in this Red Herring Prospectus and as an “expert”, as defined under Section 2(38) of the Companies Act to the extent and in their capacity as a practicing company secretary, in relation to the certificate dated November 6, 2024, certifying, *inter alia*, the details of the share capital built up of our Company and our Promoters. Such consent has not been withdrawn as on the date of this Red Herring Prospectus.
- (22) Certificate dated December 10, 2024, from our Statutory Auditors with respect to our key performance indicators.
- (23) Resolution of the Audit Committee dated September 18, 2024, approving our key performance indicators.
- (24) Certificate dated December 10, 2024 from our Statutory Auditor certifying the utilisation of the proceeds from the Pre-IPO Placement.
- (25) Consent letter dated September 13, 2024, from CRISIL with respect to the CRISIL Report.
- (26) Industry Report titled “*Power, Civil Construction, Railways, and Poles & Lighting – Industry Review and Outlook*” dated September 13, 2024, prepared and issued by CRISIL Limited and commissioned and paid for by our Company, exclusively for the purpose of this Offer and engagement letter issued in July 2023, amongst our Company and CRISIL.
- (27) Copies of annual reports of our Company for the preceding three Financial Years i.e. Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022.
- (28) Due diligence certificate dated March 8, 2024, addressed to SEBI from the Book Running Lead Managers.

- (29) Tripartite agreement dated December 20, 2021, amongst our Company, CDSL and Link Intime India Private Limited.
- (30) Tripartite agreement dated September 13, 2013, between our Company, NSDL and Link Intime India Private Limited.
- (31) Letter to SEBI from the BRLMs dated November 6, 2024 in relation to the Pre-IPO Placement undertaken by the Company along with confirmation on intimations by our Company to Volrado Venture Partners Fund IV Gamma, Shyamsundar B. Asawa, Saurabh Sanjay Agrawal, and Divyam Sanjay Agrawal that there is no guarantee that our Company may proceed with the Offer or such Offer may be successful.
- (32) Intimation letter dated June 10, 2024 given to the RoC in relation to the untraceable records/ delay in filing corporate records of our Company.
- (33) In-principle listing approvals each dated July 9, 2024 issued by BSE and NSE respectively.
- (34) SEBI final observation letter bearing reference no. SEBI/HO/CFD/RAC-DIL1/P/OW/2024/27768/1 dated August 30, 2024.

Any of the contracts or documents mentioned in this Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without notice to our Shareholders subject to compliance with the provisions contained in the Companies Act and other applicable law.

## **DECLARATION**

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines, rules or regulations issued by the Government of India or the guidelines, rules, or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with, and no statements, disclosures and undertaking made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules, guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings made in this Red Herring Prospectus are true and correct.

### **SIGNED BY THE DIRECTOR OF OUR COMPANY**

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**Digambar Chunnilal Bagde**

*Executive Chairman*

**Date:** December 10, 2024

**Place:** Mumbai

## **DECLARATION**

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines, rules or regulations issued by the Government of India or the guidelines, rules, or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with, and no statements, disclosures and undertaking made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules, guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings made in this Red Herring Prospectus are true and correct.

### **SIGNED BY THE DIRECTOR OF OUR COMPANY**

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**Randeep Narang**

*Chief Executive Officer and Managing Director*

**Date:** December 10, 2024

**Place:** Mumbai

## **DECLARATION**

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines, rules or regulations issued by the Government of India or the guidelines, rules, or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with, and no statements, disclosures and undertaking made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules, guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings made in this Red Herring Prospectus are true and correct.

### **SIGNED BY THE DIRECTOR OF OUR COMPANY**

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**Srikant Chaturvedi**

*Non-Executive Director*

**Date:** December 10, 2024

**Place:** Mumbai

## **DECLARATION**

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines, rules or regulations issued by the Government of India or the guidelines, rules, or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with, and no statements, disclosures and undertaking made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules, guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings made in this Red Herring Prospectus are true and correct.

### **SIGNED BY THE DIRECTOR OF OUR COMPANY**

---

**Sanjay Kumar Verma**

*Non-Executive Director*

**Date:** December 10, 2024

**Place:** Delhi

## **DECLARATION**

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines, rules or regulations issued by the Government of India or the guidelines, rules, or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with, and no statements, disclosures and undertaking made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules, guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings made in this Red Herring Prospectus are true and correct.

### **SIGNED BY THE DIRECTOR OF OUR COMPANY**

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**Vita Jalaj Dani**

*Non- Executive (Nominee) Director*

**Date:** December 10, 2024

**Place:** Mumbai

## **DECLARATION**

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines, rules or regulations issued by the Government of India or the guidelines, rules, or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with, and no statements, disclosures and undertaking made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules, guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings made in this Red Herring Prospectus are true and correct.

### **SIGNED BY THE DIRECTOR OF OUR COMPANY**

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**Vinod Dasari**

*Independent Director*

**Date:** December 10, 2024

**Place:** Delhi

## **DECLARATION**

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines, rules and regulations issued by the Government of India or the guidelines, rules, or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with, and no statements, disclosures and undertaking made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules, guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings made in this Red Herring Prospectus are true and correct.

### **SIGNED BY THE DIRECTOR OF OUR COMPANY**

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**Ashish Gupta**

*Independent Director*

**Date:** December 10, 2024

**Place:** Mumbai

## **DECLARATION**

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines, rules or regulations issued by the Government of India or the guidelines, rules, or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with, and no statements, disclosures and undertaking made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules, guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings made in this Red Herring Prospectus are true and correct.

### **SIGNED BY THE DIRECTOR OF OUR COMPANY**

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**Ravita Nirmal Punwani**

*Independent Director*

**Date:** December 10, 2024

**Place:** Mumbai

## **DECLARATION**

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines, rules or regulations issued by the Government of India or the guidelines, rules, or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with, and no statements, disclosures and undertaking made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules, guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings made in this Red Herring Prospectus are true and correct.

### **SIGNED BY THE DIRECTOR OF OUR COMPANY**

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**Ranjit Jatar**

*Independent Director*

**Date:** December 10, 2024

**Place:** Pune

## **DECLARATION**

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines, rules or regulations issued by the Government of India or the guidelines, rules, or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with, and no statements, disclosures and undertaking made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules, guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings made in this Red Herring Prospectus are true and correct.

### **SIGNED BY THE DIRECTOR OF OUR COMPANY**

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**Major General Dr. Dilawar Singh (Retd.)**

*Independent Director*

**Date:** December 10, 2024

**Place:** Delhi

## **DECLARATION**

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines, rules or regulations issued by the Government of India or the guidelines, rules, or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with, and no statements, disclosures and undertaking made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules, guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings made in this Red Herring Prospectus are true and correct.

### **SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY**

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**Ajit Pratap Singh**

*Chief Financial Officer*

**Date:** December 10, 2024

**Place:** Mumbai

## **DECLARATION**

We, Ajanma Holdings Private Limited, acting as a Promoter Selling Shareholder, hereby certify, confirm and declare that all statements, disclosures and undertakings made or confirmed by us in this Red Herring Prospectus about or in relation to ourselves, as the Promoter Selling Shareholder and the Offered Shares, are true and correct. We assume no responsibility as a Promoter Selling Shareholder, for any other statements, disclosures or undertakings including any of the statements, disclosures or undertakings made or confirmed by or relating to the Company or any other person(s) in this Red Herring Prospectus.

**FOR AND ON BEHALF OF AJANMA HOLDINGS PRIVATE LIMITED (Promoter Selling Shareholder)**

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**Authorised Signatory**

**Name:** Pratik Dhuri

**Designation:** Company Secretary

**Date:** December 10, 2024

**Place:** Mumbai